

This is the 4th affidavit
of Aaron Gilbert in this case
and it was made on October 11th, 2023.

No. S-235084
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57, AS AMENDED AND THE BUSINESS CORPORATIONS ACT, R.S.O.
1990, C. B.16, AS AMENDED

AND

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
BRON MEDIA CORP. AND THE ENTITIES LISTED AT **SCHEDULE "A"**

PETITIONERS

AFFIDAVIT

I, **AARON GILBERT, businessperson**, of the Town of Anmore in the Metro Vancouver
Area in the Province of British Columbia, **AFFIRM THAT:**

1. I am the Chairman and Chief Executive Officer of BRON Media Holdings USA Inc.,
BRON Media Corp., BRON Media Holdings Intl. Corp., and the other Petitioners (as
defined below).

2. I have personal knowledge of the matters deposed to in this Affidavit except where I depose to a matter based on information from an informant I identify, in which case I believe that both the information from the informant and the resulting statement are true.
3. This is my fourth affidavit made in these proceedings under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"). Copies of my first and second affidavits are located on the Grant Thornton LLP website at the following URL: <https://www.grantthornton.ca/service/advisory/creditor-updates/#Bron-Media-Group>.
4. The table at paragraph 5 below sets forth, among other things, each of the Petitioners in these CCAA proceedings, organized by jurisdiction of incorporation.
5. The Canadian Petitioners and the U.S. Petitioners (each as defined below) are collectively referred to herein as the "**Petitioners**" or the "**Company**". The UK Non-Petitioner Entities and the Other Non-Petitioner Entities (each as defined below) are collectively referred to herein as the "**Non-Petitioner Entities**".

BRON GROUP OF COMPANIES	
"Canadian Petitioners"	BRON Animation Inc. (British Columbia) BRON Creative Corp. (Ontario) BRON Developments Inc. (British Columbia) BRON Media Corp. (British Columbia) BRON Media Holdings Intl. Corp. (British Columbia) BRON Media Holdings USA Inc. (British Columbia) BRON Releasing Inc. (British Columbia) BRON Studios Inc. (British Columbia) BRON Ventures 1 (Canada) Corp (British Columbia) Canadian Production HoldCos & ProdCos ¹

¹ BRON Everest Productions Inc., Fables Productions BC Inc., Gossamer Productions BC Inc., Hensch 2 BC Productions Inc., Henschmen Productions Inc., Robin Hood Digital PC BC Inc., and Windor Productions BC Inc. (collectively, the "**Canadian Production HoldCos & ProdCos**").

“U.S. Petitioners”	BRON Creative USA Corp. (Nevada) BRON Digital USA, LLC (Delaware) BRON Life USA Inc. (Delaware) BRON Media Holdings USA Corp. (Delaware) BRON Releasing USA Inc. (Delaware) BRON Studios USA Inc. (Nevada) BRON Ventures 1 LLC (Delaware) BRON Studios USA Developments Inc. (Nevada) US Production HoldCos & ProdCos ² Welcome to Me, LLC (California)
“UK Non-Petitioner Entities”	BRON Studios UK Ltd. (England and Wales) BRON Releasing UK Ltd. (England and Wales) CMA Productions UK Ltd. (England and Wales) In Good Company Holdings Ltd. (England and Wales) Kid Unknown Holdings Ltd (fka Hunaman Holdings Ltd.) (England and Wales) Neon Club Productions, Ltd. (England and Wales) Shadowplay Series Holdings UK Limited (England and Wales) TDBB Holdings UK Ltd. (England and Wales) Townsend Series Holdings UK Ltd. (England and Wales) Townsend Series Productions UK Ltd. (Grey Door Film Productions Ltd) (England and Wales)
“Other Non-Petitioner Entities”	Front Runner Productions, Inc. BRON Creative MG1, LLC BRON Creative WB 1, LLC BRON Labs LLC A Single Shot Movie, LLLP Blackhand Developments Inc. Blackhand Pictures, LLC BRON Next Film Production, LLC (BRON Life, LLC) BRON Pictures Holdings, LLC BRON Subnation Slate 1, LLC Rideg Film Holdings, LLC Brown Amy, LLC Driftless Area, LLC Drunk Parents Production Services Inc. Erostratus LA, LLC Erostratus, LLC Fonzo Production Services Inc.

² Bakhorma, LLC (Washington), Drunk Parents, LLC (New York), Fables Holdings USA, LLC (Delaware), Fables Productions USA Inc. (Delaware), Gossamer Holdings USA, LLC (Delaware), Gossamer Productions USA Inc. (Delaware), Harry Haft Productions, Inc. (New York), Heavyweight Holdings, LLC, previously Harry Haft Films, LLC (Delaware), I Am Pink Productions, LLC (Delaware), Lucite Desk, LLC (Delaware), National Anthem Holdings, LLC (f. k. a. BCDC Holdings, LLC) (Delaware), National Anthem ProdCo Inc. (New Mexico), Oakland Pictures Holdings, LLC (Delaware), Pathway Productions, LLC (Delaware), Robin Hood Digital PC USA Inc. (Delaware), Robin Hood Digital USA, LLC (Delaware), Solitary Holdings USA, LLC (Delaware), Surrounded Holdings USA LLC (Delaware), and Surrounded Productions USA Inc. (Delaware) (collectively, the “US Production HoldCos & ProdCos”).

	Fonzo, LLC Front Runner, LLC Green Moon Inc. Harmon Films, LLC Harmon Monster Films, Inc. I Saw The Light Movie, LLC I Saw The Light, LLC Layover LLC Mad Solar Productions, LLC Master Cleanse, LLC Meadowland Movie, LLC Meadowland Production Services Inc. My Abandonment LLC My Abandonment Production Services Inc. Needle In A Timestack, LLC October Series Holdings, LLC Pangea Cup Holdings, LLC Pangea Cup Productions Inc. Para Productions, LLC Phil Productions, LLC Red Sea LLC Red Sea Productions Inc. Savant Developments Inc. Summerland Holdings, LLC The Good Nurse Films, LLC The Realm Productions USA LLC TMF Productions, LLC Tully Productions, LLC Tumbledown, LLC TWWMD Holdings, LLC TWWMD Productions, Inc. Villains Pictures, LLC Villains Production Services, Inc. Wonder Book Holdings USA, LLC BRON Charitable Foundation, Inc. Hercules BRON Creative Partnership
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6. This Affidavit is made in support of an application for an order under the CCAA, among other things, declaring that, pursuant to section 5(5) of the *Wage Earner Protection Program Act* (“**WEPPA**”), BRON Animation Inc., BRON Media Corp., BRON Studios Inc., Fables Productions BC Inc., Gossamer Productions BC Inc. and Robin Hood Digital PC BC Inc. are each a “former employer” in accordance with the criteria established by section 3.2 of the Wage Earner Protection Program Regulations.

7. Below is a table that sets out the employee terminations made by certain of the Canadian Petitioners throughout the course of these CCAA proceedings.

Petitioner Entity	Number of Employees Terminated and Date
BRON Studios Inc.	7 employees terminated July 19, 2023 1 employee terminated August 18, 2023 11 employees terminated October 6, 2023
BRON Animation Inc.	11 employees terminated July 19, 2023 6 employees terminated September 22, 2023 10 employees terminated October 6, 2023
BRON Media Corp.	4 employees terminated on October 6, 2023
Fables Productions BC Inc.	8 employees terminated July 19, 2023
Gossamer Productions BC Inc.	4 employees terminated July 19, 2023
Robin Hood Digital PC BC Inc.	6 employees terminated July 19, 2023

AFFIRMED BEFORE ME via video-conference with the deponent in the City of Burnaby, in the Province of British Columbia, and the Commissioner in the City of Mississauga in the Province of Ontario this 11th day of October, 2023

DocuSigned by:

Monica Faleim

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DocuSigned by:

Aaron Gilbert

AARON GILBERT

MONICA FAHEIM
A Commissioner for taking Affidavits