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-36, AS AMENDED

AND

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

APPLICATION RESPONSE

Application response of: Three Point Capital Holdings LLC (the "**Respondent**" or "**TPC**").

This is a response to: the notice of application (the "**Application**") of the petitioners filed on October 5, 2023.

Part 1: ORDERS CONSENTED TO

The Respondent does not consent to any of the orders sought in Part 1 of the Application.

Part 2: ORDERS OPPOSED

The Respondent does not oppose the relief sought in paragraph 1(a) of the Application. At this time, the Respondent opposes the order sought in paragraph 1(b) of the Application.

Part 3: ORDERS ON WHICH NO POSITION IS TAKEN

The Respondent takes no position on the orders sough in paragraph 1(a) in Part 1 of the Application.

Part 3: FACTUAL BASIS

TPC's Assigned Tax Credits

1. TPC is a secured creditor of two of the petitioners, Fables Productions BC Inc. ("**Fables**") and Gossamer Productions BC Inc. ("**Gossamer**"). It is owed approximately $1.2 million USD.

2. Pursuant to an Assignment of Tax Credit Proceeds agreement dated November 20, 2020, between TPC and Fables and an Assignment of Tax Credit Proceeds agreement dated October

21, 2021, between TPC and Gossamer, each of Gossamer and Fables have irrevocably assigned certain tax rebate proceeds (the "**Assigned Tax Credit Proceeds**") to TPC.

TPC's Involvement in these CCAA Proceedings

3. TPC has sought to engage with the petitioners in these *Companies Creditors' Arrangement Act* [*CCAA*] proceedings for several months regarding receipt of the Assigned Tax Credit Proceeds.

4. On August 29, 2023, counsel for TPC wrote to counsel for the petitioners and requested confirmation that the CCAA petitioners were taking all necessary steps to ensure payment of the Assigned Tax Credit Proceeds to TPC.

5. On September 11, 2023, counsel for the petitioners responded to counsel for TPC and stated that the petitioners were operating in these CCAA proceedings "with a view to preserving their assets for the benefit of stakeholders." Counsel for the petitioners advised that it understood that TPC had engaged an accounting firm, Baker Tilly, to complete the necessary tax returns with respect to the Assigned Tax Credit Proceeds. Counsel for the petitioners also advised that the petitioners had delivered to Baker Tilly all requested documentation to complete the necessary tax returns for Fables and was in the process of doing so for Gossamer.

6. On September 15, 2023, counsel for TPC wrote to counsel for the petitioners, confirming that Baker Tilly was being engaged to ensure that the Assigned Tax Credit Proceeds were paid to TPC in accordance with its legal entitlements. Counsel for TPC also advised that, in accordance with standard practice, it would work with the petitioners to set up deposit accounts subject to a control agreement to enable the Assigned Tax Credit Proceeds to be efficiently directed to TPC.

7. On September 19, 2023, counsel for TPC sent an email to counsel for the petitioners again confirming its entitlement to the Assigned Tax Credit Proceeds.

8. TPC has not received any substantive response to that correspondence.

Part 4: LEGAL BASIS

Stay Extension

9. TPC is concerned by the lack of responsiveness and clarity of the petitioners with respect to their intentions regarding TPC's interests and rights. If a stay extension is granted to the petitioners, TPC supports the imposition of the conditions set out in the Application Response filed by Access Road Capital LLC. on October 10, 2023.

WEPPA

10. Fables and Gossamer are one of six companies over which the petitioners now seek a declaration that these entities are "former employers" under the *Wage Earner Protection Program Act* and related regulations [*WEPPA*].

11. TPC has not been consulted by the petitioners with respect to any issues related to employees of Fables or Gossamer. TPC has not been provided with any information to assess the reasonableness of this request, including why this relief is being sought with respect to Fables

and Gossamer, when the terminations of any Fables or Gossamer employees occurred, how many employees of Fables or Gossamer have been terminated, how many employees of Fables or Gossamer (if any) may be eligible for WEPPA compensation, or what the impact this order may have on TPC.

12. Given the short notice provided of this application, TPC objects to this relief being granted at this time.

Part 5: MATERIAL TO BE RELIED ON

13. Affidavit #1 of Yiota Petrakis, made on October 10, 2023.

14. Such further and other materials as counsel may advise and this Court allows.

The Respondent estimates this Application will take 2 hours.

The Respondent's ADDRESS FOR SERVICE is:

Blake, Cassels & Graydon LLP
Barristers and Solicitors
1133 Melville Street
Suite 3500, The Stack
Vancouver, BC V6E 4E5
Attention: Claire Hildebrand

E-mail address for service: Vancouver.service@blakes.com and claire.hildebrand@blakes.com

Date: October 10, 2023

for: Signature of Claire Hildebrand
Lawyer for Three Point Capital

Schedule "A"

List of Petitioners

	Debtor Company	**Jurisdiction**
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 (previously Harry Haft Films, LLC)	Delaware
33.	I Am Pink Productions, LLC	Delaware
34.	Lucite Desk, LLC	Delaware
35.	National Anthem Holdings, LLC (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