

IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

In re:

BRON Media Holdings USA Corp. *et al.*,

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 23-56798-PMB

Jointly Administered

**NOTICE OF FILING OF FOREIGN REPRESENTATIVE'S
FINAL REPORT OF BRON MEDIA HOLDINGS USA CORP. PURSUANT TO
BANKRUPTCY RULE 5009(c)**

PLEASE TAKE NOTICE that on May 14, 2024, BRON Media Holdings USA Corp. in its capacity as the Canadian Court-appointed and authorized foreign representative (the “Foreign Representative”) for the above-captioned Debtors¹ (the “Debtors”) which are the subjects of a reorganization proceeding commenced before the Supreme Court of British Columbia under Canada’s *Companies’ Creditors Arrangement Act*, by and through Foreign Representative’s undersigned counsel, filed the *Motion of Foreign Representative for Entry of a Final Decree Closing Chapter 15 Cases and Discharging Foreign Representative* (the “Motion”) with the United States Bankruptcy Court for the Northern District of Georgia (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that in connection with Motion and accordance with Rule 5009(c) of the Federal Rules of Bankruptcy Procedure, the Foreign Representative hereby files the *Foreign Representative’s Final Report of BRON Media Holdings USA Corp. Pursuant to Bankruptcy Rule 5009(c)* (the “Final Report”), a true and correct copy of which is attached hereto as

¹ The U.S. Debtors in these Chapter 15 cases and the last four digits of their U.S. Federal Employer Identification Numbers are as follows: BRON Creative USA Corp (1363); BRON Digital USA, LLC (0276); BRON Life USA Inc. (1178); BRON Media Holdings USA Corp (0637); BRON Releasing USA Inc. (6368); BRON Studios USA Inc. (8784); BRON Ventures 1 LLC (5066); BRON Studios USA Developments Inc. (7529); Bakhorma, LLC (6944); Drunk Parents, LLC (5462); Fables Holdings USA, LLC (8085); Fables Productions USA INC. (5169); Gossamer Holdings USA, LLC (2582); Gossamer Productions USA, Inc. (7876); Harry Haft Productions, Inc. (6144); Heavyweight Holdings, LLC f/k/a Harry Haft Films, LLC (8193); I am Pink Productions, LLC (6681); Lucite Desk, LLC (2546); National Anthem Holdings, LLC f/k/a BCDC Holdings, LLC (6943); National Anthem ProdCo Inc. (8637); Oakland Pictures Holdings, LLC (4988); Pathway Productions, LLC (Del. Incorporation No. 3081); Robin Hood Digital PC USA Inc. (2499); Robin Hood Digital USA, LLC (4302); Solitary Holdings USA, LLC (3013); Surrounded Holdings USA LLC (8868); Welcome to Me, LLC (8500) (hereinafter collectively referred to as the “Debtors”).

Exhibit A.

PLEASE TAKE FURTHER NOTICE that objections or responses, if any, to the Final Report must be filed with the Clerk, U.S. Bankruptcy Court, United States Bankruptcy Court, 75 Ted Turner Drive, SW, Room 1340, Atlanta, GA 30303, on or before **June 21, 2024, at 4:00 p.m. (prevailing Eastern Time)**, and served upon the undersigned counsel to Foreign Representative.

This 14th day of May, 2024.

JONES & WALDEN LLC

/s/ Cameron M. McCord

Cameron M. McCord

Georgia Bar No. 143065

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EXHIBIT A

Final Report

**IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

In re:

BRON Media Holdings USA Corp. *et al.*,

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 23-56798-PMB

Jointly Administered

**FOREIGN REPRESENTATIVE’S FINAL REPORT OF
BRON MEDIA HOLDINGS USA CORP. PURSUANT
TO BANKRUPTCY RULE 5009(c)**

BRON Media Holdings USA Corp. (“BRON Media”), in its capacity as the Canadian Court- appointed and authorized foreign representative (the “Foreign Representative”) for the above-captioned Debtors¹ (the “Debtors”) which are the subjects of a reorganization proceeding commenced before the Supreme Court of British Columbia under Canada’s *Companies’ Creditors Arrangement Act*, by and through Foreign Representative’s undersigned counsel, respectfully submits this final report (the “Report”) pursuant to Rule 5009(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). The Foreign Representative respectfully represents as follows:

¹ The U.S. Debtors in these Chapter 15 cases and the last four digits of their U.S. Federal Employer Identification Numbers are as follows: BRON Creative USA Corp (1363); BRON Digital USA, LLC (0276); BRON Life USA Inc. (1178); BRON Media Holdings USA Corp (0637); BRON Releasing USA Inc. (6368); BRON Studios USA Inc. (8784); BRON Ventures 1 LLC (5066); BRON Studios USA Developments Inc. (7529); Bakhorma, LLC (6944); Drunk Parents, LLC (5462); Fables Holdings USA, LLC (8085); Fables Productions USA INC. (5169); Gossamer Holdings USA, LLC (2582); Gossamer Productions USA, Inc. (7876); Harry Haft Productions, Inc. (6144); Heavyweight Holdings, LLC f/k/a Harry Haft Films, LLC (8193); I am Pink Productions, LLC (6681); Lucite Desk, LLC (2546); National Anthem Holdings, LLC f/k/a BCDC Holdings, LLC (6943); National Anthem ProdCo Inc. (8637); Oakland Pictures Holdings, LLC (4988); Pathway Productions, LLC (Del. Incorporation No. 3081); Robin Hood Digital PC USA Inc. (2499); Robin Hood Digital USA, LLC (4302); Solitary Holdings USA, LLC (3013); Surrounded Holdings USA LLC (8868); Welcome to Me, LLC (8500) (hereinafter collectively referred to as the “Debtors”).

BANKRUPTCY RULE 5009(C)

1. Bankruptcy Rule 5009(c) provides:

Cases Under Chapter 15. A foreign representative in a proceeding recognized under §1517 of the Code shall file a final report when the purpose of the representative's appearance in the court is completed. The report shall describe the nature and results of the representative's activities in the court. The foreign representative shall transmit the report to the United States trustee, and give notice of its filing to the debtor, all persons or bodies authorized to administer foreign proceedings of the debtor, all parties to litigation pending in the United States in which the debtor was a party at the time of the filing of the petition, and such other entities as the court may direct. The foreign representative shall file a certificate with the court that notice has been given. If no objection has been filed by the United States trustee or a party in interest within 30 days after the certificate is filed, there shall be a presumption that the case has been fully administered.

Fed. R. Bankr. P. 5009(c). The Foreign Representative files the Report in satisfaction of Bankruptcy Rule 5009(c).

REPORT ON THE STATUS OF THIS CHAPTER 15 CASES

2. On July 19, 2023, the Canadian Court entered an initial order (the "Initial Order") that, among other things, appointed Grant Thornton Limited (the "Monitor") to monitor and assist the Debtors in their business and financial affairs in accordance with Section 23 of the CCAA. The Canadian Court also appointed Foreign Representative to assist the Debtors in accordance with paragraphs 52-53 of the Initial Order.

3. On July 28, 2023, the Canadian Court entered an amended and restated initial order (the "ARIO") and an order approving (the "SISP Order") a sale and investment solicitation process (a "SISP") with respect to all of the assets, undertakings, and businesses of the Petitioners and the Non-Petitioner Entities (as defined in the Eighth Affidavit of Aaron Gilbert (Affirmed January 10, 2024) at Docket No. 112, Exhibit B (the "Eighth Affidavit")).

4. On August 15, 2023, after notice and hearing, the Court issued its Order Granting Omnibus Petition for (I) Recognition of Foreign Main Proceedings, (II) Recognition of Foreign Representative, and (III) Related Relief Under Chapter 15 of the Bankruptcy Code (Docket No. 37), which granted the Petitions for Recognition and recognized the ARIO and the SISP Order on a final basis (the “Recognition Order”).

5. The Petitioners and the Monitor ran the SISP from August through October 2023. The sole viable—and highest and best—transaction to have materialized in the Canadian sale and investment solicitation process (a “SISP”) was the transaction proposed by Creative Wealth Media Lending LP 2016 (“CW Lending”) pursuant to an asset purchase agreement (the “CW Lending Purchase Agreement”).

6. Accordingly, on October 24, 2023, the Petitioners filed applications under the CCAA requesting an order approving the CW Lending Purchase Agreement. The application came before the Canadian Court on November 7, 2023 and November 24, 2023 and was supported by Petitioners, Non-Petitioner Entities, the Monitor and CW Lending.

7. On November 29, 2023, the Canadian Court rendered its decision and filed its Reasons for Judgement, denying in part, the relief requested by the Petitioners in the October 24, 2023 applications, notice of which was filed with this Court (Docket No. 111).

8. On December 5, 2023, the Petitioners sought, and the Canadian Court granted, a stay extension through January 29, 2024.

9. Extensive negotiations between the Petitioners, the Monitor, and Petitioners’ senior secured creditors, CW Lending and Access Road Capital, LLC (“Access Road”), has resulted in a global settlement with the parties that allows the Petitioners to consensually divest substantially all of their assets to parties with the primary economic interests in those assets and conclude the CCAA proceedings (the “Sale”).

10. On January 10, 2024, Petitioners filed their Notice of Application (the “Application”) for hearing to be held on January 16, 2024. In the Application, Petitioners sought approval from the Canadian Court of the Orders.

11. The Application came before the Canadian Court for a hearing on January 16, 2024 (the “Canadian Sale Hearing”).

12. On or about January 22, 2024, CW Lending by its general partner, Creative Wealth Media GenPar Ltd., as purchaser, and the Petitioners and Non-Petitioner Entities entered into a First Acknowledgement whereby the Amended and Restated CW Lending Purchase Agreement was amended to provide for updated schedules of Assumed Contracts and Purchased Assets (as defined in the First Acknowledgement), which had the effect of removing certain motion pictures from the Purchased Assets, namely: “Assassination Nation”, “Leave No Trace” and “Nightingale”.

13. On January 23, 2024, the Canadian Court entered the Orders approving the sale (as defined in the Final Orders Motion at Docket No. 115).

14. On January 24, 2023, Foreign Representative filed a Motion of BRON Media Corp. as Foreign Representative for an Order Recognizing the Canadian Court’s Final Orders (Docket No. 115) (the “Final Orders Motion”).

15. The Final Orders Motion was heard by the Court at 2:00 P.M. on January 30, 2024. On January 31, 2024, the Court entered an Order Recognizing Orders of the Canadian Court (Docket No. 120) (the “Sale Recognition Order”), granting the Final Orders Motion and recognizing and giving the Orders full force and effect in the United States.

16. On March 12, 2024, Foreign Representative filed its Notice of Filing of Monitors Certificate of the CWML transaction (Docket No. 124) providing notice that the transactions of the Sale Agreement (as defined in the Sale Recognition Order) have been implemented.

17. On March 26, 2023, Foreign Representative filed its Notice of Filing of CCAA Termination Order entered by the Canada Court on March 22, 2024 (DN 128) which provides for termination of the CCAA proceedings upon the filing of the Monitor's termination certificate.

18. On May 13, 2024, the Monitor filed its Termination Certificate concluding the CCAA matters and discharging the Monitor of any further duties. A true and correct copy of the Termination Certificate is attached hereto as Exhibit A.

CONCURRENT REQUEST TO CLOSE THE CHAPTER 15 CASES

19. The Foreign Representative submits that, currently, there is no further restructuring activity for the U.S. Bankruptcy Court to conduct in the context of the Chapter 15 Cases. Indeed, the primary purpose of the Chapter 15 Case, being recognition of the CCAA Proceeding has been achieved. The Foreign Representative therefore believes that it no longer needs to make further appearances before the U.S. Bankruptcy Court in the Chapter 15 Cases.

20. Concurrently herewith the Foreign Representative is filing the Motion for Entry of Order Closing Chapter 15 Cases (the "Case Closing Motion"), pursuant to which the Foreign Representative seeks entry of a final decree closing the Chapter 15 Cases. Pursuant to Bankruptcy Rule 5009(c), parties-in-interest have thirty (30) days from the date hereof to object to closure of the Chapter 15 Cases. If no such objections are filed, or such objections have been consensually resolved, the Foreign Representative will file a certification seeking entry of the proposed order attached to the Case Closing Motion, thereby closing the Chapter 15 Cases.

Dated: May 14, 2024

BRON MEDIA HOLDINGS USA CORP.

By: Aaron L. Gilbert

Its: Authorized Representative

EXHIBIT A



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

MONITOR'S TERMINATION CERTIFICATE

RECITALS

1. Grant Thornton Limited ("GT") was appointed as the Monitor of the Petitioners in the within proceedings commenced under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") pursuant to an Initial Order of the British Columbia Superior Court of Justice (the "Court") dated July 19, 2023 (as amended, the "Initial Order").
2. Pursuant to an Order of this Court dated March 22, 2024 (the "CCAA Termination Order"), among other things, GT shall be discharged as the Monitor and the Petitioners' CCAA proceedings shall be terminated upon the service of this Monitor's Termination Certificate on the Service List in these CCAA proceedings, all in accordance with the terms of the CCAA Termination Order.

THE MONITOR HEREBY CERTIFIES the following:

3. To the knowledge of the Monitor, all matters to be attended to in connection with the Petitioners' CCAA Proceedings (Court File No. S-235084) have been completed.

[Signature page follows]

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DATED at Vancouver, British Columbia this
10th day of May, 2024.
Grant Thornton Limited, in its capacity of
the Monitor of the Petitioners, and not in
its personal or corporate capacity

Per: 

Name: MARK E.R. WENTZELL CA, CPA, CFP
Title: SENIOR VICE PRESIDENT LIT