

SUPREME COURT  
OF BRITISH COLUMBIA  
VANCOUVER REGISTRY

OCT 12 2023

SUPREME COURT  
OF BRITISH COLUMBIA

SEAL  
VANCOUVER  
REGISTRY



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

**PETITIONERS**

**ORDER MADE AFTER APPLICATION**

BEFORE THE HONOURABLE )  
 ) October 11, 2023  
JUSTICE GOMERY )

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 11<sup>th</sup> day of October, (the "**Order Date**"); AND ON HEARING Asim Iqbal, counsel for the Petitioners and those other counsel listed on **Schedule "B"** hereto; AND UPON READING the material filed, including the Third Affidavit of Aaron Gilbert sworn October 4<sup>th</sup>, 2023 (the "**Third Gilbert Affidavit**"), and the Second Report of Grant Thornton Limited in its capacity as the Monitor (in such capacity, the "**Monitor**"), dated October 6, 2023;

AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended (the "**CCAA**"), the British Columbia Supreme Court Civil Rules and the inherent jurisdiction of this Honourable Court;

**THIS COURT ORDERS AND DECLARES THAT:**

**SERVICE AND DEFINITIONS**

1. Capitalized terms used in this Order and not otherwise defined herein shall have the meaning ascribed to them in the Initial Order of Justice Gomery made on July 19, 2023, as amended by the Order of Justice Gomery dated July 28<sup>th</sup>, 2023 (the “**Initial Order**”).

2. The time for service of this Notice of Application and supporting materials is hereby abridged such that the Notice of Application is properly returnable today.

**STAY OF PROCEEDINGS**

3. The stay of proceedings granted pursuant to the Initial Order is hereby extended up to and including November 8, 2023.

**WEPPA**

4. Pursuant to section 5(5) of the *Wage Earner Protection Program Act (Canada)*, SC 2005, c 47, s1 (“**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. and each of their former employees meet the criteria prescribed by section 3.2 of the *Wage Earner Protection Program Regulations*, SOR/2008-222 and are individuals to whom the WEPPA applies as of the date this Order.

## SALE AND INVESTMENT SOLICITATION PROCESS

5. A hearing for an application for orders, *inter alia*, approving the transactions contemplated by any definitive agreements (the “APAs”) entered into pursuant to the Sale and Investment Solicitation Process Order (the “SISP”) made on July 28, 2023 in this matter, is hereby set for one day on November 7, 2023 before Mr. Justice Gomery (the “**Sale Approval Hearing**”).

6. The parties will exchange materials for the Sale Approval Hearing in accordance with the following schedule:

| Date                                                                                                                                                                                                                                                       | Step                                                                                                                  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|
| Within 2 business days of execution of APAs, but no later than October 20, 2023 (“ <b>Notice Date</b> ”). The Notice Date may be extended to no later than October 24, 2023 with the consent of the Monitor and notice to all parties on the Service List. | Petitioners provide sale approval application materials                                                               |
| 2 business days after the Notice Date                                                                                                                                                                                                                      | Monitor to provide report pertaining to Sale Approval Hearing                                                         |
| 6 business days after the Notice Date                                                                                                                                                                                                                      | Respondents deliver any responses to sale approval application and any cross-applications                             |
| By November 2, 2023                                                                                                                                                                                                                                        | Petitioners provide any reply materials on sale approval application; delivery of responses to any cross-applications |
| By November 3, 2023                                                                                                                                                                                                                                        | Respondents provide any reply materials on cross-applications; Monitor to provide any supplemental report             |
| November 3, 2023                                                                                                                                                                                                                                           | Petitioners to file Application Record for sale approval application and any cross-applications                       |

## **GENERAL**

7. The Petitioners or the Monitor may from time to time apply to this Court for advice and directions in the discharge of their powers and duties hereunder.

8. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Foreign Representative, the Petitioners and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Foreign Representative in any foreign proceeding, or to assist the Foreign Representative, the Petitioners and the Monitor and their respective agents in carrying out the terms of this Order.

9. Each of the Foreign Representative, the Petitioners and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory, or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

10. Endorsement of this Order by counsel appearing on this application is hereby dispensed with.

11. This Order and all of its provisions are effective as of 12:01 a.m. local Vancouver time on the date hereof.

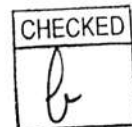
THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

  
\_\_\_\_\_  
Signature of Bryan Hicks  
☐ Party ☒ Lawyer for the Petitioners

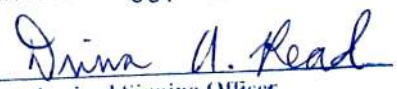
*For*   
\_\_\_\_\_  
Asim Iqbal

BY THE COURT

  
\_\_\_\_\_  
REGISTRAR



Certified a true copy according to  
the records of the Supreme Court  
at Vancouver, B.C.  
DATED: OCT 12 2023

  
\_\_\_\_\_  
Authorized Signing Officer  
**DRINA READ**

**Schedule A**

**List of Petitioners**

|     | <b>Debtor Company</b>                     | <b>Jurisdiction</b> |
|-----|-------------------------------------------|---------------------|
| 1.  | BRON Animation Inc.                       | British Columbia    |
| 2.  | BRON Creative Corp.                       | Ontario             |
| 3.  | BRON Developments Inc.                    | British Columbia    |
| 4.  | BRON Media Corp.                          | British Columbia    |
| 5.  | BRON Media Holdings Intl. Corp.           | British Columbia    |
| 6.  | BRON Media Holdings USA Inc.              | British Columbia    |
| 7.  | BRON Releasing Inc.                       | British Columbia    |
| 8.  | BRON Studios Inc.                         | British Columbia    |
| 9.  | BRON Ventures 1 (Canada) Corp             | British Columbia    |
| 10. | BRON Everest Productions Inc.             | Ontario             |
| 11. | Fables Productions BC Inc.                | British Columbia    |
| 12. | Gossamer Productions BC Inc.              | British Columbia    |
| 13. | Hench 2 BC Productions Inc.               | British Columbia    |
| 14. | Henchmen Productions Inc.                 | British Columbia    |
| 15. | Robin Hood Digital PC BC Inc.             | British Columbia    |
| 16. | Windor Productions BC Inc.                | British Columbia    |
| 17. | BRON Creative USA, Corp.                  | Nevada              |
| 18. | BRON Digital USA, LLC                     | Delaware            |
| 19. | BRON Life USA Inc. (BRON Legacy USA Inc.) | Delaware            |
| 20. | BRON Media Holdings USA Corp.             | Delaware            |
| 21. | BRON Releasing USA Inc.                   | Delaware            |
| 22. | BRON Studios USA Inc.                     | Nevada              |

|     |                                                                 |            |
|-----|-----------------------------------------------------------------|------------|
| 23. | BRON Ventures 1, LLC                                            | Delaware   |
| 24. | BRON Studios USA Developments Inc.                              | Nevada     |
| 25. | Bakhorma, LLC                                                   | Washington |
| 26. | Drunk Parents, LLC                                              | New York   |
| 27. | Fables Holdings USA, LLC                                        | Delaware   |
| 28. | Fables Productions USA Inc                                      | Delaware   |
| 29. | Gossamer Holdings USA, LLC                                      | Delaware   |
| 30. | Gossamer Productions USA Inc.                                   | Delaware   |
| 31. | Harry Haft Productions, Inc.                                    | New York   |
| 32. | Heavyweight Holdings, LLC<br>(previously Harry Haft Films, LLC) | Delaware   |
| 33. | I Am Pink Productions, LLC                                      | Delaware   |
| 34. | Lucite Desk, LLC                                                | Delaware   |
| 35. | National Anthem Holdings, LLC<br>(f. k. a. BCDC Holdings, LLC)  | Delaware   |
| 36. | National Anthem ProdCo Inc.                                     | New Mexico |
| 37. | Oakland Pictures Holdings, LLC                                  | Delaware   |
| 38. | Pathway Productions, LLC                                        | Delaware   |
| 39. | Robin Hood Digital PC USA Inc.                                  | Delaware   |
| 40. | Robin Hood Digital USA, LLC                                     | Delaware   |
| 41. | Solitary Holdings USA, LLC                                      | Delaware   |
| 42. | Surrounded Holdings USA LLC                                     | Delaware   |
| 43. | Welcome to Me, LLC                                              | California |

**Schedule B**

**List of Counsel**

| <b>NAME</b>                                      | <b>PARTY</b>                                                                            |
|--------------------------------------------------|-----------------------------------------------------------------------------------------|
| Asim Iqbal, Miller Thomson LLP                   | Counsel for Petitioners                                                                 |
| Bryan Hicks, Miller Thomson LLP                  | Counsel for Petitioners                                                                 |
| Monica Faheim, Miller Thomson LLP                | Counsel for Petitioners                                                                 |
| John N. Birch, Cassels Brock & Blackwell LLP     | Counsel for the Monitor                                                                 |
| Forrest Finn, Cassels Brock & Blackwell LLP      | Counsel to the Monitor                                                                  |
| Kathryn Esaw, Osler, Hoskin & Harcourt LLP       | Counsel for the Screen Actors Guild American Federation of Television and Radio Artists |
| David Ahdoot, Bush Gottlieb                      | U.S. Counsel to Screen Actors Guild American Federation of Television and Radio Artists |
| Peter Bychawski, Blakes, Cassels & Graydon LLP   | Counsel for Access Road Capital, LLC                                                    |
| Claire Hildebrand, Blakes, Cassels & Graydon LLP | Counsel for Three Point Capital Holdings, LLC                                           |
| Laurie Graham, Orr Taylor LLP                    | Counsel for certain investors in Creative Wealth Media                                  |
| Joshua Foster, Bennett Jones LLP                 | Canadian Counsel to Creative Wealth Media Lending LP 2016                               |
| Michael Selenes, Bennett Jones LLP               | Canadian Counsel to Creative Wealth Media Lending LP 2016                               |
| David Gruber, Bennett Jones LLP                  | Canadian Counsel to Creative Wealth Media Lending LP 2016                               |
| Tevia Jeffries, Farris LLP                       | Counsel for Hercules Film Investors 1 (US), Inc.                                        |
| Philip Cho, Weirfoulds LLP                       | Counsel for Premium Properties Limited                                                  |
| Jordan Schultz, Dentons Canada LLP               | Canadian Counsel to Comerica Bank                                                       |