



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

AIDE MEMOIRE
(of the Investor Creditors)

1. The Ad Hoc Group of Investor Creditors listed in Schedule "B" (the "**Investor Creditors**") provide this Aide Memoire for the Court's assistance in respect of the following submissions in relation to the Petitioners' Application to approve a sale transaction to Creative Wealth Media Lending (2016) LP (the "**Credit Bidder**"):

- (a) The nature of the Investor Creditors' relationship with Creative Wealth Media Finance ("**CWMF**") and the various BRON entities, particularly:
 - (i) That there is no debtor-creditor relationship between each Investor Creditor and CWMF (see the attached diagram of Beatriz at Dinner as an illustrative example); and,
 - (ii) That Premium Investor-Creditors commenced 13 actions, each of which names one or more BRON entities as defendants as well as CWMF and its principal, Jason Cloth
- (b) The need for the investigation (BIA ss. 23(c) and 36(c)), given that:

- (i) Investor Creditors may be secured parties with interests in assets that have not been properly addressed; and,
 - (ii) The Investigation is not an extraordinary remedy
- (c) The relationship among Jason Cloth, the BRON entities, the Credit Bidder and CWMF.
- (d) Premium's discoveries of BRON defendants and investigations in CWMF's recently commenced NOI proceedings are no substitute for the Investigation sought here.
- (e) Using the DIP loan or the \$1.5 million to fund the Investigation is appropriate.
- (f) Concerns with the proposed transaction:
 - (i) July 28, 2023 decision of Justice Gomery at para. 44 – the fairness of the SISP should not be presumed;
 - (ii) The timelines were too short;
 - (iii) The Credit Bidder had information that no other approved bidder had;
 - (iv) The Credit Bid does not comply with the SISP;
 - (v) The Monitor has failed to consult on the proposed sale transaction;
 - (vi) There is no evidence that the proposed sale transaction is better than a bankruptcy; and,
 - (vii) The substantive consolidation problem.

Date: November 14, 2023

Wojtek Jaskiewicz
Lawyers for Premium Properties Limited and
as agent for the Ad Hoc Group of Investor
Creditors

Schedule “A” List of Petitioners

1. BRON Animation Inc.
2. BRON Creative Corp.
3. BRON Developments Inc.
4. BRON Media Corp.
5. BRON Media Holdings Intl. Corp.
6. BRON Media Holdings USA Inc.
7. BRON Releasing Inc.
8. BRON Studios Inc.
9. BRON Ventures 1 (Canada) Corp.
10. BRON Everest Productions Inc.
11. Fables Productions BC Inc.
12. Gossamer Productions BC Inc.
13. Hensch 2 BC Productions Inc.
14. Henschmen Productions Inc.
15. Robin Hood Digital PC BC Inc.
16. Windor Productions BC Inc.
17. BRON Creative USA, Corp.
18. BRON Digital USA, LLC
19. BRON Life USA Inc. (BRON Legacy USA Inc.)
20. BRON Media Holdings USA Corp.
21. BRON Releasing USA Inc.
22. BRON Studios USA Inc.
23. BRON Ventures 1, LLC
24. BRON Studios USA Developments Inc.
25. Bakhorma, LLC
26. Drunk Parents, LLC
27. Fables Holdings USA, LLC
28. Fables Productions USA Inc.
29. Gossamer Holdings USA, LLC
30. Gossamer Productions USA Inc.
31. Harry Heft Productions, Inc.
32. Heavyweight Holdings, LLC (previously Harry Haft Films, LLC)
33. I Am Pink Productions, LLC
34. Lucite Desk, LLC
35. National Anthem Holdings, LLC (f.k.a. BCDC Holdings, LLC)
36. National Anthem ProdCo Inc.
37. Oakland Pictures Holdings, LLC
38. Pathway Productions, LLC
39. Robin Hood Digital PC USA Inc.
40. Robin Hood Digital USA, LLC
41. Solitary Holdings USA, LLC
42. Surrounded Holdings USA, LLC
43. Welcome To Me, LLC

SCHEDULE “B”

AD HOC GROUP OF INVESTOR CREDITORS

1. PREMIUM PROPERTIES LIMITED
2. COLONIA TRUSTCO INC.
3. PREMIUM TRUST INC.
4. MCFLOW CAPITAL CORP.
5. BAYSHORE CAPITAL ADVISORS, LLC
6. BCA ALTERNATIVE INCOME FUND LP
7. ROCKING T. RANCH LLLP
8. JAMES RICHARDSON
9. NIKINK HOLDINGS LTD.
10. LUKIS GLOBAL CORP.
11. DESERT MEDIA PARTNERS LLC