

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

REDBOX AUTOMATED RETAIL, LLC,

Plaintiff,

v.

WARNER HOME VIDEO, a division of
WARNER BROS. HOME ENTERTAINMENT,
INC.,

Defendant.

C.A. No. 09-613 (RBK)

**DEFENDANT WARNER HOME VIDEO'S MOTION TO DISMISS
THE AMENDED COMPLAINT PURSUANT TO
FEDERAL RULE OF CIVIL PROCEDURE 12(b)(6)**

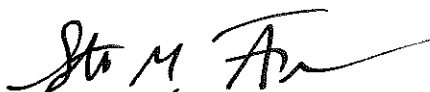
Defendant Warner Home Video hereby moves the Court to dismiss the Amended Complaint of Redbox Automated Retail, LLC, under Federal Rule of Civil Procedure 12(b)(6), for failure to state a claim upon which relief can be granted and to enter an order substantially similar to the proposed Order attached hereto dismissing plaintiff's claims with prejudice.

The bases for this motion are set forth in Defendant Warner Home Video's Opening Brief In Support of Its Motion to Dismiss the Amended Complaint Pursuant to Federal Rule of Civil Procedure 12(b)(6), and the Declaration of Katherine B. Forrest In Support of Defendant Warner Home Video's Motion to Dismiss the Amended Complaint Pursuant to Federal Rule of Civil Procedure 12(b)(6) with accompanying exhibits, which are being filed contemporaneously herewith.

Of Counsel:

Katherine B. Forrest
CRAVATH, SWAINE & MOORE LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
(212) 474-1000
kforrest@cravath.com

Dated: December 21, 2009



Frederick L. Cottrell, III (#2555)
Anne Shea Gaza (#4093)
Stephen M. Ferguson (#5167)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
(302) 651 7700
cottrell@rlf.com
gaza@rlf.com
ferguson@rlf.com

*Attorneys for Defendant
Warner Home Video*

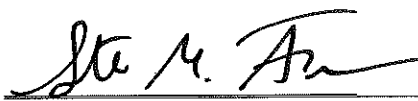
CERTIFICATE OF SERVICE

I hereby certify that on December 21, 2009, I caused to be served by **hand delivery and e-mail** the foregoing document and electronically filed the same with the Clerk of Court using CM/ECF which will send notification of such filing(s) to the following:

James S. Green
Seitz, Van Ogtrop & Green, P.A.
222 Delaware Avenue, Suite 1500
P. O. Box 68
Wilmington, DE 19899
jgreen@svglaw.com

I hereby certify that on December 21, 2009, I caused the foregoing document to be sent via **e-mail** to the following non-registered participants:

Charles S. Bergen
George R. Dougherty
Michael S. Gulland
Grippo & Elden LLC
111 South Wacker Drive
Chicago, IL 60606
cbergen@grippoelden.com
gdougherty@grippoelden.com
mgulland@grippelden.com



Stephen M. Ferguson (#5167)
ferguson@rlf.com