

This is the 9th affidavit
of Aaron Gilbert in this case
and it was made on March 12, 2024.

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 OF AARON GILBERT
(Affirmed March 12, 2024)

I, **AARON GILBERT** 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., and BRON Media Holdings Intl. Corp., a digital animation and live-
action production company based and headquartered in British Columbia.
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.

PART I - INTERPRETATION

3. The Petitioners at Schedule “A” hereto are collectively referred to herein as the **“Petitioners”** or the **“Company”**.
4. All references to currency in this Affidavit are references to U.S. dollars, unless otherwise indicated.

PART II - BACKGROUND

5. The background and circumstances giving rise to these proceedings under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the **“CCAA”**) are described in my previous affidavits and are not repeated here.
6. On July 19, 2023, the Court granted an initial order under the CCAA in respect of the Petitioners. On July 28, 2023, the Court granted the ARIO (as defined below) and approved a sale and investment solicitation process (the **“SISP”**) in respect of the business and/or assets of the Petitioners and the Non-Petitioner Entities.
7. On January 10th, 2024, I swore my Eighth Affidavit in these CCAA proceedings (the **“Eighth Gilbert Affidavit”**). The Eighth Affidavit sets out the detailed circumstances which led to the Court’s approval of a number of critical orders in these CCAA proceedings following completion of the court-approved SISP.
8. On January 17, 2024, the Court granted a number of orders involving the approval of transactions involving the Petitioners, including the following (collectively, the **“January 17 Orders”**):

- (a) an order, among other things, approving a global settlement between Access Road Capital LLC (“**Access Road**”) and Creative Wealth Media Lending LP 2016 (“**CW Lending**”);
 - (b) an order, among other things, approving a transaction between Access Road and certain of the Petitioners for certain of the Petitioners’ assets (“**Access Road AVO**”);
 - (c) an order approving a transaction between CW Lending, by its general partner Creative Wealth Media GenPar Ltd., as purchaser, and certain of the Petitioners for the vast majority of the Petitioners’ assets (the “**CW Lending AVO**”); and
 - (d) a Second Amended and Restated Initial Order.
9. This is my ninth affidavit made in these CCAA proceedings. Copies of each of the affidavits made in these proceedings, as well as orders granted in these CCAA proceedings, are located on Grant Thornton Limited’s (“**GT**”, and in such capacity, the “**Monitor**”) website at the following URL:
- <https://www.grantthornton.ca/service/advisory/creditor-updates/#Bron-Media-Group>.
10. This Affidavit is sworn in support of the Petitioners’ application for an Order (“**Termination Order**”), among other things:
- (i) terminating these CCAA proceedings when (the “**CCAA Termination Time**”) the Monitor files with this court a termination certificate (the “**Termination Certificate**”);
 - (ii) discharging the Monitor as at the CCAA Termination Time;

- (iii) terminating the court-ordered charges made in these CCAA proceedings at the CCAA Termination Time; and
 - (iv) extending the stay of proceedings until the earlier of
 - (1) the date that Monitor files the Termination Certificate, and
 - (2) April 30, 2024.
- 11. The Initial Order authorized BRON Media Corp. or any of the Petitioners to act as the foreign representative (in such capacity, the “**Foreign Representative**”) in respect of these CCAA proceedings, for the purpose of having the proceedings recognized in the United States pursuant to chapter 15 of title 11 of the United States Code, 11 U.S.C. § 101-1532 and any other foreign legislation (“**U.S. Recognition Proceedings**”)
- 12. Following this Court’s approval of the transactions on January 17, 2024, the Foreign Representative brought a motion in the U.S. Recognition Proceedings, seeking an order recognizing each of the January 17 Orders. The motion was granted and the January 17 Orders were recognized. A copy of the Order of Justice Paul Baisier dated January 31, 2024 is attached as **Exhibit “A”**.

PART III - TERMINATION ORDER AND DISCHARGE OF MONITOR

- 13. The sale transactions this court approved on January 17, 2024 have closed. The transaction contemplated by the CW Lending AVO closed on March 8, 2024, and the Monitor filed its closing certificate in respect of that transaction on March 11, 2024. The transaction contemplated by the Access Road AVO closed on March 11, 2024 and the Monitor filed

its closing certificate in respect of that transaction on March 12, 2024. These CCAA proceedings have successfully served their purpose.

14. Subject to certain remaining activities to be completed by the Monitor, as will be detailed in the Monitor's forthcoming report to the Court, the Monitor has completed its duties. It is appropriate at this time to discharge GT in its capacity as the Monitor of the Petitioners at the CCAA Termination Time.
15. The following court-ordered charges remain against title to the Petitioners' property (collectively the "**Charges**"):
 - (a) the Administration Charge;
 - (b) the KERP Charge;
 - (c) the Interim Lender's Charge; and
 - (d) the Directors' Charge.
16. The Petitioners ask the court to terminate the Charges as of the CCAA Termination Time. Since cash was a purchased asset in the CW Lending sale transaction, amounts secured under the Administration Charge will have to be appropriately secured before the sale transactions close. In that regard, paragraph 6 of the CW Lending AVO authorizes the Petitioners to hold back from the cash to be transferred to CW Lending on closing the following sums:
 - (a) the projected operating expenses of the Petitioners and the fees of the Monitor, its counsel and counsel for the Petitioners, all as set out in the cash flow of the Petitioners up

to March 29, 2024 that was appended to the Monitor's Fifth Report (the "**Cash Reserve**"); and

(b) a further \$100,000 to cover fees and expenses of the Monitor, its counsel, and counsel for the Petitioners after March 29, 2024 to complete the proceedings and to have the Monitor discharged (the "**Case Termination Reserve**").

17. The Petitioners propose to pay the Cash Reserve and the Case Termination Reserve to the Monitor to be held in trust and then disbursed for the purposes described above. Any remaining portion of the Cash Reserve and Case Termination Reserve that remains after Case Termination occurs will be remitted to CW Lending or the Permitted Assignee.

PART IV - CONCLUSION

18. I affirm this Affidavit in support of the Termination Order, and for no other or improper purpose.

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 12th day of March, 2024

DocuSigned by:

Monica Faheim

A927328446B742A...

MONICA FAHEIM

A Commissioner for taking Affidavits

DocuSigned by:

Aaron Gilbert

A385B56085E7422

AARON GILBERT

This is Exhibit “A” referred to in the Affidavit of Aaron Gilbert sworn by Aaron Gilbert of the City of Burnaby , in the Province of British Columbia, before me at the City of Mississauga, in the Province of Ontario, on March 12, 2024 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

DocuSigned by:

Monica Faheim

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Commissioner for Taking Affidavits (or as may be)

MONICA FAHEIM



IT IS ORDERED as set forth below:

Date: January 31, 2024

Paul Baisier

Paul Baisier
U.S. Bankruptcy Court Judge

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

In re:

BRON Media Holdings USA Corp., *et al.*,
Debtors in a Foreign Proceeding.

Chapter 15¹

Case No. 23-56798-pmb

Jointly Administered

ORDER RECOGNIZING ORDERS OF THE CANADIAN COURT

This matter came before the Court on the *Motion of Bron Media Corp. as Foreign Representative for an Order Recognizing the Canadian Court's Final Orders* (the "Motion")²

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 BCDL 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); and Welcome to Me, LLC (8500) (hereinafter collectively referred to as the "Debtors"). The Debtors' principal offices are located at 1700-Park Place, 666 Burrard Street, Vancouver, British Columbia, Canada.

² Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Motion.

(Docket No. 115) filed by Bron Media Corp. (“BRON”) individually and in its capacity as the Canadian Court-appointed and authorized foreign representative (“Foreign Representative”) for the above captioned Debtors (the “Debtors”) for entry of an order, pursuant to Sections 105, 1507, 1525, and 1527 of the Bankruptcy Code, (a) recognizing the following Orders of the Canadian Court: (i) Global Settlement Order, (ii) CW Transaction Approval and Vesting Order, (iii) CW Lending Assignment Order, (iv) Access Road Transaction Approval and Vesting Order, (v) Access Road Assignment Order, and (vi) the Second ARIO (collectively, the “Orders”); and (b) granting related relief; and due and proper notice of the relief sought in the Motion and Orders having been provided; and it appearing that no other or further notice need be provided; and all of the proceedings had before the Court; and no objections to the Motion having been filed or all such objection having been resolved or overruled; and the Court having found and determined that the relief sought in the Motion is consistent with the purposes of Chapter 15 of the Bankruptcy Code; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, creditors, and all parties in interest in the Chapter 15 Cases, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, the Court finds and concludes as follows:

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, 11 U.S.C. §§ 109 and 1501.
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P).
- C. The Debtors have consented to the Court’s authority to enter a final order consistent with Article III of the U.S. Constitution.
- D. Venue is proper before this Court pursuant to 28 U.S.C. § 1410.
- E. On January 23, 2024, the Canadian Court approved and entered the Orders.

F. The relief granted herein is necessary and appropriate, in the interests of the public and international comity, consistent with public policy of the United States, warranted pursuant to Section 1507 of the Bankruptcy Code, and will not cause hardship to any party in interest that is not outweighed by the benefits of the relief granted herein.

G. The relief granted herein will, in accordance with Section 1507(b) of the Bankruptcy Code, reasonably assure: (i) the just treatment of all holders of claims against or interests in the Debtors' property; (ii) the prevention of preferential or fraudulent dispositions of property of the Debtors; and (iii) the distribution of proceeds of the Debtors' property substantially in accordance with the order prescribed in the Bankruptcy Code.

H. The public interest will be served by the relief granted herein.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is **GRANTED**.
2. The Orders, copies of which are attached hereto as **Exhibits A-F**, are fully recognized, given full force and effect in the United States, are warranted pursuant to Section 1507 of the Bankruptcy Code, and will not cause hardship to any party in interest that is not outweighed by the benefits of the relief granted herein.
3. The Foreign Representative, the Monitor, and the Debtors, as the case may be, are authorized and directed to take all steps and actions necessary or appropriate to implement the Orders in accordance with and subject to its terms and conditions, and enter into, adopt, execute, deliver, complete, implement and consummate all of the steps, compromises, settlements, transactions, assignments, arrangements, reorganizations, distributions, payments, deliveries, allocations, instruments, agreements and releases contemplated by, and subject to the terms and conditions of, the Orders, and all such steps and actions are approved.

4. The Foreign Representative, the Monitor and the Debtors are authorized and empowered to, and may in their discretion and without any delay, take any such steps or perform such actions as may be necessary to effectuate the terms of this Order and the Orders.

5. Notwithstanding any provisions in the Federal Rules of Bankruptcy Procedure to the contrary: (a) this Order shall be effective immediately and enforceable upon its entry; and (b) neither the Foreign Representative, the Monitor nor the Debtors are subject to any stay in the implementation, enforcement, or realization of the relief granted in this Order.

6. Subject to paragraph 4 hereof, this Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order, and nothing contained herein shall be deemed to limit, modify, or impair this Court's jurisdiction over any motion of the Foreign Representative requesting relief in aid of the Canadian Proceeding pursuant to applicable provisions of the Bankruptcy Code and such jurisdiction is hereby retained.

7. A copy of this Order shall be served within five business days of entry of this order, by electronic mail to the extent email addresses are available and otherwise by U.S. mail, overnight or first-class postage prepaid, upon the Notice Parties (as defined in the *Motion of Foreign Representative for Entry of Order Scheduling Hearing and Specifying Form and Manner of Service of Notice Pursuant to Sections 1515 and 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002 and 9007*) and such other entities as the Court may direct. Such service shall be good and sufficient service and adequate notice for all purposes.

[END OF ORDER]

Prepared & Presented by:

JONES & WALDEN LLC

/s/ Cameron M. McCord

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