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

In re: Front Runner Productions, Inc., *et al.*, Debtors in a Foreign Proceeding.	Chapter 15 Case No. 24-50790-pmb Jointly Administered

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

BRON Media Corp[1] ("BRON"), in its capacity as the Canadian Court-appointed and authorized foreign representative (the "Foreign Representative") for the above captioned debtors (the "Debtors"), which are the subjects of a reorganization proceeding (the "CCAA Proceeding") commenced under Canada's *Companies' Creditors Arrangement Act* (the "CCAA"), pending before the Supreme Court of British Columbia (the "Canadian Court"), filed Chapter 15 petitions for each of the Debtors (the Chapter 15 petitions, together with this Omnibus Petition, the "Petitions for Recognition"), and respectfully states as follows:

RELIEF REQUESTED

1. The Foreign Representative has commenced these Chapter 15 cases as ancillary proceedings to the CCAA Proceeding and respectfully files this Omnibus Petition

[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) (hereinafter collectively referred to as the "Debtors"). The Debtors' principal offices are located at 1700-Park Place, 666 Burrard Street, Vancouver, British Columbia, Canada.

contemporaneously with the required accompanying documentation pursuant to Sections 1504 and 1515 of Title 11 of the United States Code (the "Bankruptcy Code").

2. The Foreign Representative requests that this Court enter an order, substantially in the form of the Proposed Order attached hereto as **Exhibit A**, pursuant to sections 105(a), 362, 363, 364(e), 365(e), 1504, 1507, 1509, 1510, 1515, 1517, 1520, and 1521 of the Bankruptcy Code that (collectively, the "Relief Requested"):

(a) recognizes the CCAA Proceeding as a foreign main proceeding (as defined in section 1502(4) of the Bankruptcy Code);

(b) recognizes the Foreign Representative as a "foreign representative" as defined in section 101(24) of the Bankruptcy Code in respect of the CCAA Proceeding;

(c) gives full force and effect in the United States to the Second Amended and Restated Initial Order (defined below), including any and all extensions or amendments thereof authorized by the Canadian Court on a final basis;

(d) grants the Debtors all of the relief afforded pursuant to section 1520 of the Bankruptcy Code, including but not limited to the "automatic stay" under section 362 of the Bankruptcy Code, which shall apply with respect to the Debtors and the Debtors' property that is now or in the future located within the territorial jurisdiction of the United States;

(e) grants further additional relief as authorized by section 1521 of the Bankruptcy Code (or section 1507 as the Court deems necessary), including extending on a final basis the provisional relief requested in the Provisional Relief Motion (as defined herein); and

(f) provides such other and further relief as the Court deems just and proper.

JURISDICTION AND VENUE

3. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Recognition of a foreign proceeding and other matters under Chapter 15 of the Bankruptcy Code are core matters under 28 U.S.C. § 157(b)(2)(P).

4. The Foreign Representative, in its capacity as authorized foreign representative, consents to the entry of final orders or judgments by the Court if it is determined that the Court,

absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

5. These Chapter 15 cases have been properly commenced pursuant to section 1504 of the Bankruptcy Code by the filing of the Petitions for Recognition of the CCAA Proceeding in accordance with Section 1515 of the Bankruptcy Code.

6. Venue in this district is proper pursuant to section 28 U.S.C. § 1410. Debtor Front Runner Productions, Inc. is a Georgia corporation. Moreover, the Debtors' principal assets in this district are the security retainer paid to and held by the Debtors' counsel in Atlanta, Georgia in advance of filing the Debtors' *Petitions for Recognition. See, e.g., In re Avanti Commc'n Grp. PLC*, 582 B.R. 603, 613–14 (Bankr. S.D.N.Y. 2018) (finding that a retainer and a 2023 Indenture governed by New York satisfied the property requirement); *In re U.S. Steel Can. Inc*., 571 B.R. 600, 611 (Bankr. S.D.N.Y. 2017) (holding undrawn $100,000 retainer in New York bank account paid by foreign debtor to its United States counsel property of debtor in the United States); *In re Cell C Proprietary Ltd.,* 571 B.R. 542, 552 (Bankr. S.D.N.Y. 2017) (holding foreign debtor eligible under section 109(a) on the basis of retainer paid to international law firm representing debtor, deposited in New York bank account); *In re Inversora Eléctrica de Buenos Aires S.A.,* 560 B.R. 650, 655 (Bankr. S.D.N.Y. 2016) (finding sufficient assets in the United States, among which included an attorney retainer deposited in New York); *See also In re The Alno AG.*, No. 28-12651 (Bankr. D. Del. November 20, 2018); *In re Octaviar Administration Pty Ltd.*, 511 B.R. 361 (Bankr. S.D.N.Y. 2014).

BACKGROUND

7. BRON, along with its affiliated companies in Canada and the U.S. (collectively, the "BRON Group"), develops, produces and sells motion pictures, series television, and digital

media content, which includes animation and interactive gaming. To date, the BRON Group has produced or executive produced more than 125 productions. It has received hundreds of honors and produced or executive produced films that have combined to receive 38 Academy Award nominations and 6 Academy Awards. Through its successful and culture-shifting productions, the BRON Group established itself as a reputable producer, trusted by many established, elite players in the North American entertainment industry.

8. On July 19, 2023, the Canadian and US Petitioners (as defined in the Gilbert Declaration (collectively, "Petitioners")) filed petitions under the CCAA to a commence restructuring proceeding under the supervision of the Canadian Court.

9. On July 19, 2023, the Canadian Court entered an initial order (the "Initial Order")[2] appointing Grant Thornton Limited ("Monitor") to monitor and assist the Initial Debtors (defined below) in their business and financial affairs in accordance with section 23 of the CCAA. The Canadian Court also appointed the Foreign Representative to assist the Initial Debtors pursuant to paragraphs 52-53 of the Initial Order.

10. A description of the relief provided in the Initial Order is set forth below and in the *Motion of Foreign Representative for an Order Granting Certain Provisional Relief* (the "Provisional Relief Motion") filed in the Bron Media Holdings Corp Case 23-56798, Docket No. 9.

11. On July 19, 2023, the Foreign Representative caused to be filed, on behalf of the U.S. Petitioners ("Initial Debtors") as authorized Foreign Representative of the Initial Debtors, petitions for recognition of the CCAA Proceeding in the United States under Chapter 15 of Title

[2] A copy of the Initial Order is attached as Exhibit A to the Notice of Filing of (I) Certified Copy of Initial Order Made After Application and (II) Declaration of Aaron L. Gilbert in Support of Debtors' Chapter 15 Petitions and First-Day Pleadings in Foreign Proceedings filed in the Bron Media Holdings Corp Case 23-56798, Docket No. 5.

11 of the United States Code (the "Bankruptcy Code"), thereby commencing the Initial Debtors' 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, (III) Recognition of Initial Order and Amended Initial Order, and (IV) Related Relief under Chapter 15 of the Bankruptcy Code and the Motion of the Foreign Representative for an Order Granting Certain Provisional Relief.

12. On July 28, 2023, the Canadian Court granted the 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.

13. On August 15, 2023, after notice and hearing, this 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 (Case No. 23-56798, Docket No. 37), which granted the Petitions and recognized the ARIO and the SISP Order on a final basis as to the Initial Debtors (the "Recognition Order").

14. The Petitioners and the Monitor ran the SISP process 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").

15. Accordingly, on October 24, 2023, the Petitioners filed applications under the CCAA, along with the Fifth Affidavit of Aaron Gilbert (the "Fifth Affidavit") requesting an order approving the CW Lending Purchase Agreement (as defined in the Fifth Affidavit). 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.

16. A notice of the October 24, 2023 application along with the Fifth Affidavit was filed with this Court (Case No. 23-56798, Docket No. 87).

17. 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).

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

19. Extensive negotiations between the Petitioners, the Monitor and Petitioners' senior secured creditors, CW Lending and Access Road Capital, LLC ("Access Road") 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.

20. 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 certain approval from the Canadian Court on certain orders including but not limited to (A) an order an order (the "CW Transaction Approval and Vesting Order"), among other things: (i) approving an amended and restated asset purchase agreement (the "Amended and Restated CW Lending Purchase Agreement") between CW Lending by its general partner, Creative Wealth Media GenPar Ltd., as purchaser, and the Petitioners and Non- Petitioner Entities (as listed at Schedule "A" to the Amended and Restated CW Lending Purchase Agreement) (collectively, the "Vendors"), as vendors, and the transactions contemplated thereby; and (ii) vesting in CW Lending and/or its permitted assignee, all of the right, title and interest in and to the Purchased Assets (as defined in the Amended and Restated CW Lending Purchase Agreement) free and clear of all

claims and encumbrances, other than such permitted encumbrances as provided for in the CW Transaction Approval and Vesting Order; and (B) the Second Amended and Restated Initial Order (the "Second ARIO"), amending and restating the ARIO and, among other things: (i) converting the Debtors into Petitioners in the 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")(the Debtors in the above-captioned cases); (ii) approving five amendments to the debtor-in-possession loan agreement dated July 18, 2023 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.

21. On January 23, 2024, the Canadian Court granted the CW Transaction Approval and Vesting Order and the Second ARIO.

22. On January 25, 2024, Foreign Representative caused to be filed the Omnibus Petition for (I) Recognition of Foreign Main Proceeding, (II) Recognition of Foreign Representative, (III) Recognition of Initial Order and Amended Initial Order and (IV) Related Relief under Chapter 15 of the Bankruptcy Code (together with the Chapter 15 petitions, the "Petitions for Recognition") and the Motion of the Foreign Representative for an Order Granting Certain Provisional Relief (the "Provisional Relief Motion").

23. Additional information about the Debtors' business and operations, the events

leading up to the filing of the Petitions for Recognition, and the facts and circumstances surrounding the CCAA Proceeding and these Chapter 15 cases are set forth in the contemporaneously filed *Declaration of Aaron Gilbert in Support of the Debtors' Chapter 15 Petitions and First Day Pleadings in Foreign Proceeding* (the "Gilbert Declaration")[3]. The Gilbert Declaration is incorporated herein by reference.

BASES FOR RELIEF REQUESTED

24. The Relief Requested is based on the provisions of Chapter 15 of the Bankruptcy Code. The purpose of Chapter 15 is to "incorporate the Model Law on Cross-Border Insolvency (the "Model Law") so as to provide effective mechanisms for dealing with cases of cross-border insolvency." 11 U.S.C. § 1501(a). In interpreting Chapter 15, a court is to "consider its international origin, and the need to promote an application of [Chapter 15] that is consistent with the application of similar statutes adopted by foreign jurisdictions." 11 U.S.C. § 1508.

25. Consistent with these principles, as provided in the Gilbert Declaration, the Foreign Representative commenced these Chapter 15 cases as ancillary proceedings to obtain recognition of the CCAA Proceeding with the ultimate goal of giving effect in the United States to the Debtors' Canadian restructuring.

26. In the interim, as further set forth in the Provisional Relief Motion, the Foreign Representative seeks recognition of the Second ARIO, which among other things (i) authorizes the Debtors to enter into, and grant liens and other lender protections with respect to, a financing arrangement to provide the Debtors with funds lent by the DIP Lender (ii) provides a stay with respect to the Debtors' and their directors and officers, including to ensure that no dissident

[3] A copy of the Gilbert Declaration is attached as Exhibit B to the "Notice of Filing of (I) Certified Copy of Second Amended and Restated Initial Order Made After Application and (II) Declaration of Aaron L. Gilbert in Support of Debtors' Chapter 15 Petitions and First-Day Pleadings in Foreign Proceedings" (Docket No. 3).

creditors can bypass the CCAA Proceeding by commencing litigation or taking other actions in the United States to obtain a greater recovery than other, similarly situated, creditors, (iii) provides a stay with respect to the Debtors' contract rights, protecting the same from acceleration, suspension, repudiation, rescindment, and termination, and (iv) provides a limited charge to the directors and officers and certain of the Debtors' and the Monitor's professionals in connection with the restructuring.

27. Further, the Foreign Representative submits that recognition of the CCAA Proceeding will not undermine the rights of U.S. creditors. All creditors of the Debtors, including any in the United States, have had, or will have, the opportunity to assert their claims or rights in the CCAA Proceeding and are sufficiently protected as they are expected to receive substantially similar treatment under the CCAA Proceeding as they would in bankruptcy proceedings in the United States.

A. Recognition of the CCAA Proceeding as a Foreign Main Proceeding and BRON as its Foreign Representative is Appropriate.

28. Section 1517(a) of the Bankruptcy Code provides that, after notice and a hearing, the Court shall enter an order recognizing a foreign proceeding as a foreign main proceeding if (1) such foreign proceeding is a foreign main proceeding within the meaning of Section 1502 of the Bankruptcy Code, (2) the foreign representative applying for recognition is a person or body, and (3) the petition meets the requirements of Section 1515 of the Bankruptcy Code. As explained below, the CCAA Proceeding, the Foreign Representative and the Petitions for Recognition satisfy all of the foregoing requirements.

(i) *The CCAA Proceeding is a Foreign Main Proceeding*

29. The CCAA Proceeding is a foreign main proceeding and, as such, satisfies the first condition for the entry of an order recognizing such proceeding under Section 1517(a) of the

Bankruptcy Code.

(a) *The CCAA Proceeding is a "foreign proceeding"*

30. As an initial matter, the CCAA Proceeding comes within the general definition of a "foreign proceeding" set forth in Section 101(23) of the Bankruptcy Code, which states as follows:

> The term "foreign proceeding" means a collective judicial or administrative proceeding in a foreign country, including an interim proceeding, under a law relating to insolvency or adjustment of debt in which proceeding the assets and affairs of the debtor are subject to control or supervision by a foreign court, for the purpose of reorganization or liquidation.

11 U.S.C. § 101(23).

31. Section 101(23) requires that a "foreign proceeding" (1) be a collective judicial or administrative proceeding relating to insolvency or adjustment of debt, (2) pending in a foreign country, (3) under the supervision of a foreign court and (4) for the purpose of reorganizing or liquidating the assets and affairs of the debtor. *See* 11 U.S.C. § 101(23). The statute defines "foreign court" as "a judicial or other authority competent to control or supervise a foreign proceeding." *See* 11 U.S.C. § 1502(3).

32. The CCAA Proceeding is a foreign proceeding that satisfies the requirements of Section 101(23) of the Bankruptcy Code. As set forth in the Gilbert Declaration filed contemporaneously herewith, a proceeding under the CCAA is (1) a voluntary insolvency proceeding, (2) in Canada, (3) that occurs under the supervision of a Canadian Court, (4) in which a debtor reorganizes or liquidates its business.

33. In many ways, the CCAA is similar to a case under Chapter 11. Absent exceptional circumstances, and subject to oversight by a court-appointed monitor and the consent of a Canadian Court, the debtor's management and board of directors remain in place and the board

maintains its power under Canadian law to approve significant actions, including disposing of important assets, entering into financing arrangements and/or changing corporate structures. Upon the commencement of a CCAA proceeding, the Canadian Court appoints a qualified monitor, who functions as an independent observer of the proceedings and the debtor's business and (i) monitors the company's ongoing operations, (ii) reports to the Canadian Court on any major events affecting the company, (iii) notifies the company's creditors and, if applicable, shareholders of any meetings and tabulates votes at these meetings, if held, (iv) assists with preparing, filing, and holding meetings for voting on the plan of arrangement, (v) approves the disclaimer of contracts and leases, (vi) may prepare reports in conjunction with any interlocutory motions by the company or other stakeholders, and (vii) if applicable, prepares a report on the plan of arrangement, which is usually included in the mailing of the plan, if one is filed. Consent of the monitor is generally not required for the debtor to manage its business, including the sale of assets in the ordinary course, but the monitor may request that the court enjoin any actions that may prove harmful to the debtor and/or its creditors.

34. Upon the commencement of a CCAA proceeding, all actions against the debtor and its assets are stayed, wherever located. The stay is granted for a maximum period of 10 days, but is typically extended where the debtor can show it continues to act with good faith and due diligence. There is no limit on the number or duration of these extensions of the stay. In CCAA proceedings, subject to limited exceptions, clauses triggering termination rights upon the debtor's commencement of an insolvency proceeding are not enforceable, so contract counterparties may not terminate contracts solely by virtue of the commencement of the proceedings. Here, the Second ARIO adds the Additional Petitioners to the pending CCAA proceedings and the stay has been extended through and including March 29, 2024.

35. Given, among other things, the similarities between the CCAA and Chapter 11, the Canadian Court and monitor's significant oversight in CCAA proceedings and creditors' ability to meaningfully participate in such proceedings, U.S. courts have routinely and consistently held that Canadian restructuring proceedings under the CCAA qualify as "foreign proceedings" under section 101(23) of the Bankruptcy Code. *See, e.g., In re The Aldo Group, Inc.*, No. 20-11060 (KBO) (Bankr. D. Del. May 8, 2020); *In re U.S. Steel Canada Inc.*, No. 17-11519 (MG) (Bankr. S.D.N.Y. June 29, 2017) [Docket No. 12]; *In re Thane Int'l, Inc.*, No. 15-12186 (KG) (Bankr. D. Del. Dec. 1, 2015) [Docket No 41]; *In re Essar Steel Algoma Inc.*, No. 15-12271 (BLS) (Bankr. D. Del. Dec 2, 2015) [Docket No. 100].

(b) *The CCAA Proceeding is a "foreign main proceeding"*

36. In addition to qualifying as a "foreign proceeding" under Section 101(23), the CCAA Proceeding should be recognized as a "foreign main proceeding," as defined in sections 101(23) and 1502(4) of the Bankruptcy Code. A foreign proceeding will be recognized as a foreign main proceeding if "it is pending in the country where the debtor has the center of its main interests." 11 U.S.C. § 1517(b)(1). Section 1516 of the Bankruptcy Code establishes a rebuttable presumption that the debtor's registered office, which in this case is in British Columbia, is the debtor's center of main interests ("COMI"). *See* 11 U.S.C. § 1516. When considering a debtor's COMI, courts may consider the analogous concept of an entity's "principal place of business" or "nerve center." *Morning Mist Holdings Ltd. v. Krys (In re Fairfield Sentry Ltd.)*, 714 F.3d 127, 132 n.10 (2d Cir. 2013). As such, courts will look to factors such as the location of the debtor's headquarters, the location of those who actually manage the debtor, and the location of the debtor's primary assets, among other things, to determine the foreign debtor's COMI. *Id.* at 130.

37. The above factors conclusively support a finding that the Debtors' COMI is Canada. The Debtors' headquarters is located at 1700-Park Place, 666 Burrard Street, Vancouver, British Columbia (the "Head Office"). All corporate-level decision-making and corporate administrative functions affecting the Debtors were centralized at the Head Office in British Columbia and the Debtors' management team is located in British Columbia. Specifically, all accounting functions, strategic decision-making, communication functions, marketing and pricing decisions, new business development initiatives, negotiations of material contracts and leases, acquisition of equipment, and other key functions were coordinated and/or managed from the Head Office in British Columbia. As such, the CCAA Proceeding constitutes a foreign main proceeding.

38. Moreover, this Court entered the Recognition Order recognizing the bankruptcy cases of the Initial Debtors as a foreign main proceeding.

39. For all of the reasons set forth above, the CCAA Proceeding is, and should be recognized as, a foreign main proceeding.

(ii) *The Petitions for Recognition Meet the Requirements of Section 1515*

40. The third and final requirement for recognition of a foreign proceeding under Section 1517(a) of the Bankruptcy Code is that the petition for recognition meets the procedural requirements of Section 1515 of the Bankruptcy Code. *See* 11 U.S.C. § 1517(a)(3).

41. Here, all of the requirements of Section 1515 of the Bankruptcy Code have been met. First, the Debtors' Chapter 15 cases were duly and properly commenced by the Foreign Representative through the filing of these Petitions for Recognition as required by Section 1515(a) of the Bankruptcy Code.

42. Second, pursuant to Section 1515(b) of the Bankruptcy Code, a petition for

recognition must be accompanied by one of the following:

> (a) a certified copy of the decision commencing such foreign proceeding and appointing the foreign representative;
>
> (b) a certificate from the foreign court affirming the existence of such foreign proceeding and of the appointment of the foreign representative; or
>
> (c) in the absence of evidence referred to in paragraphs (1) and (2), any other evidence acceptable to the court of the existence of such foreign proceeding and of the appointment of the foreign representative.

43. Section 1515(b) of the Bankruptcy Code is satisfied. A *Notice of Filing of (I) Certified Copy of Second Amended and Restated Initial Order Made After Application and (II) Declaration of Aaron L. Gilbert in Support of Debtors' Chapter 15 Petitions and First-Day Pleadings in Foreign Proceedings* can be found at Docket No. 3.

44. Third, in accordance with Section 1515(c) of the Bankruptcy Code, the Petitions for Recognition contain a statement identifying the CCAA Proceeding as the only foreign proceeding currently pending with respect to each of the Debtors. Accordingly, the Petitions for Recognition meet the requirements of Section 1515 of the Bankruptcy Code in satisfaction of the third requirement under Section 1517(a) of the Bankruptcy Code.

45. For the foregoing reasons, the Foreign Representative respectfully submits that all of the requirements of Section 1517(a) have been satisfied and, thus, that the entry of an order recognizing the CCAA Proceeding as a foreign main proceeding is proper.

B. <u>The Debtor Is Entitled to the Automatic Relief Under 11 U.S.C. § 1520.</u>

46. Section 1520(a) of the Bankruptcy Code sets forth a series of statutory protections that automatically result from the recognition of a foreign proceeding as a foreign main proceeding, see 11 U.S.C. § 1520(a), including the application of the protection afforded by the automatic stay under Section 362(a) of the Bankruptcy Code to the Debtor and to the Debtor’s property that is

within the territorial jurisdiction of the United States. Given that the protections set forth in Section 1520(a) flow automatically from the recognition of a foreign main proceeding under Section 1517, the Foreign Representative respectfully submits that no further showing is required to the extent the Court recognizes the CCAA Proceeding as a foreign main proceeding.

C. <u>The Discretionary Relief Requested is Necessary and Appropriate to Effect the Restructuring and Should Be Granted.</u>

47. Upon recognition of a foreign proceeding, Section 1521(a) authorizes the Court to grant "any appropriate relief" at the request of the recognized foreign representative "where necessary to effectuate the purpose of [Chapter 15] and to protect the assets of the debtor or the interests of the creditors." 11 U.S.C. § 1521(a). Such relief may include, among other things, "granting any additional relief that may be available to a trustee, except for relief available under sections 522, 544, 545, 547, 548, 550, and 724(a)." 11 U.S.C. §1521(a)(7). The Court may grant relief under Section 1521(a) if the interests of "the creditors and other interested entities, including the debtor, are sufficiently protected." 11 U.S.C. § 1522(a).

48. For the reasons that follow and as set forth in the Provisional Relief Motion, incorporated herein by reference, the Foreign Representative asks this Court to exercise its discretion under Section 1521(a) to extend on a final basis the following additional relief sought in the Provisional Relief Motion, including:

(a) recognizing and enforcing in the United States, on a provisional basis, the Second ARIO;

(b) granting, on a provisional basis, to and for the benefit of the DIP Lender, certain protections afforded by the Bankruptcy Code, including those protections provided by section 364(e) of the Bankruptcy Code; and

(c) applying sections 362 and 365(e) of the Bankruptcy Code in these chapter 15 cases on a provisional basis, pursuant to sections 105(a), 1519(a) and 1521(a)(7) of the Bankruptcy Code.

49. As explained in the Provisional Relief Motion, it is vital to the success of the Debtors' restructuring that actions against the Debtors' directors and officers and their assets within the territorial jurisdiction of the United States are enjoined. The Debtors' directors and officers have indemnification rights and have been granted a Directors' Charge against certain of the Debtors property.

50. As explained in the Provisional Relief Motion, Section 365(e) of the Bankruptcy Code prohibits counterparties from terminating contracts with the debtor solely because of the debtor's bankruptcy filing. The Debtors could face significant harm resulting from the potential termination of critical contracts and leases. Absent the continued relief requested, counterparties may attempt to terminate these valuable contracts and leases.

51. Further, the purpose of Chapter 15 is carried out by granting recognition of and giving effect in full to the Second ARIO as it will (a) maximize value of the Debtors' assets, (b) facilitate the fair and efficient cross-border restructuring, and (c) foster cooperation between courts in Canada and the United States.[4]

D. Relief Sought Herein is Consistent with the Purpose of Chapter 15 and U.S. Public Policy.

52. Section 1506 of the Bankruptcy Code provides that nothing in Chapter 15 shall prevent the court from refusing to take an action otherwise required therein if such action would be manifestly contrary to the public policy of the United States. 11 U.S.C. § 1506. The Foreign Representative submits that the relief requested herein is not manifestly contrary to, and is in fact entirely consistent with, the public policy of the United States.

53. It is well established that one of the fundamental goals of U.S. bankruptcy proceedings is the centralization of disputes involving the debtor. S*ee, e.g., Shugrue v. Air Line*

[4] To the extent this Court believes Section 1507 of the Bankruptcy Code is the appropriate section to grant any relief requested herein, the Foreign Representative requests such relief be granted thereunder.

Pilots Ass'n, Int'l (In re Ionosphere Clubs, Inc.), 922 F. 2d 984, 989 (2d Cir. 1990) ("The Bankruptcy Code provides for centralized jurisdiction and administration of the debtor, its estates and its reorganization in the Bankruptcy Court….") (internal quotations and citations omitted); *see also Maritime Elec. Co., Inc. v. United Jersey Bank*, 959 F.2d 1194, 1207 (3d. Cir. 1991) ("Consolidating all pre-petition claims against the debtor in one collective proceeding before a bankruptcy court is the essence of bankruptcy."); *In re Irish Bank Resolution Corp. Ltd*., Case No. 13-12159 (CSS), 2014 WL 9953792, at *21 (Bankr. D. Del. Apr. 30, 2014) (emphasizing "recognition of the [foreign] proceeding . . . would support the strong public policy of the United States in favor of a universalism approach to complex multinational bankruptcy proceedings"). Indeed, as one court has noted, "the firm policy of American courts is the staying of actions against a corporation which is the subject of a bankruptcy proceeding in another jurisdiction." *Cornfeld v. Investors Overseas Servs., Ltd*., 471 F. Supp 1255, 1259 (S.D.N.Y. 1979).

54. Moreover, the purpose of Chapter 15 is set forth in Section 1501 and includes: (i) cooperation between courts of the United States and the courts and other competent authorities of foreign countries involved in cross-border insolvency cases; (ii) greater legal certainty for trade and investment; (iii) fair and efficient administration of cross-border insolvencies that protect the interests of all creditors, and other interested entities, including the debtor; (iv) protection and maximization of the value of the debtor's assets; and (v) facilitation of the rescue of financially troubled businesses, thereby protecting investment and preserving employment. *See* 11 U.S.C. § 1501.

55. Recognition of the CCAA Proceeding as a foreign main proceeding will, among other things, facilitate the orderly administration of the Debtors' assets and foster cooperation between courts in Canada and the United States in respect of the Debtors' restructuring. Such

orderly administration is thus consistent with the public policy of the United States and the Bankruptcy Code.

56. Recognition of the CCAA Proceeding would also promote the fair and efficient administration of a cross-border reorganization procedure that protects the interests of all creditors and interested parties. By recognizing the CCAA Proceeding and granting the relief requested, the process of resolving claims against the Debtors would be centralized in Canada, from where the Debtors function. Claims would be treated in accordance with Canada's CCAA (which closely resembles a U.S. chapter 11), and any disputes would be subject to the uniform jurisdiction of one tribunal, the Canadian Court.

NOTICE

57. The Foreign Representative will provide notice of this Motion consistent with Bankruptcy Rule 2002(q). The Foreign Representative proposes to notify all creditors and parties in interest of the filing of the Petitions for Recognition and the Foreign Representative's request for entry of the Final Order in the form and manner set forth in the *Motion of Foreign Representative for Order (I) Scheduling Hearing on Omnibus 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*, filed contemporaneously herewith. The Foreign Representative submits that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

WHEREFORE, for the reasons set forth herein, the Foreign Representative respectfully requests that this Court enter an order (i) granting the relief requested herein and (ii) granting the Foreign Representative and the Debtors such other and further relief as the Court deems proper and just.

Dated: January 25, 2024.

JONES & WALDEN LLC

/s/ Cameron M. McCord
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EXHIBIT A

Proposed Order

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

In re:	Chapter 15
Front Runner Productions, Inc.,*et al.*,	Case No. 24-50790-pmb
Debtors in a Foreign Proceeding.	Jointly Administered

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

Upon consideration of 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* (Doc. No. XX) (together with the Chapter 15 petitions filed for each of the Debtors,[1] the "Petitions for Recognition"), the Gilbert Declaration,[2] and the Provisional Relief Motion (together with the Petitions for Recognition and the Gilbert Declaration, the "Chapter 15 Pleadings"), each filed by or on behalf of the Foreign Representative, BRON Media Corp ("BRON"), in its capacity as the duly-appointed foreign representative of the above captioned debtors (the "Debtors"), in a voluntary restructuring proceeding (the "CCAA Proceeding") under the *Companies' Creditors Arrangement Act* (the "CCAA") currently pending before the Supreme Court of British Columbia (the "Canadian Court"); and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157; and it appearing that venue is

[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.

[2] Capitalized terms not otherwise defined herein have the meaning ascribed to such terms in the Omnibus Petition.

proper before this Court pursuant to 28 U.S.C. § 1410; and the Court having considered and reviewed the Chapter 15 Pleadings and having held a hearing to consider the relief requested in the Petitions for Recognition (the "Hearing"); and it appearing that timely notice of the filing of the Chapter 15 Pleadings and the Hearing has been given pursuant to the *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 that no other or further notice need be provided; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

THIS COURT HEREBY FINDS AND DETERMINES THAT:

A. This case was properly commenced pursuant to Sections 1504, 1509 and 1515 of the Title 11 of the United States Code (the "Bankruptcy Code").

B. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

C. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P).

D. Venue is proper in this district pursuant to 28 U.S.C. § 1410.

E. The CCAA Proceeding is a "foreign proceeding" within the meaning of Section 101(23) of the Bankruptcy Code.

F. The CCAA Proceeding is pending in Canada, which is the country in which the Debtors have their center of main interests and, as such, the CCAA Proceeding is a "foreign main proceeding" within the meaning of Sections 1502(4) and 1517(b)(1) of the Bankruptcy Code and entitled to recognition as a foreign main proceeding in respect of each of the Debtors.

G. The Foreign Representative, BRON Media Corp., is a "person," as such term is defined in Section 101(41) of the Bankruptcy Code, has been duly appointed by the Debtors and has been declared by the Canadian Court as authorized to act as the "foreign representative" with respect to the CCAA Proceeding within the meaning of Section 101(24) of the Bankruptcy Code.

H. The Petitions for Recognition meets all of the requirements set forth in Section 1515 of the Bankruptcy Code and Fed. R. Bankr. P. 1007(a)(4) and 2002(q).

I. The CCAA Proceeding is entitled to recognition by the Court pursuant to Section 1517(a) of the Bankruptcy Code and the Debtors have satisfied the eligibility requirements of Section 109(a) of the Bankruptcy Code, as applicable.

J. The Debtors and the Foreign Representative are entitled to all of the relief set forth in Section 1520 of the Bankruptcy Code.

K. Appropriate notice of the filing of, and the Hearing on, the Petition for Recognition was given, which notice is deemed adequate for all purposes, and no other or further notice need be given.

L. The relief granted hereby is necessary and appropriate, in the interests of the public and of international comity, not inconsistent with the public policy of the United States, warranted pursuant to Sections 105(a), 362, 363, 364, 365(e), 1507(a), 1509(b)(2)-(3), 1520, 1521, 1522 and 1525 of the Bankruptcy Code, and will not cause hardship to creditors of the Debtors or other parties in interests that is not outweighed by the benefits of granting that relief.

M. The relief granted hereby is necessary to effectuate the purposes and objectives of Chapter 15 and to protect the Debtors and the interests of their creditors and other parties in interest.

N. Absent the relief granted hereby, the Debtors and their directors and officers may be subject to the prosecution of judicial, quasi-judicial, arbitration, administrative or regulatory actions or proceedings in connection with the CCAA Proceeding or otherwise against the Debtor and their directors and officers or their property, thereby interfering with and causing harm to, the Debtors, their creditors, and other parties in interest in the CCAA Proceeding and, as a result, the

Debtors, its creditors and such other parties in interest would suffer irreparable injury for which there is no adequate remedy at law.

O. Absent the requested relief, the efforts of the Debtors, the Canadian Court and the Foreign Representative in conducting the CCAA Proceeding and effecting their restructuring therein may be thwarted by the actions of certain creditors, a result that will obstruct the purposes of Chapter 15 as reflected in Section 1501(a) of the Bankruptcy Code.

P. Each of the injunctions contained in this Order (i) is within the Court's jurisdiction, (ii) is essential to the success of the Debtors' restructuring in the CCAA Proceeding, (iii) confers material benefits on, and is in the best interests of, the Debtors and their creditors, and (iv) is important to the overall objectives of the such restructuring.

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Petitions for Recognition and the Relief Requested are granted as set forth herein, and any objections thereto are overruled with prejudice.

2. The CCAA Proceeding is granted recognition with respect to each of the Debtors as a foreign main proceeding (as defined in Section 1502 of the Bankruptcy Code) pursuant to Sections 1517(a) and (b)(1) of the Bankruptcy Code.

3. BRON Media Corp. is recognized as the "foreign representative" as defined in Section 101(24) of the Bankruptcy Code in respect of the CCAA Proceeding.

4. The Debtors and the Foreign Representative are granted all of the relief set forth in Section 1520 of the Bankruptcy Code including, without limitation, the application of the protection afforded by the automatic stay under Section 362(a) of the Bankruptcy Code to the Debtors and to the Debtors' property that is now within or in the future is located within the territorial jurisdiction of the United States.

5. The Foreign Representative is authorized to exercise the powers of a trustee to the extent provided by for in the CCAA Proceeding and by 11 U.S.C. § 1520(a)(3).

6. The Second ARIO, including any and all existing and future extensions, amendments, restatements, and/or supplements authorized by the Canadian Court, are hereby given full force and effect, on a final basis, with respect to the Debtors and the Debtors' and their property that now or in the future is located within the territorial jurisdiction of the United States.

7. Pursuant to 11 U.S.C. § 1521(a)(1)-(3), all persons and entities, other than the Foreign Representative and its representatives and agents, are hereby enjoined (to the extent they have not been stayed under Section 1520(a)) from:

a. execution against any of the Debtors' and their directors and officers (the "Protected Parties") assets;

b. the commencement or continuation, including the issuance or employment of process, of a judicial, quasi-judicial, administrative, regulatory, arbitral, or other action or proceeding, or to recover a claim, including, without limitation, any and all unpaid judgments, settlements or otherwise against the Debtors or other Protected Parties, which in either case is in any way related to, or would interfere with, the administration of the Debtors' estates in the CCAA Proceeding;

c. taking or continuing any act to create, perfect or enforce a lien or other security interest, setoff or other claim against the Debtors or other Protected Parties or any of their property or proceeds thereof, other than the filing of any registration to preserve or protect a security interest;

d. transferring, relinquishing or disposing of any property of the Debtors to any person or entity (as that term is defined in section 101(15) of the Bankruptcy Code) other than the Foreign Representative;

e. commencing or continuing an individual action or proceeding concerning the Debtors' or other Protected Parties' assets, rights, obligations or liabilities; and

f. declaring or considering the filing of the CCAA Proceeding or these Chapter 15 cases a default or event of default under any agreement, contract or arrangement;

provided, in each case, that such injunctions shall be effective solely within the territorial jurisdiction of the United States; and provided further that nothing herein shall: (x) prevent any entity from filing any claims against the Debtors in the CCAA Proceeding; or (y) prevent any entity from seeking relief from the Canadian Court in the CCAA Proceeding or this Court in these Chapter 15 cases, as applicable, for relief from the injunctions contained in the Order.

8. Pursuant to 11 U.S.C. § 1521(a)(5), the administration or realization of the Debtors' assets within the territorial jurisdiction of the United States is entrusted to the Foreign Representative and the Foreign Representative is hereby established as the exclusive representative of the Debtors in the United States.

9. Pursuant to 11 U.S.C. §§ 1521(a)(6) and 1521(a)(7), all prior relief granted to the Debtors or the Foreign Representative by this Court pursuant to Section 1519(a) or 1521 of the Bankruptcy Code shall be extended and that certain *Order Granting Provisional Relief* [Doc. No. XX] shall remain in full force and effect, notwithstanding anything to the contrary contained therein.

10. The Foreign Representative, the Debtors and their respective agents are authorized to serve or provide any notices required under the Bankruptcy Rules or local rules of this Court.

11. No action taken by the Foreign Representative, the Debtors, or their respective successors, agents, representatives, advisors, or counsel in preparing, disseminating, applying for, implementing, or otherwise acting in furtherance of or in connection with the CCAA Proceeding, this order, these Chapter 15 cases, or any adversary proceeding herein, or any further proceeding commenced hereunder, shall be deemed to constitute a waiver of the rights or benefits afforded such persons under Sections 306 and 1510 of the Bankruptcy Code.

12. Notwithstanding any provision in the Bankruptcy Rules to the contrary, including, but not limited to, Bankruptcy Rules 7062 and 1018, (i) this Order shall be effective immediately and enforceable upon its entry; (ii) the Foreign Representative and the DIP Lender are not subject

to any stay in the implementation, enforcement or realization of the relief granted in this Order; and (iii) the Foreign Representative and the Debtors are authorized and empowered, and may in their discretion and without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Order.

13. 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.

14. The Court shall retain jurisdiction with respect to the enforcement, amendment, or modification of this Order, any request for additional relief and any request by an entity for relief from the provisions of this Order, for cause shown, that is properly commenced and within the jurisdiction of the Court.

15. This Order shall be effective and enforceable immediately upon entry and shall constitute a final order within the meaning of 28 U.S.C. § 158(a).

[END OF ORDER]

Prepared and Presented by:
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