

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

In re:

BRON Media Holdings USA Corp. *et al.*,
Debtors in a Foreign Proceeding.

Chapter 15

Case No. 23-56798-PMB

Jointly Administered

MOTION TO EXTEND AUTOMATIC STAY

COMES NOW BRON Media Corp. (“BRON”), individually and in its capacity as the Canadian Court- appointed and authorized foreign representative (the “Foreign Representative”) for the above captioned Debtors¹ (the “Debtors”), by and through undersigned counsel, and hereby files this *Motion to Extend Automatic Stay* (the “Motion”). In support of the Motion, Foreign Representative shows the Court as follows:

JURISDICTION

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. § 1410.

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: BRON Creative USA Corp (1363); BRON Digital USA, LLC (0276); BRON Life USA Inc. (1178); BRON Media Holdings USA Corp (0637); BRON Releasing USA Inc. (6368); BRON Studios USA Inc. (8784); BRON Ventures 1 LLC (5066); BRON Studios USA Developments Inc. (7529); Bakhorma, LLC (6944); Drunk Parents, LLC (5462); Fables Holdings USA, LLC (8085); Fables Productions USA INC. (5169); Gossamer Holdings USA, LLC (2582); Gossamer Productions USA, Inc. (7876); Harry Haft Productions, Inc. (6144); Heavyweight Holdings, LLC f/k/a Harry Haft Films, LLC (8193); I am Pink Productions, LLC (6681); Lucite Desk, LLC (2546); National Anthem Holdings, LLC f/k/a BCDC Holdings, LLC (6943); National Anthem ProdCo Inc. (8637); Oakland Pictures Holdings, LLC (4988); Pathway Productions, LLC (Del. Incorporation No. 3081); Robin Hood Digital PC USA Inc. (2499); Robin Hood Digital USA, LLC (4302); Solitary Holdings USA, LLC (3013); Surrounded Holdings USA LLC (8868); Welcome to Me, LLC (8500) (hereinafter collectively referred to as the “Debtors”). The Debtors’ principal offices are located at 1700-Park Place, 666 Burrard Street, Vancouver, British Columbia, Canada.

BACKGROUND

2. On July 18, 2023, Debtors filed applications under the *Companies' Creditors Arrangement Act* to commence restructuring proceedings (the "Canadian Proceeding") under the supervision of the Supreme Court of British Columbia (the "Canadian Court").

3. On July 19, 2023 (the "Petition Date"), Debtors commenced their Chapter 15 cases by the filing of their *Chapter 15 Petition for Recognition of a Foreign Proceeding* (Docket No. 1), each along with an accompanying *Omnibus Verified Petition for (I) Recognition of Foreign Main Proceedings, (II) Recognition of Foreign Representative, and (III) Related Relief Under Chapter 15 of The Bankruptcy Code* (Docket No. 7) (collectively, the "Petitions") under Chapter 15 of Title 11 of the United States Code (as amended, modified, or supplemented the "Bankruptcy Code").

4. On August 15, 2023, after notice and hearing, the 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* (Docket No. 37) (the "Recognition Order"), which granted the Petitions and recognized the Canadian Proceeding.

5. The Recognition Order, among other things, gave force and effect under the laws of the United States to the Canadian Court's extension of the stay period to and including October 18, 2023 (the "Stay Period").

6. Debtors continues to operate their businesses as debtors in the Canadian Proceeding.

7. On October 6, 2023, Foreign Representative filed its *Notice of Filing of (I) Notice of Application, (II) Affidavit of Aaron Gilbert, and (III) Draft Order Made After Application* (Docket No. 76) (the "Stay Application"). The Stay Application set forth the *Notice of Application*

filed by Debtors in the Canadian Proceeding, which sought to extend the Canadian Stay Period to and including November 8, 2023.

8. On October 11, 2023, at 12:45 P.M. EST, the Canadian Court held a hearing on the Stay Application (the “Canadian Stay Hearing”).

9. Upon the conclusion of the Canadian Stay Hearing, on October 12, 2023, the Canadian Court entered a *Petitioners Order Made After Application*, which extended the Stay Period to and including November 8, 2023 (the “Canadian Stay Extension Order”). A true and correct copy of the Canadian Stay Extension Order is appended hereto as **Exhibit “A”**.

RELIEF REQUESTED

10. By and through this Motion and pursuant to Bankruptcy Code §§ 1501(a)(1), 1507, 1520(a), 1521(a), 1522(a), 1525(a), Foreign Representative requests that the Court enter an order granting comity to and giving full force and effect to the Canadian Stay Extension Order.

11. With respect to an ancillary Chapter 15 Bankruptcy proceeding, upon recognition of a foreign proceeding U.S. Bankruptcy Courts may “provide additional assistance under this title or under other laws of the United States,” and may do so by considering “whether such additional assistance, consistent with the principles of comity, will reasonably assure — the just treatment of all holders of claims against or interests in the debtor’s property.” 11 U.S.C. § 1507(b)(1).

12. To that end, Section 1521(a)(1)–(2) empowers a U.S. Bankruptcy Court, upon recognition of foreign proceeding, to stay “the commencement or continuation of an individual action or proceeding concerning the debtor’s assets, rights, obligations or liabilities” as well as any “execution against the debtor’s assets” to the extent the same was not already stayed by Section 1520(a). Such an extension of the stay is a recognition of the purpose of Chapter 15, which, in part, has the statutory objective of protecting the “fair and efficient administration of cross-border

insolvencies that protects the interests of all creditors, and other interested entities, including the debtor.” *See* 11 U.S.C. § 1501(a)(3).

13. Where a foreign proceeding has extended the foreign stay, the corresponding American stay should be similarly extended in that debtor’s ancillary Chapter 15 proceeding. Importantly, unless extending the American stay is demonstrated to be manifestly contrary to “the most fundamental policies of the United States,” the question of whether the American stay should be extended, “is not whether this Court should grant a stay in the first instance, but whether [this Court] should accord comity and deference to the stay orders entered by the Alberta Court.” *Collins v. Oilsands Quest, Inc.*, 484 B.R. 593, 597 (S.D.N.Y. 2012).

14. Recognition of the Canadian Stay Extension Order and an extension of the American stay in this case to and including November 8, 2023 is clearly consistent with the appropriate exercise of this Court’s statutory authority. Recognition is similarly consistent with this Court’s prior recognition of the Canadian Initial Order and the Amended and Restated Initial Order.

15. No fundamental policy of the United States would be violated by an extension of the American stay. Indeed, such a stay would have been created automatically and by operation of American law—without expiration date—had Debtor filed in the United States rather than Canada. And no change in circumstances has occurred which would now give this Court cause to decline recognition of the Canadian Stay Extension Order.

16. Extension of the American stay to and including November 8, 2023 will promote comity and the concepts of international cooperation in accordance with the express statutory purpose of Chapter 15.

CONCLUSION

WHEREFORE, Foreign Representative respectfully requests that the Court enter an order granting comity and giving full force and effect to the Canadian Stay Extension Order as entered by the Canadian Court by extending the American stay through and including November 8, 2023; and for such other and further relief as this Court deems appropriate.

Respectfully submitted this 12th day of October, 2023.

JONES & WALDEN LLC

/s/ Cameron M. McCord

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*Counsel for Debtors and Foreign
Representative*

Exhibit “A”

Canadian Stay Extension Order

SUPREME COURT
OF BRITISH COLUMBIA
VANCOUVER REGISTRY

OCT 12 2023

No. S-235084
Vancouver Registry

SUPREME COURT
OF BRITISH COLUMBIA

IN THE SUPREME COURT OF BRITISH COLUMBIA

SEAL
VANCOUVER
REGISTRY

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)
) October 11, 2023
JUSTICE GOMERY)

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 11th day of October, (the "**Order Date**"); AND ON HEARING Asim Iqbal, counsel for the Petitioners and those other counsel listed on **Schedule "B"** hereto; AND UPON READING the material filed, including the Third Affidavit of Aaron Gilbert sworn October 4th, 2023 (the "**Third Gilbert Affidavit**"), and the Second Report of Grant Thornton Limited in its capacity as the Monitor (in such capacity, the "**Monitor**"), dated October 6, 2023;

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 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 28th, 2023 (the “**Initial Order**”).

2. 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.

STAY OF PROCEEDINGS

3. The stay of proceedings granted pursuant to the Initial Order is hereby extended up to and including November 8, 2023.

WEPPA

4. Pursuant to section 5(5) of the *Wage Earner Protection Program Act (Canada)*, SC 2005, c 47, s1 (“**WEPPA**”), BRON Animation Inc., BRON Media Corp., BRON Studios Inc., Fables Productions BC Inc., Gossamer Productions BC Inc. and Robin Hood Digital PC BC Inc. and each of their former employees meet the criteria prescribed by section 3.2 of the *Wage Earner Protection Program Regulations*, SOR/2008-222 and are individuals to whom the WEPPA applies as of the date this Order.

SALE AND INVESTMENT SOLICITATION PROCESS

5. A hearing for an application for orders, *inter alia*, approving the transactions contemplated by any definitive agreements (the “APAs”) entered into pursuant to the Sale and Investment Solicitation Process Order (the “SISP”) made on July 28, 2023 in this matter, is hereby set for one day on November 7, 2023 before Mr. Justice Gomery (the “**Sale Approval Hearing**”).

6. The parties will exchange materials for the Sale Approval Hearing in accordance with the following schedule:

Date	Step
Within 2 business days of execution of APAs, but no later than October 20, 2023 (“ Notice Date ”). The Notice Date may be extended to no later than October 24, 2023 with the consent of the Monitor and notice to all parties on the Service List.	Petitioners provide sale approval application materials
2 business days after the Notice Date	Monitor to provide report pertaining to Sale Approval Hearing
6 business days after the Notice Date	Respondents deliver any responses to sale approval application and any cross-applications
By November 2, 2023	Petitioners provide any reply materials on sale approval application; delivery of responses to any cross-applications
By November 3, 2023	Respondents provide any reply materials on cross-applications; Monitor to provide any supplemental report
November 3, 2023	Petitioners to file Application Record for sale approval application and any cross-applications

GENERAL

7. 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.

8. 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.

9. 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.

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 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 Bryan Hicks
☐ Party ☒ Lawyer for the Petitioners

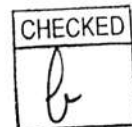
for 

Asim Iqbal

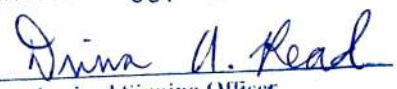
BY THE COURT



REGISTRAR



Certified a true copy according to
the records of the Supreme Court
at Vancouver, B.C.
DATED: OCT 12 2023



Authorized Signing Officer
DRINA READ

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
Bryan Hicks, Miller Thomson LLP	Counsel for Petitioners
Monica Faheim, Miller Thomson LLP	Counsel for Petitioners
John N. Birch, Cassels Brock & Blackwell LLP	Counsel for the Monitor
Forrest Finn, Cassels Brock & Blackwell LLP	Counsel to the Monitor
Kathryn Esaw, Osler, Hoskin & Harcourt LLP	Counsel for the 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
Claire Hildebrand, Blakes, Cassels & Graydon LLP	Counsel for Three Point Capital Holdings, LLC
Laurie Graham, Orr Taylor LLP	Counsel for certain investors in Creative Wealth Media
Joshua Foster, Bennett Jones LLP	Canadian Counsel to Creative Wealth Media Lending LP 2016
Michael Selenes, 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
Tevia Jeffries, Farris LLP	Counsel for Hercules Film Investors 1 (US), Inc.
Philip Cho, Weirfoulds LLP	Counsel for Premium Properties Limited
Jordan Schultz, Dentons Canada LLP	Canadian Counsel to Comerica Bank