

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

In re:

Front Runner Productions, Inc., *et al.*,

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 24-50790-PMB

Jointly Administered

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

PLEASE TAKE NOTICE that on May 14, 2024, BRON Media 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 Corp. Pursuant to Bankruptcy Rule 5009(c)* (the “Final Report”), a true and correct copy of which is attached hereto as **Exhibit A**.

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: Brown Amy, LLC (6882); Fonzo Production Services, Inc. (3174); Fonzo, LLC (1663); Front Runner, LLC (6108); Front Runner Production Services, Inc. (6719); Green Moon Inc. (5650); Harmon Films, LLC (9546); Harmon Monster Films, Inc. (8308); Needle in a Timestack, LLC (1211); Para Productions, LLC (5568); Red Sea LLC (8381); Red Sea Productions Inc. (2589); Surrounded Productions USA Inc (0606); Tully Productions, LLC (6462); TWWMD Holdings, LLC (1955); TWWMD Productions, Inc. (4933); Villains Pictures, LLC (5947); Villains Production Services, Inc. (8466); and October Series Holdings, LLC (2495). The Debtors’ principal offices are located at 1700-Park Place, 666 Burrard Street, Vancouver, British Columbia, Canada.

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

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EXHIBIT A

Final Report

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

In re:

Front Runner Productions, Inc., *et al.*,

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 24-50790-PMB

Jointly Administered

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

BRON Media Corp. (“BRON”), 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: Brown Amy, LLC (6882); Fonzo Production Services, Inc. (3174); Fonzo, LLC (1663); Front Runner, LLC (6108); Front Runner Production Services, Inc. (6719); Green Moon Inc. (5650); Harmon Films, LLC (9546); Harmon Monster Films, Inc. (8308); Needle in a Timestack, LLC (1211); Para Productions, LLC (5568); Red Sea LLC (8381); Red Sea Productions Inc. (2589); Surrounded Productions USA Inc (0606); Tully Productions, LLC (6462); TWWMD Holdings, LLC (1955); TWWMD Productions, Inc. (4933); Villains Pictures, LLC (5947); Villains Production Services, Inc. (8466); and October Series Holdings, LLC (2495). The Debtors’ principal offices are located at 1700-Park Place, 666 Burrard Street, Vancouver, British Columbia, Canada.

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 18, 2023, the Petitioners (as defined in the Eighth Affidavit of Aaron Gilbert (Affirmed January 10, 2024) filed in Case No. 23-56798, Docket No. 112, Exhibit B (the "Eighth Affidavit")) filed applications under the CCAA to commence restructuring proceedings under the supervision of the Canadian Court. On July 19, the Canadian Court entered an initial order (the "Initial Order"), appointing Grant Thornton Limited ("Monitor") to monitor and assist the Petitioners in their business and financial affairs in accordance with Section 23 of the CCAA. The Canadian Court also appointed the Foreign Representative to act as a representative in respect of the CCAA Proceeding for the purpose of having the CCAA Proceeding recognized in any other jurisdiction outside Canada, including the United States.

3. On July 28, 2023, the Canadian Court entered an amended and restated initial order (the "ARIO") and an order approving a sale and investment solicitation process (the "SISP Order")

in respect of all of the assets, undertaking and business of the Petitioners and the Non-Petitioner Entities (as defined in the Eighth Affidavit).

4. The Petitioners and the Monitor ran the Canadian sale and investment solicitation process (“SISP”) from August through October 2023. The sole viable—and highest and best—transaction to have materialized in the 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”).

5. 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.

6. 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 (Case No. 23-56798, Docket No. 111).

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

8. 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.

9. 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.

10. The full facts in support of the Application are set out in the Eighth Affidavit.

11. The Application came before the Canadian Court for hearing on January 16, 2024.

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 granted the Second Amended and Restated “Second ARIO”, amending and restating the Amended and Restated Initial Order of Justice Gomery dated July 28, 2023 (the “ARIO”), among other things: (i) converting the Debtors in the instant proceeding to Petitioners in these CCAA proceedings: Front Runner Productions, Inc.; Brown Amy, LLC; Fonzo Production Services Inc.; Fonzo, LLC; Front Runner, LLC; Green Moon Inc.; Harmon Films, LLC; Harmon Monster Films, Inc.; Needle In A Timestack, LLC; Para Productions, LLC; Red Sea LLC; Red Sea Productions Inc.; Surrounded Productions USA Inc.; Tully Productions, LLC; TWWMD Holdings, LLC; TWWMD Productions, Inc.; Villains Pictures, LLC; Villains Production Services, Inc.; and October Series Holdings, LLC (the “Additional Petitioners”); (ii) approving five amendments to the debtor-in-possession loan agreement dated July 18, 2023 (the “DIP Loan Agreement”) made between the Petitioners (including, in certain instances, the proposed Additional Petitioners) and CW Lending (in such capacity, the “DIP Lender”); and (iii) removing the UK Non-Petitioner Entities from Schedule “A” to the Second ARIO.

14. On January 24, 2024, the Foreign Representative caused to be filed petitions for recognition of the CCAA Proceeding in the United States under Chapter 15 of Title 11 of the United States Code (the “Bankruptcy Code”), thereby commencing the Debtors’ Chapter 15 cases (the

“Chapter 15 Cases”). Foreign Representative also caused to be filed the Omnibus Petition for (I) Recognition of Foreign Main Proceeding, (II) Recognition of Foreign Representative, and (III) Related Relief under Chapter 15 of the Bankruptcy Code (Docket No. 6) (together with the Chapter 15 petitions, the “Petitions for Recognition”) and the Motion of Foreign Representative for an Order Granting Certain Provisional Relief (Docket No. 8) (the “Provisional Relief Motion”).

15. On January 31, 2024, the Court entered an Order (I) Scheduling Hearing on Verified Petition Under Chapter 15 of the Bankruptcy Code for Recognition of a Foreign Main Proceeding and for Additional Relief and Assistance Under 11 U.S.C. §§ 105(a), 1507 and 1521 and (II) Specifying Form and Manner of Service of Notice of Hearing (Docket No. 14) setting a hearing for February 27, 2024 (the “Omnibus Petition Hearing”) with an objection deadline of February 23, 2024.

16. On February 26, 2024, Foreign Representative filed a Motion of BRON Media Corp. as Foreign Representative for an Order Recognizing the Canadian Court’s Final Orders (Docket No. 20) (the “Final Orders Motion”).

17. The Final Orders Motion was heard at the Omnibus Petition Hearing on February 27, 2024 at 1:30 p.m..

18. On February 29, 2024, the Court entered an 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. 27). Also on February 29, 2024 the Court entered an Order Recognizing Orders of the Canadian Court (Docket No. 28) (the “Sale Recognition Order”), granting the Final Orders Motion and recognizing and giving the Orders full force and effect in the United States.

19. On March 12, 2024, Foreign Representative filed its Notice of Filing of Monitors Certificate of the CWML transaction (Docket No. 32) providing notice that the transactions of the Sale Agreement (as defined in the Sale Recognition Order) have been implemented.

20. On March 26, 20235, Foreign Representative filed its Notice of Filing of CCAA Termination Order entered by the Canadian Court on March 22, 2024 (Docket No. 35) which provides for termination of the CCAA proceedings upon the filing of the Monitor's termination certificate.

21. 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

22. 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.

23. 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