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

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

MOTION OF BRON MEDIA CORP. AS FOREIGN REPRESENTATIVE
FOR AN ORDER RECOGNIZING THE CANADIAN COURT'S FINAL ORDERS

BRON Media Corp. ("BRON"), in its capacity as the Canadian Court- appointed and authorized foreign representative (the "Foreign Representative") for the jointly administered debtors[1] (collectively, the "Debtors") which are the subjects of a reorganization proceeding (the "CCAA Proceeding" or "Canadian Proceeding") commenced before Supreme Court of British Columbia (the "Canadian Court") under Canada's *Companies' Creditors Arrangement Act* (the "CCAA"), respectfully moves this Court (the "Motion") for the entry of an order, pursuant to Sections 105, 1507, 1525, and 1527 of Title 11 of the United States Code (the "Bankruptcy Code"), substantially in the form attached as **Exhibit "A"** (the "Recognition Order") recognizing the Canadian Court's entry of those certain orders enter by the Canadian Court on January 23, 2024 (Case No. 23-56798, Docket No. 113) with respect to

[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.

the Notice of Application of Petitioners filed in the Canadian Court on January 10, 2024 (Case No. 23-56798, Docket No. 112) more specifically set forth as follows:

a. an order (the "CW Transaction Approval and Vesting Order"), among other things: (i) approving an amended and restated asset purchase agreement (the "Amended and Restated CW Lending Purchase Agreement") between CW Lending by its general partner, Creative Wealth Media GenPar Ltd., as purchaser, and the Petitioners and Non- Petitioner Entities (as listed at Schedule "A" to the Amended and Restated CW Lending Purchase Agreement) (collectively, the "Vendors"), as vendors, and the transactions contemplated thereby; and (ii) vesting in CW Lending and/or its permitted assignee, all of the right, title and interest in and to the Purchased Assets (as defined in the Amended and Restated CW Lending Purchase Agreement) free and clear of all claims and encumbrances, other than such permitted encumbrances as provided for in the CW Transaction Approval and Vesting Order;

b. an order (the "CW Lending Assignment Order"), pursuant to Section 11.3 of the CCAA, approving the assignment to CW Lending and its permitted assignee, LPF Media Asset Acq, LLC of the contracts listed at Schedules "D" and "E" to the draft CW Lending Assignment Order, respectively;

c. an order ("Access Road Transaction Approval and Vesting Order"), among other things: (i) approving an asset purchase agreement (the "Access Road Purchase Agreement") entered into between Access Road, as purchaser, and BRON Ventures, BRON Media Holdings USA Inc., and BRON Media Holdings USA Corp. as vendors, and the transactions contemplated thereby (the "Access Road

Transaction"); and (ii) vesting in Access Road and/or its permitted assignee, all of the right, title and interest in and to the Purchased Assets (as defined in the Access Road Purchase Agreement) free and clear of all claims and encumbrances; and

d. an order (the "Access Road Assignment Order"), pursuant to Section 11.3 of the CCAA, approving the assignment to Access Road and its permitted assignee, of the contracts listed at Schedule "D" to the draft Access Road Assignment Order; and

The (i) CW Transaction Approval and Vesting Order, (ii) CW Lending Assignment Order, (iii) Access Road Transaction Approval and Vesting Order, and (iv) Access Road Assignment Order are hereinafter collectively referred to as the "Orders".

In support of the relief requested herein, the Foreign Representative, through its undersigned counsel, respectfully represents:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider the Motion pursuant to Sections 157 and 1334 of Title 28 of the United States Code. Matters under Chapter 15 of the Bankruptcy Code are core matters under Section 157(b)(2)(P) of Title 28 of the United States Code.

2. The Foreign Representative, in its capacity as authorized foreign representative, consents to the entry of final orders or judgments by the Court if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

3. Venue is proper in this Court and this District pursuant to 28 U.S.C. § 1410.

BACKGROUND

4. 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

"Eighth Affidavit")) filed applications under the CCAA to commence restructuring proceedings under the supervision of 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.

5. 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).

6. The Petitioners and the Monitor ran the Canadian sale and investment solicitation process ("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").

7. 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.

8. 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).

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

10. 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.

11. 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.

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

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

14. 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".

15. 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.

16. 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").

17. 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.

18. 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).

19. 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 Proceedings 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) the termination of the CCAA Proceedings, and (iii) lead to applications for final decrees to conclude the instant proceedings and the Bron Media Cases.

RELIEF REQUESTED

20. By this Motion, the Foreign Representative seeks entry of an order, substantially in the form attached hereto as **Exhibit "A"**, recognizing and giving full force and effect to the Orders pursuant to Sections 105, 1507, 1525, and 1527 of the Bankruptcy Code and under well-established principles of international comity.

BASIS FOR RELIEF

21. The Foreign Representative submits that the relief requested herein is authorized pursuant to Section 1507(b) of the Bankruptcy Code because recognition of the Orders in the United States is consistent with the principles of comity and will reasonably assure:

a. just treatment of the Debtors' property, because the laws of Canada and the United States share both the same common law traditions and fundamental insolvency principles, and the Foreign Representative believes that the CCAA Plan justly and fairly distributes the property of the Debtors for the benefit of all of the Debtors' stakeholders, both in the United States and abroad;

b. prevention of preferential or fraudulent dispositions of the Debtors' property, because in the absence of enforcement, United States creditors might attempt to proceed against the Debtors' assets without regard for the Canadian Proceeding, leading to unequal treatment of certain creditors in a manner contrary to the fundamental purposes of the Bankruptcy Code; and

c. distribution of proceeds of the Debtors' property in a manner that is fundamentally similar to the order prescribed by the Bankruptcy Code.

22. In addition, Section 1525(a) of the Bankruptcy Code provides that, "consistent with Section 1501, the court shall cooperate to the maximum extent possible with a foreign court or a foreign representative," and Section 1527(3) of the Bankruptcy Code explicitly provides that one such form of cooperation may include "coordination of the administration and supervision of the debtor's assets and affairs." 11 U.S.C. §§ 1525(a); 1527(3).

23. The Orders provide a fair and effective framework by which the Debtors' property will be distributed to Debtors' creditors. Recognition of the Orders will further the administration of the Canadian Proceeding and these Chapter 15 Cases by establishing the structure by which the Debtors will exit these insolvency proceedings, which have been conducted with notable efficiency and consensus. As such, enforcement of the Orders in the United States will ensure the

efficient administration of the Debtors' estates on a uniform basis while simultaneously promoting the concepts of international cooperation in accordance with Chapter 15 of the Bankruptcy Code. Accordingly, the Foreign Representative respectfully requests that this Court recognize and enforce the Orders.

24. The Foreign Representative submits further that the enforcement and recognition of the Orders in the United States is not manifestly contrary to the public policy of the United States and, therefore, Section 1506 of the Bankruptcy Code does not present any bar to the enforcement of such Orders. The manner in which the Debtors' property is to be distributed under the Orders is consistent with restructuring methods contemplated by the Bankruptcy Code and United States insolvency principles. As such, the requested relief is consistent with the public policy of the United States.

25. Based on the foregoing, the Foreign Representative respectfully requests that this Court recognize and give effect in the United States to the Orders pursuant to Sections 105(a), 1507, 1525, and 1527 of the Bankruptcy Code, and under well- established principles of international comity and cooperation.

REQUEST FOR WAIVER OF STAY

26. The Foreign Representative respectfully requests a waiver of any stay of effectiveness imposed by the Federal Rules of Bankruptcy Procedure so that the relief requested herein can take effect immediately upon entry of an order approving this Motion.

NOTICE

27. The Foreign Representative will provide notice of this Motion to the Notice Parties (as defined in the *Motion of Foreign Representative for Entry of Order Scheduling Hearing and Specifying Form and Manner of Service of Notice Pursuant to Sections 1515 and*

105(a) of the Bankruptcy Code and Bankruptcy Rules 2002 and 9007). The Foreign Representative submits that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

CONCLUSION

WHEREFORE, for all of the reasons stated above, the Foreign Representative respectfully requests that this Court: (a) enter an order, substantially in the form attached hereto as **Exhibit "A"**, granting the relief requested herein; and (b) grant such other and further relief as this Court deems just and proper.

Respectfully submitted this 26th day of February, 2024.

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Exhibit "A"

Proposed Recognition Order

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

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

ORDER RECOGNIZING ORDERS OF THE CANADIAN COURT

This matter came before the Court on the *Motion of Bron Media Corp. as Foreign Representative for an Order Recognizing the Canadian Court's Final Orders* (the "Motion")[2] (Docket No. ____) filed by BRON Media Corp. ("BRON") individually and in its capacity as the Canadian Court-appointed and authorized foreign representative ("Foreign Representative") for the above captioned Debtors (the "Debtors") for entry of an order, pursuant to Sections 105, 1507, 1525, and 1527 of the Bankruptcy Code, (a) recognizing the following Orders of the Canadian Court: (i) CW Transaction Approval and Vesting Order, (ii) CW Lending Assignment Order, (iii) Access Road Transaction Approval and Vesting Order, and (iv) Access Road Assignment Order, (collectively, the "Orders"); and (b) granting related relief; and due and proper notice of the relief sought in the Motion and Orders having been provided; and it appearing that no other or further notice need be provided; and all of the proceedings had before the Court; and no objections to the Motion having been filed or all such objection having been resolved or overruled; and the Court having found and determined that the relief sought in the Motion is consistent with the purposes of Chapter 15 of the Bankruptcy Code; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, creditors, and all parties in interest in the Chapter 15 Cases,

[2] Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Motion.

and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, the Court finds and concludes as follows:

A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, 11 U.S.C. §§ 109 and 1501.

B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P).

C. The Debtors have consented to the Court's authority to enter a final order consistent with Article III of the U.S. Constitution.

D. Venue is proper before this Court pursuant to 28 U.S.C. § 1410.

E. On January 23, 2024, the Canadian Court approved and entered the Orders.

F. The relief granted herein is necessary and appropriate, in the interests of the public and international comity, consistent with public policy of the United States, warranted pursuant to Section 1507 of the Bankruptcy Code, and will not cause hardship to any party in interest that is not outweighed by the benefits of the relief granted herein.

G. The relief granted herein will, in accordance with Section 1507(b) of the Bankruptcy Code, reasonably assure: (i) the just treatment of all holders of claims against or interests in the Debtors' property; (ii) the prevention of preferential or fraudulent dispositions of property of the Debtors; and (iii) the distribution of proceeds of the Debtors' property substantially in accordance with the order prescribed in the Bankruptcy Code.

H. The public interest will be served by the relief granted herein.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREEED THAT:

1. The Motion is **GRANTED**.

2. The Orders, copies of which are attached hereto as **Exhibits A-D**, are fully

recognized, given full force and effect in the United States, are warranted pursuant to Section 1507 of the Bankruptcy Code, and will not cause hardship to any party in interest that is not outweighed by the benefits of the relief granted herein.

3. The Foreign Representative, the Monitor, and the Debtors, as the case may be, are authorized and directed to take all steps and actions necessary or appropriate to implement the Orders in accordance with and subject to its terms and conditions, and enter into, adopt, execute, deliver, complete, implement and consummate all of the steps, compromises, settlements, transactions, assignments, arrangements, reorganizations, distributions, payments, deliveries, allocations, instruments, agreements and releases contemplated by, and subject to the terms and conditions of, the Orders, and all such steps and actions are approved.

4. The Foreign Representative, the Monitor and the Debtors are authorized and empowered to, and may in their discretion and without any delay, take any such steps or perform such actions as may be necessary to effectuate the terms of this Order and the Orders.

5. Notwithstanding any provisions in the Federal Rules of Bankruptcy Procedure to the contrary: (a) this Order shall be effective immediately and enforceable upon its entry; and (b) neither the Foreign Representative, the Monitor nor the Debtors are subject to any stay in the implementation, enforcement, or realization of the relief granted in this Order.

6. Subject to paragraph 4 hereof, this Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order, and nothing contained herein shall be deemed to limit, modify, or impair this Court's jurisdiction over any motion of the Foreign Representative requesting relief in aid of the Canadian Proceeding pursuant to applicable provisions of the Bankruptcy Code and such jurisdiction is hereby retained.

7. A copy of this Order shall be served within five business days of entry of this order,

by electronic mail to the extent email addresses are available and otherwise by U.S. mail, overnight or first-class postage prepaid, upon the Notice Parties (as defined in the *Motion of Foreign Representative for Entry of Order Scheduling Hearing and Specifying Form and Manner of Service of Notice Pursuant to Sections 1515 and 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002 and 9007*) and such other entities as the Court may direct. Such service shall be good and sufficient service and adequate notice for all purposes.

[END OF ORDER]

Prepared & Presented by:
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