



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

APPLICATION REPLY

APPLICATION REPLY of the Petitioners listed at Schedule "A"

THIS IS IN RESPONSE TO the Application Response of Access Road Capital, LLC ("**Access Road**") and the Notice of Cross-Application ("**Notice of Cross-Application**") of Premium Properties Limited, Colonia Trustco Inc., Premium Trust Inc., McFlow Capital Corp., Bayshore Capital Advisors, LLC, BCA Alternative Income Fund LP., Rocking T. Ranch LLP, James Richardson, Niking Holdings Ltd., Lukis Global Corp., and Desert Media Partners LLC. (together the "**Ad Hoc Group of Investor Creditors**"). The Petitioners may file additional response material if circumstances permit.

Background

1. All terms capitalized but not defined herein are as defined in the Notice of Application of the Petitioners dated October 24, 2023.
2. The Order of Justice Gomery dated October 11, 2023 (the "**October Stay Extension Order**") approved a timeline for the exchange of materials for the forthcoming sale approval hearing on November 7, 2023.

3. In accordance with the October Stay Extension Order, on November 1, 2023, the following parties served responding materials on the Service List in these CCAA proceedings:
 - (a) Access Road filed an Application Response and an Affidavit #2 of Joanne Austen sworn November 1, 2023;
 - (b) Hudson Private LP And Hudson Private Corp. (together, "**Hudson**") filed an Application Response and an Affidavit #1 made by Christopher Conover made November 1, 2023.
 - (c) Creative Wealth Media GenPar Ltd., the general partner of Creative Wealth Media Lending LP 2016 ("**CWM Lending**") filed an Application Response and an Affidavit #1 of Richard McConnell made November 1, 2023.
 - (d) Directors Guild of America, Inc., the Screen Actors Guild – American Federation of Television and Radio Artists, the Writers Guild of America, West, Inc., and the Motion Picture Industry Pension and Health Plans (collectively the "**Guilds**") filed an Application Response.
 - (e) The Ad Hoc Group of Investor Creditors filed an Application Response, a Notice of Cross-Application, and the following five (5) Affidavits:
 - (i) Affidavit of Simon Misselbrook made November 1, 2023 ("**Misselbrook Affidavit**");
 - (ii) Affidavit of Adam Somer made October 31, 2023 ("**Somer Affidavit**");
 - (iii) Affidavit of James Richardson made November 1, 2023 ("**Richardson Affidavit**");
 - (iv) Affidavit of Tready Smith made November 1, 2023 ("**Smith Affidavit**");
and
 - (v) Affidavit of Milton Winberg made November 1, 2023 ("**Winberg Affidavit**").

Summary of Security Interests

4. Attached as Schedule “B” to this Application Reply is a table setting out the relative interests and order of registrations of financing statements under the applicable personal property security registry in Canada and in the United States of Access Road, Hudson, and the Ad Hoc Group of Investor Creditors with respect to the Vendors in the CWM Lending Purchase Agreement.

Misselbrook Affidavit

5. The Misselbrook Affidavit provides details of two project loans in respect of the films “Playground” and “Americana”.
6. In respect of each of the applicable Project Loans, Mr. Misselbrook attaches at Exhibits “A” and “B” to his affidavit, respectively, an agreement between CWM Finance and Desert Media Partners LLC. None of the Petitioners are a party to these agreements.

Somer Affidavit

7. The Somer Affidavit provides details of eight project loans in respect of the films “Young Bear Grylls”, “Pieces of a Woman”, “Ghostbusters Afterlife”, “Gossamer”, “Hailey & the Hero Heart”, “Fables”, “Bubbles Hotel”, and “Monkey Man”.
8. In respect of each of the applicable project loans, Mr. Somer attaches as exhibits to his affidavit agreements to which none of the Petitioners are a party.

Richardson Affidavit

9. The Richardson Affidavit provides details of three project loans in respect of the films “Inner City”, “The Red Sea Diving Resort” and “The Front Runner”, made by NIKING Holdings Ltd. to certain of the Petitioners.
10. NIKING Holdings Ltd. does not have a registered security interest against the applicable Petitioners.

Smith Affidavit

11. The Smith Affidavit provides details of six project loans in respect of the films “Needle In A Timestack”, “The Spy Who Dumped Me”, “A Simple Favor”, “Anna”, and “Chaos Walking”, and “Nightingale” made by BCA Alternative Income Fund GP and Rocking T Ranch, LLLP to certain Petitioners.
12. Neither BCA Alternative Income Fund GP nor Rocking T Ranch, LLLP have a registered security interest against the applicable Petitioners.

Winberg Affidavit

13. The Winberg Affidavit is made by the president of Premium Properties Limited (“**Premium**”), which, prior to the commencement of these CCAA proceedings, commenced proceedings in thirteen (13) Ontario actions, each of which were listed in the Second Affidavit of Aaron Gilbert made July 25, 2023.
14. The Winberg Affidavit provides details of thirteen project loans in respect of the films: “Assassination Nation”, “Beatriz at Dinner”, “Drunk Parents”, “Fences”, “Henchmen”, “Layover”, “Leave No Trace”, “Nightingale”, “Parallel”, “Phil”, “Red Sea Diving Resort”, “Tully”, and “Willoughbys” (collectively, the “**Premium Investments**”).
15. As described in the Winberg Affidavit, for the majority (*i.e.* nine of the thirteen Premium Investments), the applicable Lender is either CWM Finance or CWM Lending. For the remaining three Premium Investments,¹ while a BRON entity (*i.e.* BRON Creative Corp.) is a party to the applicable agreement(s), Premium Properties does not have a registered security interest against BRON Creative Corp.

CWM Finance

16. CWM Finance filed a notice of intention (“**NOI**”) to make a proposal under the *Bankruptcy and Insolvency Act* on October 27, 2023 and a trustee has been appointed. Based on the Affidavits filed it is clear that a number of entities may have claims against CWM Finance.

¹ “Fences”, “Leave No Trace” And “Nightingale”.

CWM Finance is not a Petitioner in this proceeding and it is not a party to the CW Lending Transaction. The only appropriate forum for any investigation into the affairs of CWM Finance is its NOI proceeding; it is not these CCAA proceedings.

MATERIAL TO BE RELIED ON

17. The Fifth Affidavit of Aaron Gilbert sworn October 24, 2023.
18. The Third Report of the Monitor dated October 26, 2023.
19. The Fourth Report of the Monitor, to be filed.

Date: November 2, 2023

for



Signature of Asim Iqbal
Lawyers for the Petitioners

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"

Attached.

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
1.	BRON Animation Inc. (Petitioner)	1. All of BRON Animation Inc.'s interest in the <i>Leave no Trace aka My Abandonment</i> Collection Account Management Agreement ("CAMA"). 2. Access Road Capital LLC ("AR") has a registered security interest in all future payments from the Henchman production.			1. Administration Charge, to the maximum amount of \$500,000 USD; 2. KERP Charge, to the maximum amount of \$234,460 USD; 3. Interim Lender's Charge, to the maximum principal amount of \$6,200,000 USD; 4. Directors' Charge, to the maximum amount of \$742,000 CAD; 5. RBC on all present and after-acquired property ("All PAAP"); 6. RBC per an equipment lease; 7. AR in in all future payments from the Henchman production	This entity's CAMA interest is vesting in Creative Wealth Media Lending LP 2016 ("CWML") free and clear of all encumbrances that rank in a priority below the Interim Lender's Charge.
2.	BRON Creative Corp. (Petitioner)	All of BRON Creative Corp.'s interest in the <i>Leave no Trace aka My Abandonment</i> CAMA.			1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge.	This entity's CAMA interest will vest in CWML free and clear of all encumbrances that rank in a priority below the Interim Lender's Charge.
3.	BRON Developments Inc. (Petitioner)				1. Comerica Bank ("Comerica") Security on revenues, tax incentives, and proceeds; 2. Administration Charge; 3. All other Comerica Security; 4. KERP Charge;	

¹ Based on time of registration under application personal property registers in Canada and the United States of America. This document does not account for intercreditor agreements. This document should not be taken as an exhaustive statement of all secured interests in any entity or as an opinion as to the validity of any security interest.

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
					5. Interim Lender's Charge; 6. Director's Charge.	
4.	BRON Media Corp. (Petitioner)	BRON Media Corp., BRON Ventures 1 LLC and BRON Ventures 1 (Canada) Corp. are jointly and severally liable to AR for payment obligations in the amount of USD\$10,941,847.19 plus interest, pursuant to a consent judgment granted by the Supreme Court of British Columbia. BRON Media Corp. has pledged all of its shares in BRON Ventures 1 (Canada) Corp. to AR.			1. Comerica Security on revenues, tax incentives, and certain proceeds; 2. Administration Charge; 3. All other Comerica Security; 4. KERP Charge; 5. Interim Lender's Charge; 6. Director's Charge; 7. CWML for All PAAP.	BRON Media Corp.'s share pledge was not registered at the BC PPR and is subject to CWML's security registration.
5.	BRON Media Holdings Intl. Corp. (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge;	
6.	BRON Media Holdings USA Inc. (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge;	
7.	BRON Releasing Inc. (Petitioner)	All of BRON Releasing Inc.'s interest in the <i>Leave no Trace aka My Abandonment</i> CAMA.			1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge;	This entity's CAMA interest will vest in CWML free and clear of all encumbrances that

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
						rank in a priority below the Interim Lender's Charge.
8.	BRON Studios Inc. (Petitioner)	AR has a registered security interest on all of this entity's goods, accounts instruments, intangibles, etc.			1. Comerica Security on revenues, tax incentives, and proceeds; 2. Administration Charge; 3. All other Comerica Security on All PAAP; 4. KERP Charge; 5. Interim Lender's Charge; 6. Director's Charge; 7. RBC on All PAAP; 8. AR on All PAAP RBC and Comerica each have prior in time registrations on All PAAP.	
9.	BRON Ventures I (Canada) Corp. (Petitioner)	1. All shares in this entity have been pledged to AR by this entity's sole shareholder, BRON Media Corp. 2. The Supreme Court of NY State has charged all of this entity's economic interest in Emjag Productions, Inc., Epic Story Media Inc., the Immigrant LLC, NOW//with Ventures LLC, and PictureStart LLC in favour of AR. AR shall have all rights as			1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge; 5. AR for All PAAP.	This entities interests in the Portfolio Companies will vest in CWML free and clear of all encumbrances that rank in a priority below the Interim Lender's Charge.

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
		assignee of the entity's share of distributions of income and profits until the judgment in this action is satisfied. 3. BRON Media Holdings USA Corp., BRON Ventures 1, LLC and BRON Ventures 1 (Canada) Corp. are indebted to AR pursuant to an order of the Supreme Court of the State of New York in the amount of \$10,941,847.19 USD plus interest. The same parties entered into a consent judgment order before the Supreme Court of British Columbia for the same indebtedness.				
10.	BRON Everest Productions Inc. (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge	
11.	Fables Productions BC Inc. (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge	

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
12.	Gossamer Productions BC Inc. (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge	
13.	Hench 2 BC Productions Inc. (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge	
14.	Robin Hood Digital PC BC Inc. (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge	
15.	Windor Productions BC Inc. (Petitioner)	AR has a PPR registration for all of the entity's rights and interests in the production.			1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge; 5. The Union of BC Performers on All PAAP; 6. CWML on All PAAP; 7. Directors Guild of America, Inc. ("DGA") on All PAAP; 8. AR on All PAAP	

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
16.	BRON Creative USA, Corp. (Petitioner)		Hudson does not have a secured interest in this entity. Hudson is an unsecured creditor of this entity. Hudson has obtained a \$7,254,614.59 USD plus interest judgment against BRON Creative USA Corp., BRON Studios USA, Inc., Creative Wealth Media Finance Corp. ("CWMF") and Jason Cloth from the Supreme Court of the State of New York. This judgment has also been registered in Nevada.	BCA Alternative Income Fund LP ("BAIF") and Rocking T Ranch, LLLP ("RTR"), provided two loans to BRON Creative USA Corp. and BRON Studios USA Inc., to be managed by CWMF. These loans are unsecured. BAIF and RTR loaned funds to BRON Creative USA, Corp. in relation to the <i>Nightingale</i> project. No security has been registered against BRON Creative USA, Corp. in relation to this loan. James Richardson claims to have entered into an agreement or agreements with BRON Creative USA, Corp. in relation to the funding of the <i>Roman J. Israel, Esq.</i> production. There is no related UCC registration.	1. Comerica Security on revenues, tax incentives, and proceeds; 2. Administration Charge; 3. All other Comerica Security; 4. KERP Charge; 5. Interim Lender's Charge; 6. Director's Charge.	Hudson's judgment debt against CWMF and Jason Cloth will not be affected.
17.	BRON Digital USA, LLC (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge.	
18.	BRON Life USA Inc. (BRON Legacy USA)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge.	

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
	Inc.) (Petitioner)					
19.	BRON Media Holdings USA Corp. (Petitioner)	AR has grant of security, registered under the UCC, on all of BRON Media Holdings USA Corp.'s membership interest in BRON Ventures 1, LLC. BRON Media Holdings USA Corp., BRON Ventures 1, LLC and BRON Ventures 1 (Canada) Corp. are indebted to AR pursuant to an order of the Supreme Court of the State of New York in the amount of \$10,941,847.19 USD plus interest. The same parties entered into a consent judgment order before the Supreme Court of British Columbia for the same indebtedness.			1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge; 5. AR on all of BRON Media Holdings USA Corp.'s membership interest in BRON Ventures 1, LLC.	This entity's interest in BRON Ventures 1, LLC will vest in CWML free and clear of all encumbrances that rank in a priority below the Interim Lender's Charge.
20.	BRON Releasing USA Inc. (Petitioner)	All of BRON Releasing USA Inc.'s interest in the following CAMAs: 1. <i>Leave no Trace aka My Abandonment</i> 2. <i>Needle in a Timestack</i> 3. <i>Parallel</i>			1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge	This entity's CAMA interest will vest in CWML free and clear of all encumbrances that rank in a priority below the Interim Lender's Charge.

21.	BRON Studios USA Inc. (Petitioner)	All of BRON Studios USA Inc.'s interest in the following CAMAs: 1. <i>Assassination Nation</i> 2. <i>Beatriz at Dinner</i> 3. <i>Capone aka Fonzo</i> 4. <i>The Survivor aka Harry Haft</i> 5. <i>Leave no Trace aka My Abandonment</i> 6. <i>Needle in a Timestack</i> 7. <i>Parallel</i> 8. <i>Villains</i> AR has a UCC registration for a number of the CAMAs assigned to it.	Hudson does not have a secured interest in this entity. Hudson is an unsecured creditor of this entity. Hudson has obtained a \$7,254,614.59 USD plus interest judgment against BRON Studios USA, Inc., BRON Creative USA Corp., CWMF and Jason Cloth from the Supreme Court of the State of New York. This judgment has also been registered in Nevada.	BAIF, CWMF, and BRON Studios USA Inc. entered into a term sheet pursuant to which BAIF provided a loan to be managed by CWMF and to be secured by Canadian federal and British Columbia tax credits related to the <i>Needle in a Timestack</i> production. There is no security registration in relation to these loans. BAIF and Rocking T Ranch, LLLP, provided two loans to BRON Creative USA Corp. and BRON Studios USA Inc., to be managed by CWMF. These loans are unsecured.	1. Comerica Security on revenues, tax incentives, and proceeds; 2. Administration Charge; 3. All other Comerica Security; 4. KERP Charge; 5. Interim Lender's Charge; 6. Director's Charge; 7. Screen Actors Guild - American Federation of Television and Radio Artists ("SAG") for All PAAP; 8. Three Point Capital for All PAAP; 9. AR for its interest in all proceeds of the following pictures: 1. <i>Assassination Nation</i> – Erostratus, LLC 2. <i>Beatriz at Dinner</i> Brown Amy, LLC 3. <i>Capone aka Fonzo</i> Fonzo, LLC 4. <i>The Survivor aka Harry Haft</i>, Heavyweight Holdings, LLC 5. <i>Henchman</i>, Henchmen Productions, Inc. 6. <i>Leave no Trace aka My Abandonment</i>, My Abandonment LLC 7. <i>Monkey Man</i>, Kid Unknown Holdings Ltd	This entity's CAMA interests are vesting in CWML free and clear of all encumbrances that rank in a priority below the Interim Lender's Charge. <i>Henchman</i> is not a Purchased Asset. Monkey Man is not a Purchased Asset. Shadowplay Series Holdings UK is not a Purchased Asset. Hudson's judgment debt against CWMF and Jason Cloth will not be affected.
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					8. <i>Needle in a Timestack</i> Needle in a Timestack, LLC 9. <i>Parallel</i> Para Productions , LLC 10. <i>Prospect</i> Bakhorma, I.L.C 11. <i>Shadowplay</i> Shadowplay Series Holdings UK 12. <i>Tumble Down</i>, Tumbledown LLC 13. <i>TWWMD</i> TWWMD Holdings, LLC 14. <i>Villains</i> Villains, LLC 15. <i>Welcome to Me</i> Welcome to Me, LLC	
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	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
22.	BRON Ventures 1, LLC (Petitioner)	1. All units in this entity have been pledged to AR by its parent, BRON Media Holdings USA Corp. 2. The Supreme Court of NY State has charged all of this entity's economic interest in Enjag Productions, Inc., Epic Story Media Inc., the Immigrant LLC, NOW//with Ventures LLC, and PictureStart LLC in favour of AR. AR shall have all rights as assignee of the entity's share of distributions of income and profits until the judgment in this action is satisfied. 3. BRON Media Holdings USA Corp., BRON Ventures 1, LLC and BRON Ventures 1 (Canada) Corp. are indebted to AR pursuant to an order of the Supreme Court of the State of New York in the amount of \$10,941,847.19 USD plus interest. The same parties entered into a consent judgment order before the			1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge; 5. AR on All PAAP, including any and all of BRON Ventures 1, LLC's interest in the "Media Res Loan Agreement".	

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
		Supreme Court of British Columbia for the same indebtedness. 4. BRON Ventures 1, LLC has granted AR security in all of the proceeds from 230 Media Res Studio LLC units to Access Road.				
23.	BRON Studios USA Developments Inc. (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge;	
24.	Bakhorma, LLC (Petitioner)	All of Bakhorma, LLC's interest in the <i>Prospect</i> CAMA.			1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge; 5. SAG PAAP; 6. AR for interest in the <i>Prospect</i> CAMA.	This entity's CAMA interest will vest in CWML free and clear of all encumbrances that rank in a priority below the Interim Lender's Charge.
25.	Drunk Parents, LLC (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge.	
26.	Fables Holdings USA, LLC (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge.	
27.	Fables Productions				1. Administration Charge; 2. KERP Charge;	

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
	USA Inc. (Petitioner)				3. Interim Lender's Charge; 4. Directors' Charge.	
28.	Gossamer Holdings USA, LLC (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge.	
29.	Gossamer Productions USA Inc. (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge.	
30.	Harry Haft Productions, Inc. (Petitioner)	All of Harry Haft Productions, Inc.'s interest in the <i>The Survivor aka Harry Haft</i> CAMA.			1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge.	This entity's CAMA interest will vest in CWML free and clear of all encumbrances that rank in a priority below the Interim Lender's Charge.
31.	Heavyweight Holdings, LLC (previously Harry Haft Films, LLC) (Petitioner)	All of Heavyweight Holdings, LLC's interest in the <i>The Survivor aka Harry Haft</i> CAMA.	Hudson does not have a secured interest in this entity. Hudson is an unsecured creditor of this entity.		1. Comerica Security on revenues, tax incentives, and proceeds; 2. Administration Charge; 3. All other Comerica Security; 4. KERP Charge; 5. Interim Lender's Charge; 6. Director's Charge; 7. SAG for All PAAP; 8. Writers Guild of America, West, Inc. & Writers Guild of America, East, Inc. for All PAAP; 9. CWMF for All PAAP; 10. Three Point Capital, LLC 11. New Mandate Films, LLC	This entity's CAMA interest will vest in CWML free and clear of all encumbrances that rank in a priority below the Interim Lender's Charge.

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
					12. Film Finances Canada Ltd. for All PAAP; 13. AR for all of the entity's rights and interests in the <i>Harry Haft</i> production.	
32.	I Am Pink Productions, LLC (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge.	
33.	Lucite Desk, LLC (Petitioner)		Hudson does not have a secured interest in this entity. Hudson is an unsecured creditor of this entity.		1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge.	
34.	Oakland Pictures Holdings, LLC (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge.	
35.	Pathway Productions, LLC (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge.	
36.	Robin Hood Digital PC USA Inc. (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge.	
37.	Robin Hood Digital USA, LLC (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge.	

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
38.	Solitary Holdings USA, LLC (Petitioner)	AR has a UCC registration for all of the entity's rights and interests in the <i>Solitary</i> production.			1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge; 5. CWML for All PAAP; 6. Director's Guild of America, Inc. for All PAAP; 7. AR for all of the entity's rights and interests in the <i>Solitary</i> production.	
39.	Surrounded Holdings USA LLC (Petitioner)				1. Comerica Security on revenues, tax incentives, and proceeds; 2. Administration Charge; 3. All other Comerica Security; 4. KERP Charge; 5. Interim Lender's Charge; 6. Director's Charge.	
40.	Welcome to Me, LLC (Petitioner)				1. Administration Charge; 2. KERP Charge; 3. Interim Lender's Charge; 4. Directors' Charge.	
41.	Front Runner Productions, Inc. (New Petitioner)					Pursuant to the Second Amended and Restated Initial Order ("Second ARIO") (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved), and Directors' Charge will

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
						apply to this entity's assets.
42.	Brown Amy, LLC (New Petitioner)	All of Brown Amy, LLC's interest in the <i>Beatriz at Dinner</i> CAMA.			1. CWMF for All PAAP; 2. CWML for All PAAP; 3. SAG for All PAAP; 4. Writers Guild of America, West, Inc. and Writers Guild of America, East, Inc. for All PAAP; 5. AR for all of the entity's rights and interests in the <i>Beatriz at Dinner</i> production.	This entity's CAMA interest will vest in CWML free and clear of all encumbrances that rank in a priority below the Interim Lender's Charge. Pursuant to the Second ARIQ (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved), and Directors' Charge will apply to this entity's assets.
43.	Fonzo Production Services Inc. (New Petitioner)	All of its interest in the <i>Capone aka Fonzo</i> CAMA.				This entity's CAMA interest will vest in CWML free and clear of all encumbrances that rank in a priority below the Interim Lender's Charge. Pursuant to the Second ARIQ (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved), and Directors' Charge

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
						will apply to this entity's assets.
44.	Fonzo, LLC (New Petitioner)	All of its interest in the <i>Capone aka Fonzo</i> CAMA.			AR has for all of its interest in the <i>Capone aka Fonzo</i> CAMA.	This entity's CAMA interest will vest in CWML free and clear of all encumbrances that rank in a priority below the Interim Lender's Charge. Pursuant to the Second ARIO (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved), and Directors' Charge will apply to this entity's assets.
45.	Front Runner, LLC (New Petitioner)					Pursuant to the Second ARIO (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved), and Directors' Charge will apply to this entity's assets.
46.	Green Moon Inc. (New Petitioner)	All of its interest in the <i>Prospect</i> CAMA.				This entity's CAMA interest will vest in CWML free and clear of

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
						all encumbrances that rank in a priority below the Interim Lender's Charge. Pursuant to the Second ARIO (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved), and Directors' Charge will apply to this entity's assets.
47.	Harmon Films, LLC (New Petitioner)					Pursuant to the Second ARIO (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved), and Directors' Charge will apply to this entity's assets.
48.	Harmon Monster Films, Inc. (New Petitioner)					Pursuant to the Second ARIO (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved), and Directors' Charge will apply to this entity's assets.

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
49.	Needle In A Timestack, LLC (New Petitioner)	All of its interest in the <i>Needle in a Timestack</i> CAMA.			1. CWML for All PAAP; 2. Film Finances Canada Ltd.; 3. Writers Guild of America, West, Inc. for All PAAP; 4. AR for all of Needle in A Timestack, LLC's interest in the <i>Needle in a Timestack</i> production.	This entity's CAMA interest will vest in CWML free and clear of all encumbrances that rank in a priority below the Interim Lender's Charge. Pursuant to the Second ARIQ (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved), and Directors' Charge will apply to this entity's assets.
50.	Para Productions, LLC (New Petitioner)	All of its interest in the <i>Parallel</i> CAMA.			1. CWML for All PAAP; 2. CWML for All PAAP; 3. AR for all of Para Productions, LLC's interest in the <i>Parallel</i> production.	This entity's CAMA interest will vest in CWML free and clear of all encumbrances that rank in a priority below the Interim Lender's Charge. Pursuant to the Second ARIQ (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved), and Directors' Charge will apply to this entity's assets.

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
51.	Red Sea, LLC (New Petitioner)				1. Directors Guild of America – All PAAP; 2. CWMF – All PAAP;	Pursuant to the Second ARI0 (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved), and Directors' Charge will apply to this entity's assets.
52.	Red Sea Productions Inc. (New Petitioner)				1. Directors Guild of America – All PAAP; 2. SAG-AFTRA – All PAAP; 3. CWMF – All PAAP;	Pursuant to the Second ARI0 (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved), and Directors' Charge will apply to this entity's assets.
53.	Tully Productions, LLC (New Petitioner)				1. CWML; 2. CWML.	Pursuant to the Second ARI0 (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved), and Directors' Charge will apply to this entity's assets.
54.	TWWMD Holdings, LLC (New Petitioner)	All of the entity's rights and interests in the <i>TWWMD</i> production.			1. New Line Productions for All PAAP; 2. C&C Financial Services for all proceeds of the <i>TWWMD</i> production; 3. AR for all of the entity's rights	This entity's CAMA interest will vest in CWML free and clear of all encumbrances that rank in a priority below

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
					and interests in the <i>TWWMD</i> production.	the Interim Lender's Charge. Pursuant to the Second ARIQ (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved), and Directors' Charge will apply to this entity's assets.
55.	TWWMD Productions, Inc. (New Petitioner)					Pursuant to the Second ARIQ (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved), and Directors' Charge will apply to this entity's assets.
56.	Villains Pictures, LLC (New Petitioner)	All of Villains Pictures, LLC's interest in the <i>Villains</i> CAMA.				This entity's CAMA interest will vest in CWML free and clear of all encumbrances that rank in a priority below the Interim Lender's Charge. Pursuant to the Second ARIQ (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved),

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
						and Directors' Charge will apply to this entity's assets.
57.	Villains Production Services, Inc. (New Petitioner)	All of Villains Production Services, Inc.'s interest in the <i>Villains</i> CAMA.				This entity's CAMA interest will vest in CWML free and clear of all encumbrances that rank in a priority below the Interim Lender's Charge. Pursuant to the Second ARO (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved), and Directors' Charge will apply to this entity's assets.
58.	Surrounded Productions USA Inc. (New Petitioner)					Pursuant to the Second ARO (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as amended, if approved), and Directors' Charge will apply to this entity's assets.
59.	October Series Holdings,					Pursuant to the Second ARO (if approved) the Administration Charge, KERP Charge, Interim Lender's Charge (as

	Vendor	Access Road Interests	Hudson Interest	Ad Hoc Interest	Priority ¹	Comments
	LLC (New Petitioner)					amended, if approved). and Directors' Charge will apply to this entity's assets.