



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

BEFORE THE HONOURABLE

JUSTICE GOMERY

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November 7, 2023

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 7th day of November; AND ON HEARING Asim Iqbal and David Ward, counsel for the Petitioners and those other counsel listed on **Schedule "B"** hereto and no one else appearing although duly served; AND UPON READING the material filed, including the Affidavit of Aaron Gilbert affirmed October 24, 2023, the Third Report of Grant Thornton Limited in its capacity as the Court-appointed Monitor (in such capacity, the "**Monitor**"), dated October 26, 2023 and the Supplement to the Third Report of the Monitor dated November 3, 2023;

AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended, the British Columbia Supreme Court Civil Rules and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

SERVICE AND DEFINITIONS

1. Capitalized terms used in this Order and not otherwise defined herein shall have the meaning ascribed to them in the Initial Order of Justice Gomery made on July 19, 2023, as amended by the Order of Justice Gomery dated July 28, 2023 (the **"Initial Order"**).

STAY OF PROCEEDINGS

2. The stay of proceedings granted pursuant to the Initial Order is hereby extended up to and including November 28, 2023.

SUBSEQUENT HEARING DATE

3. The hearing of the Petitioners' Application initially returnable on the date of this Order shall continue on ~~Friday~~, the ~~24th~~ day of ~~November~~ 2023, at 10:00 AM for one day before Mr. Justice Gomery (the **"Continued Hearing"**).

4. No parties may file any additional materials with the Court in advance of the Continued Hearing or make any additional application to be heard at the Continued Hearing, with the exception of the following:

- (a) C&C Financial Services Lending II, LLC may serve and file an application response and affidavit by no later than November 14, 2023;

- (b) Desert Media Partners LLC (“**Desert Media**”) may serve and file a memorandum not to exceed four pages in length by no later than November 14, 2023;
- (c) Premium Properties Limited, on behalf of the Ad Hoc Group of Lenders may serve and file an *aide-memoire* by no later than November 14, 2023;
- (d) The Union of BC Performers (“**UBCP**”) may make an application, to be heard at the outset of the Continued Hearing, for leave to file an application response and affidavit with such application to be resolved by the Court in a summary manner. The UBCP shall serve all materials related to this application, including the application response and affidavit for which leave to file is being sought, by no later than November 14, 2023; and
- (e) The parties listed on **Schedule “B”** to this order may seek leave to file materials in response or reply to any of the items permitted to be filed under paragraphs 4(a) – 4(d), and any such application for leave will be made at the Continued Hearing and be resolved by this Court in a summary manner. All materials to be filed pursuant to this paragraph 4(e) shall be served by no later than November 20, 2023.

GENERAL

- 5. 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.
- 6. 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, the Petitioners and the Monitor and their respective agents in carrying out the terms of this Order.

7. Each of the Foreign Representative, the Petitioners and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory, or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

8. Endorsement of this Order by counsel appearing on this application, other than counsel for the Petitioners, is hereby dispensed with.

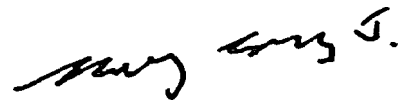
9. This Order and all of its provisions are effective as of 12:01 a.m. local Vancouver time on the date hereof.

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

for
Asim Iqbal



BY THE COURT



REGISTRAR



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

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
Martin Greyell, articulated student, 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 for Premium Properties Limited and Agent to the Ad Hoc Group of Lenders
Tevia Jeffries, Farris LLP	Counsel to Hercules Film Investors I (US), Inc.
Claire 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