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

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

MOTION FOR EXPEDITED HEARING

COMES NOW BRON Media Corp.[1] ("BRON"), individually and in its capacity as the Canadian Court-appointed and authorized foreign representative (the "Foreign Representative"), for the above captioned Debtors (collectively, the "Debtors", and each individually, a "Debtor"), by and through the undersigned counsel, and hereby files this *Motion for Expedited Hearing* (the "Hearing Motion"). By and through this Hearing Motion, Foreign Representative requests an expedited hearing on the *Motion of BRON Media Corp. as Foreign Representative for an Order Recognizing the Canadian Court's Final Orders* (Docket No. 20) (the "Motion") on or before Wednesday, February 28, 2024, or at the Court's earliest convenience. In support of the Hearing Motion, the Foreign Representative shows the Court as follows:

1. On July 18, 2023, the Petitioners (as defined in the Eighth Affidavit of Aaron Gilbert (Affirmed January 10, 2024) filed in Case No. 23-56798, Docket No. 112, Exhibit B (the

[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.

"Eighth Affidavit")) filed applications under the Canada's *Companies' Creditors Arrangement Act* (the "CCAA") to commence restructuring proceedings (the "CCAA Proceeding") under the supervision of the Supreme Court of British Columbia (the "Canadian Court"). On July 19, the Canadian Court entered an initial order (the "Initial Order"), appointing Grant Thornton Limited ("Monitor") to monitor and assist the Petitioners in their business and financial affairs in accordance with Section 23 of the CCAA. The Canadian Court also appointed the Foreign Representative to act as a representative in respect of the CCAA Proceeding for the purpose of having the CCAA Proceeding recognized in any other jurisdiction outside Canada, including the United States.

2. On July 28, 2023, the Canadian Court entered an 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 (as defined in the Eighth Affidavit).

3. The Petitioners and the Monitor ran the Canadian sale and investment solicitation process (the "SISP") 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") pursuant to an asset purchase agreement (the "CW Lending Purchase Agreement").

4. Accordingly, on October 24, 2023, the Petitioners filed applications under the CCAA requesting an order approving the CW Lending Purchase Agreement. 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.

5. 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 (Docket No. 111).

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

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

8. 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 approval from the Canadian Court of the Orders.

9. The full facts in support of the Application are set out in the Eighth Affidavit.

10. The Application came before the Canadian Court for hearing on January 16, 2024.

11. On or about January 22, 2024, CW Lending by its general partner, Creative Wealth Media GenPar Ltd., as purchaser, and the Petitioners and Non- Petitioner Entities entered into a First Acknowledgement whereby the Amended and Restated CW Lending Purchase Agreement was amended to provide for updated schedules of Assumed Contracts and Purchased Assets (as defined in the First Acknowledgement), which had the effect of removing certain motion pictures from the Purchased Assets, namely: "Assassination Nation", "Leave No Trace" and "Nightingale".

12. On January 23, 2024, the Canadian Court granted the Second Amended and Restated "Second ARIO", amending and restating the Amended and Restated Initial Order of Justice Gomery dated July 28, 2023 (the "ARIO"), among other things: (i) converting the Debtors in the instant proceeding to Petitioners in these 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"); (ii) approving five amendments to the debtor-in-possession loan agreement dated July 18, 2023 (the "DIP Loan Agreement") 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.

13. On January 24, 2024, the Foreign Representative caused to be filed petitions for recognition of the CCAA Proceeding in the United States under Chapter 15 of Title 11 of the United States Code (the "Bankruptcy Code"), thereby commencing the Debtors' Chapter 15 cases (the "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, and (III) Related Relief under Chapter 15 of the Bankruptcy Code* (Docket No. 6) (together with the Chapter 15 petitions, the "Petitions for Recognition") and the *Motion of Foreign Representative for an Order Granting Certain Provisional Relief* (Docket No. 8) (the "Provisional Relief Motion").

14. On January 31, 2024, the Court entered an *Order (I) Scheduling Hearing on Verified 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* (Docket No. 14) setting a hearing for February 27, 2024 (the "Hearing") with an objection deadline of February 23, 2024.

15. No objections were filed and Foreign Representative anticipates that there will be

no opposition to the Petitions for Recognition at the Hearing. The Court has granted identical relief in the related jointly administered cases of *In Re: BRON Media Holdings USA Corp., et al*, Case No. 23-56798 (the "Bron Media Cases") pursuant to that certain *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. 27).

16. In anticipation of final recognition of the instant proceedings, Foreign Representative files the instant motion in an effort to streamline the resolution of the CCAA Proceeding and the pending bankruptcy cases. Specifically, the entry of an order approving the Motion will help (i) effectuate the culmination of the sales process, (ii) hasten the termination of the CCAA Proceeding, and (iii) lead to applications for final decrees to conclude the instant proceedings and the Bron Media Cases.

17. 11 U.S.C. §§ 1501(a)(1), 1507, 1520(a), 1521(a), 1522(a), and 1525(a) permit the Court to grant relief upon the request of a Chapter 15 foreign representative for recognition of the Orders, including an extension of the automatic stay, in these ancillary Chapter 15 Cases.

18. The relief requested in the Motion is urgently needed in these Chapter 15 Cases to facilitate the transactions contemplated by the Amended and Restated CW Lending Purchase Agreement, as approval from this Court is a condition precedent to the same closing. The Canadian stay of proceedings will expire on March 28, 2024. The Orders are, by their own terms, reliant on the assistance of this Court to effectuate their terms. If the Orders are not expeditiously approved by this Court, all parties will be placed into a period of uncertainty, during which the parties will lack clarity as to whether the Orders—and thereby the underlying Amended and Restated CW Lending Purchase Agreement (the "Transaction")—will be approved and enforced in the United

States. The Petitioners are on the verge of losing the remaining independent contractors and employees necessary to facilitate the closing of the Transaction.

19. The Debtors are running out of operating funds and the few remaining employees are increasingly moving on to new positions. The approval of the Orders by this Court is the lynchpin to the conclusion of the CCAA proceedings, which have been an arduous process, costing upwards of ten (10) million dollars in operating and professional fees.

20. Foreign Representative requests the Court hold an expedited hearing on the Motion on or before February 28, 2024, so that the Court may evaluate the relief being sought in the Motion.

WHEREFORE, the Foreign Representative respectfully requests that this Court grant this Hearing Motion, shorten any applicable notice period, schedule an expedited hearing on the Motion on or before February 28, 2024, and grant such other relief as may be just and proper.

RESPECTFULLY SUBMITTED this 26th day of February, 2024.

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