



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

Americana Transaction Approval Order

BEFORE THE HONOURABLE)
JUSTICE GOMERY) November 24, 2023

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 7th day of November, 2023 and on the 24th day of November, 2023; AND ON HEARING Asim Iqbal, counsel for the Petitioners and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed, including the Fifth Affidavit of Aaron Gilbert sworn October 24, 2023 (the "Fifth Gilbert Affidavit"), the affidavit of Aaron Gilbert affirmed November 23, 2023, the Third Report of Grant Thornton Limited in its capacity as the Monitor (in such capacity, the "Monitor") dated October 26, 2023 and the Supplement to Third Report of the Monitor dated November 3, 2023;

AND UPON BEING ADVISED that the secured creditors who are likely to be affected by the charges created herein were given notice; 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

1. 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.

CAPITALIZED TERMS

2. Capitalized but undefined terms have the meaning(s) given to them in the Amended and Restated Initial Order dated November 24, 2023 ("ARIO").

AGREEMENT AND TRANSACTION APPROVAL

3. The term sheet regarding the distribution rights to the film Americana made between the Petitioner National Anthem Holdings LLC (the "**Vendor**") and Lions Gate Entertainment Corporation (as Purchaser) appended to the Fifth Gilbert Affidavit (the "**Americana Distribution Agreement**") and the transaction contemplated thereunder (the "**Transaction**"), are hereby approved and the execution of the Americana Distribution Agreement by the Vendor is hereby authorized and approved, with such amendments as the parties thereto may deem necessary with the approval of the Monitor. The Vendor is hereby authorized and directed to perform its obligations under the Americana Distribution Agreement and to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction, including without limitation, the negotiation and execution of a "long-form" acquisition agreement.

4. This Order shall constitute the only authorization required by the Vendor and, if necessary, any other Petitioner, to proceed with the Transaction.

5. The film *Americana* was produced subject to one or more collective bargaining agreements (collectively, “**CBAs**”) and, where applicable, related “Financial Assurances” embedded in, and/or required by, the CBAs, including, without limitation, security agreements, assumption agreements, intercreditor agreements, interparty agreements, cash deposits or reserves, trust agreements and guaranty agreements (collectively, “**Americana CBA Encumbrances**”) in favor of the Directors Guild of America, Inc. (“**DGA**”), the Screen Actors Guild - American Federation of Television and Radio Artists (“**SAG-AFTRA**”), the Writers Guild of America, West, Inc. (“**WGA**”) and the Motion Picture Industry Pension and Health Plans (collectively, “**Guilds**”)

6. All proceeds from the Transaction shall be paid and distributed in accordance with the terms of that certain Collection Account Management Agreement dated April 3, 2023, among, *inter alios*, the Vendor, National Anthem Prodcos, Inc., Bron Studios USA, Inc., Bron Releasing USA, Inc. Creative Wealth Media Finance Corp., William Morris Endeavor Entertainment, LLC, the DGA, SAG-AFTRA, the WGA and Hercules Film Investors I (US), Inc., without set off or deductions of any kind, and along with the *Americana* CBA Encumbrances, remain unaffected by these CCAA Proceedings and the orders of this Court granted therein, including the ARIO.

7. Notwithstanding:

- (a) these proceedings;
- (b) any applications for a bankruptcy order in respect of the Vendor or any of the Petitioners now or hereafter made pursuant to the *Bankruptcy and Insolvency Act* and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made by or in respect of the Vendor or any of the Petitioners,

the approval of and closing of the Transaction pursuant to and in accordance with this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Vendor or any of the Petitioners and shall not be void or voidable by creditors of the Vendor or the Petitioners, nor shall it constitute or be deemed to be a transfer at undervalue, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

GENERAL

8. 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.

9. This Court requests the aid and recognition of other Canadian and foreign Courts, tribunal, regulatory or administrative bodies, including any Court or administrative tribunal of any federal or State Court or administrative body in the United States of America, the United Kingdom, or any other foreign jurisdiction, to act in aid of and to be complementary to this Court in carrying out the terms of this Order where required. 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, Petitioners and the Monitor and their respective agents 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 Order Date.

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
☐ Party ☒ Lawyer for the Petitioners

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Asim Iqbal

BY THE COURT



REGISTRAR



Certified a true copy according to
the records of the Supreme Court
at Vancouver, B.C.

DATED:

NOV 29 2023



Authorized Signing Officer

LALA WONG

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
44.	Front Runner Productions, Inc.	Georgia
45.	Brown Amy, LLC	Nevada
46.	Fonzo Production Services Inc.	Louisiana

47.	Fonzo, LLC	Nevada
48.	Front Runner, LLC	Nevada
49.	Green Moon Inc.	Washington
50.	Harmon Films, LLC	New York
51.	Harmon Monster Films, Inc.	New York
52.	Needle In A Timestack, LLC	Delaware
53.	Para Productions, LLC	Nevada
54.	Red Sea LLC	Nevada
55.	Red Sea Productions Inc.	Nevada
56.	Tully Productions, LLC	Nevada
57.	TWWMD Holdings, LLC	Delaware
58.	TWWMD Productions, Inc.	Nevada
59.	Villains Pictures, LLC	Nevada
60.	Villains Production Services, Inc.	New York
61.	Surrounded Productions USA Inc.	Delaware

Schedule "B"

List of Counsel.

NAME	PARTY
Asim Iqbal, Miller Thomson LLP	Counsel for Petitioners
David Ward, 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 to the Monitor
Forrest Finn, Cassels Brock & Blackwell LLP	Counsel to the Monitor
Dominique Michaud, Robins Appleby LLP	Counsel for Desert Investment Management LLC
Samuel Mosonyi, Robins Appleby LLP	Counsel for Desert Investment Management LLC
Kathryn Esaw, Osler, Hoskin & Harcourt LLP	Counsel for 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
Hilary Book, Book Law	Bayshore Capital Advisors, LLC, GCA Alternative Income Fund LP and Rocking T. Ranch LLP
Laurie Graham, Orr Taylor LLP	Counsel to certain investors in Creative Wealth Media
Robin Schwill, Davies Ward Phillips & Vineberg LLP	Counsel to Media Res Studio, LLC
Joshua Foster, Bennett Jones LLP	Canadian Counsel to Creative Wealth Media Lending LP 2016
Mark van Zandvoort, Aird Berlis LLP	Counsel to Hudson Private Corp. and Hudson LP
Bryan Bates, Parker, Hudson, Rainer & Dobbs LLP	U.S. Counsel to Creative Wealth Media Lending LP 2016
Mike Shakra, 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
Dawid Cieloszczyk, Koskie Glavin Gordon LLP	Counsel to the Union of BC Performers
Wojtek Jaskiewicz, Weirfoulds LLP	Counsel to Premium Properties Limited and Agent to the Ad Hoc Group of Lenders
Tevia Jeffries, Farris LLP	Counsel to Hercules Film Investors I (US), Inc.
Clair Hildebrand, Blake Cassels & Graydon LLP	Counsel to Three Point Capital Holdings, LLC
Ryan Taylor, Crawley Mackewn Brush LLP	Counsel to James Richardson and NIKINK Holdings Ltd.
Shawn Kiefer, Fulcrum Advisors, LLC	Counsel to C&C Financial Services Lending II, LLC
DJ Miller, Thornton Grout Finnigan LLP	Counsel to William Morris Endeavour (WME)
Jason Wadden, Tyr LLP	Counsel to Catalyst Capital Media Fund