

District of ONTARIO
Division No. 09 – Toronto
Court File No.: BK-24-03003083-0031
Estate File No.: 31-3003083

ONTARIO
SUPERIOR COURT OF JUSTICE
(In Bankruptcy and Insolvency)

**IN THE MATTER OF THE BANKRUPTCY OF
CREATIVE WEALTH MEDIA FINANCE CORP.
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

**AMENDED MOTION RECORD OF THE TRUSTEE
RSM CANADA LIMITED, ALSO KNOWN AS TDB RESTRUCTURING LIMITED
(Motion Returnable March 6, 2024)**

March 4, 2024

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**IN THE MATTER OF THE BANKRUPTCY OF
CREATIVE WEALTH MEDIA FINANCE CORP.
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

AMENDED NOTICE OF MOTION

RSM Canada Limited, also known as TDB Restructuring Limited, the Trustee of the estate of Creative Wealth Media Finance Corp. ("CWMF"), a bankrupt, will bring a motion on an *ex parte* basis before Justice Wilton-Siegel on Friday, February 23, 2024 at 10:30 am (balance of relief sought on motion adjourned to March 6, 2024 at 11:00 am).

PROPOSED METHOD OF HEARING: The motion is to be heard by:

- In writing under subrule 37.12.1 (1) because it is (insert one of on consent, unopposed or made without notice);
- In writing as an opposed motion under subrule 37.12.1 (4);
- In person;
- By telephone conference;
- By video conference.

At the following location:

<https://ca01web.zoom.us/j/65400327305?pwd=WC91RjNENjNnZlQ2NHpvbDlzaUNldz09>

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THE MOTION IS FOR AN ORDER, substantially in the form attached hereto as [Schedule "A"](#):

- (a) compelling all of CWMF's current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons with knowledge to forthwith provide access to the Trustee to CWMF's books and records regardless of whether they are intermingled with the books and records of Creative Wealth Media Lending ("CWML") and/or other entities operating at the premises formerly occupied by CWMF at 151 Bloor Street West, 700, Toronto, Ontario, Canada, M5S 1S4 (the "**Premises**");
- (b) compelling any persons in control of CWMF's books and records stored or otherwise contained on a computer or other electronic system of information storage to give unfettered access to allow the Trustee to recover and fully copy all the information contained therein; ~~and~~
- (c) approving the protocol for the preservation and review of the books and records set out in paragraph 6 of the draft order attached at Schedule "A" and ordering that CWML and/or Jason Cloth be responsible for the costs of segregating the books and records of CWMF from CWML and the other entities operating from the Premises;
- (d) costs of this motion; and
- ~~(e)~~(e) such further and other relief as counsel may advise and this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

1. CWMF arranged and provided financing for the development and production of motion pictures, films, television streaming, and animated productions. Prior to its bankruptcy, CWMF shared an office at the Premises with several associated entities, including, but not limited to, CWML.
2. On November 28, 2023, CWMF was deemed to have filed an assignment in bankruptcy after failing to file a proposal or seek an extension of time to make a proposal.
3. CWMF's sole director, Jason Cloth, swore CWMF's Statement of Affairs, estimating approximately \$67 million as being "good" receivables.
4. Mr. Cloth has advised the Trustee that the bankrupt's books and records have been digitized and are stored online.
5. The Trustee requires the books and records to efficiently administer the bankruptcy estate of CWMF and has repeatedly requested them from Mr. Cloth and his counsel.
6. On January 31, 2024, the Trustee met with Mr. Cloth, his counsel and the in-house counsel for CWML at the Premises. Mr. Cloth denied the Trustee's request to access CWMF's books and records on the basis that they are intermingled with the books and records of another company directed by Mr. Cloth called CWML, as well as other unidentified entities.

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7. On February 6, 2024, the Trustee (via counsel) sent a letter summarizing the January 31, 2024 meeting to CWMF's counsel and reminded Mr. Cloth about his statutory duties under the *BIA* to provide CWMF's books and records.
8. To date, no further information has been forthcoming from Mr. Cloth, his counsel or the in-house counsel for CWML regarding access to CWMF's books and records.
9. The Trustee is entitled to the books and records pursuant to ss. 16(3), 16(5), and 17(1) of the *BIA*.
10. Mr. Cloth has a statutory duty to deliver CWMF's books and records to the Trustee pursuant to s. 158 and s. 159 of the *BIA*.
11. CWML and any other entity that is in possession of CWMF's books and records also have a statutory duty to deliver CWMF's books and records to the Trustee pursuant to s. 164(1) of the *BIA*.
12. Both before and at the meeting on January 31, 2024, the Trustee specifically asked what steps are being taken by Mr. Cloth and CWML to preserve and safeguard the books and records of CWMF that are stored online. To date, there has been no response.
13. The Trustee believes that further delay may lead to the destruction and/or loss of the books and records.
14. The *BIA*, including sections 16, 17, 158, 159, 163, 164, 192; the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, including Rules 1.04, 16.07, 17.05 and 37.

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15. Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (a) The Affidavit of Arif Dhanani sworn on ~~February 21, 2024~~ (re-sworn March 4, 2024).
- (b) The Affidavit of Lisa Bertrand sworn on February 21, 2024.
- (c) Such other material as counsel may advise, and this Honourable Court may permit.

~~February 21,~~ March 4, 2024

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Lawyers for the Trustee, TDB Restructuring
Limited

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ONTARIO
SUPERIOR COURT OF JUSTICE
(In Bankruptcy and Insolvency)

THE HONOURABLE JUSTICE) FRIDAY, THE 23rd DAY OF
WILTON-SIEGEL))
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))

**IN THE MATTER OF THE BANKRUPTCY OF
CREATIVE WEALTH MEDIA FINANCE CORP.
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

ORDER

THIS MOTION, made without notice by RSM Canada Limited also known as TDB Restructuring Limited, in its capacity as the bankruptcy trustee ("**Trustee**") of Creative Wealth Media Finance Corp. ("**CWMF**") for an order requiring Jason Cloth, Jenifer George and Creative Wealth Media Lending Inc. ("**CWML**") to permit representatives of the Trustee, its solicitors, and other necessary persons electronic access to the deeds, books, records, documents, and all property of CWMF, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Affidavits of Arif Dhanani and Lisa Bertrand and on hearing the submissions of counsel for the Trustee,

1. THIS COURT ORDERS that this motion shall be heard without notice.

DUTY TO PROVIDE ACCESS TO BOOKS AND RECORDS

2. THIS COURT ORDERS that the Trustee is entitled to access and take possession of all of the books, deeds, records, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of CWMF, and all online cloud services, computer programs, computer tapes, computer disks, or other data storage media containing any such information (the "**Books and Records**"), including, for greater certainty, regardless of whether the Books and Records of CWMF are intermingled with the books and records of CWML and/or other entities operating at the premises formerly occupied by CWMF at 151 Bloor Street West, 700, Toronto, Ontario, Canada, M5S 1S4 (the "**Premises**").

3. THIS COURT ORDERS that (i) all of CWMF's current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on its instructions or behalf, and (ii) all other individuals, firms, corporations including for greater certainty, CWML or other entities having notice of this Order (all of the foregoing, collectively, being "**Persons**" and each being a "**Person**") shall forthwith advise the Trustee of the existence of any Books and Records in such Person's possession or control, shall grant immediate and continued access to all such Books and Records to the Trustee for the purposes set out in paragraph 2, provided however that nothing in this Order shall entitle the Trustee to review privileged solicitor client communications.

4. THIS COURT ORDERS that for any Books and Records stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Books and Records shall

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forthwith give unfettered access to the Trustee for the purpose of allowing the Trustee to recover and fully copy all of the information contained therein in the manner that the Trustee in its discretion deems expedient, and shall not alter, erase or destroy any of the Books and Records without the prior written consent of the Trustee. Further, for the purposes of this paragraph, all Persons shall provide the Trustee with all such assistance in gaining immediate access to the information in the Books and Records as the Trustee may in its discretion require including providing the Trustee with instructions on the use of any computer or other system and providing the Trustee with a Microsoft Global Administrator account level access or its equivalent, and any and all access codes, account names and account numbers that may be required to gain access to the Books and Records.

5. THIS COURT ORDERS that any Person with knowledge of this Order shall not directly or indirectly, by any means whatsoever remove any Books and Records, erase or delete from any means of electronic storage any of the Books and Records, or alter, deface, discard, conceal or destroy in any manner any of the Books and Records.

REVIEW OF THE BOOKS AND RECORDS

6. THIS COURT ORDERS that, upon taking possession of any Books and Records stored or otherwise contained on a computer or other electronic system of information storage, the Trustee shall not review such Books and Records pending further order of this court, except that the Trustee shall be entitled to (i) review any electronic file folder structure that exists; (ii) run keyword, custodian and date range searches including those set out in Schedule A.1 to this Order, to determine the number, type of documents and degree of intermingling of the Books and Records with books and records of CWML and other entities operating from the Premises. In

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conducting its limited review of the Books and Records, the Trustee shall take reasonable measures to not review any documents over which legal privilege may be claimed by CWML and/or other entities operating from the Premises, by implementing key word and custodian searches pursuant to Schedule A.2 to identify and segregate documents over which legal privilege may be claimed by CWML and/or other entities operating from the Premises.

7. THIS COURT ORDERS that the Trustee shall prepare a report to this Court on the degree of intermingling of the Books and Records with the books and records of CWML and other entities operating at the Premises, and propose a protocol for the segregation and review of the Books and Records on a date to be fixed by this Court.

GENERAL

8. THIS COURT ORDERS that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Trustee and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

9. THIS COURT ORDERS that a copy of this Order, together with a copy of the Motion Record and other court materials used at the hearing of the motion be served on Jason Cloth and Jenifer George forthwith.

10. THIS COURT ORDERS that this Order may be served on Jason Cloth by email at Jason.cloth@cwmmoviefund.ca and jason@c2motionpictures.com and on Jennifer George by email at Jenifer.George@cwmmoviefund.ca and that such service shall be valid and effective

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service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure.

11. The costs of this motion are reserved to the judge hearing the return of this motion.

Schedule "A"

| A.1 | A.2 |
|---|---|
| Assassination Nation Beatriz at Dinner Bombshell aka Fair and Balanced Capone fka Fonzo Drunk Parents Harry Haft nka Survivor, The Into the Forest Ithaca Layover, The Master Cleanse, The Monkey Man Monster My Abandonment nka Leave No Trace National Anthem aka Americana Parallel Prospect Red Sea Diving Resort Tully CWMF Creative Wealth Media Finance Creative Wealth Media Lending Receivables TD TD Canada Trust Toronto Dominion Series B, Series D, Series E, Series F and Series H Conacher Olympus Freeway Fintage Jason Cloth Jenifer George Jennifer George Richard McConnell | Blaney McMurtry @blaney.com Golden Ullman Koscak Kozack privilege |

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**ONTARIO
SUPERIOR COURT OF JUSTICE
(*In Bankruptcy and Insolvency*)**

Proceeding commenced at Toronto, Ontario

ORDER

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known as TDB Restructuring Limited

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AMENDED NOTICE OF MOTION

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IN THE MATTER OF THE BANKRUPTCY OF
CREATIVE WEALTH MEDIA FINANCE CORP.
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO

AFFIDAVIT OF ARIF DHANANI
(Originally Sworn February 21, 2024; Re-Sworn March 4, 2024)

I, **Arif Dhanani**, of the City of Toronto, in the Province of Ontario, MAKE OATH
AND SAY:

1. I am a Managing Director at TDB Restructuring Limited ("**TDB**"). TDB is the bankruptcy trustee (the "**Trustee**") of Creative Wealth Media Finance Corp. ("**CWMF**") and as such I have knowledge of the following matters except where I indicate that statements are based upon information provided by others, in which case I verily believe the information to be true. I have re-sworn this affidavit to remove certain information in paragraph 28 that may be confidential and redacted Exhibit "S" to remove reference to this information.
2. For ease of reference and to avoid any confusion, I note that as of February 1, 2024, RSM Canada Limited was acquired by its service practice leaders, Bryan Tannenbaum, Jeff Berger, and me and changed its name to TDB.

3. I swear this Affidavit in support of the Trustee's efforts to obtain the deeds, books, records and documents and all property of the bankrupt (collectively the books and records) of CWMF. The Trustee requires the books and records to administer the bankruptcy estate of CWMF.

CWMF

4. CWMF is a company incorporated pursuant to the laws of Ontario and headquartered in Toronto, Ontario. Jason Cloth is CWMF's sole director. CWMF provided financing for the development and production of motion pictures, films, television streaming and animated productions. Attached hereto and marked as [Exhibit "A"](#) is a copy of CWMF's corporate report.
5. CWMF's office is located at 151 Bloor Street West, 700, Toronto, Ontario, Canada, M5S 1S4. This office is also shared by Creative Wealth Media Lending Inc. ("CWML"), Creative Wealth Media Lending LP 2016, and Creative Wealth Media Advisors Inc. ("CWMA") Mr. Cloth is a director and officer of CWML and CWMA. Mr. Cloth is also a director and officer of Creative Wealth Holdings Inc. Attached hereto and marked as [Exhibit "B"](#) are the respective corporate reports for these entities. I understand from the decision of Justice Gomery in *Bron Media Corp (Re)*, 2023 BCSC 2109, which is discussed in greater detail at paragraph 32, that Creative Wealth Holdings Inc. is the parent company of one of the partners of Creative Wealth Media Lending LP 2016.

Bankruptcy Proceedings

6. On October 27, 2023, CWMF commenced proposal proceedings pursuant to section 50.4(1) of the Bankruptcy and Insolvency Act ("*BIA*") by filing a Notice of Intention to Make a Proposal ("*NOI*"). Rosen Goldberg Inc. ("*RGI*") consented to act as the Licensed Insolvency Trustee. The *NOI* is signed by Mr. Cloth on behalf of CWMF and attaches a creditor mailing list Attached hereto and marked as [Exhibit "C"](#) is a copy of the *NOI*.
7. I am advised by Wojtek Jaskiewicz, counsel for Premium Properties Limited, that the *NOI* was filed one business day before Mr. Cloth was scheduled for examination by Premium Properties

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Limited and other plaintiffs in file CV-20-00635727-00CL, in which CWMF, Mr. Cloth, and others are defendants. The NOI had the effect of staying the proceedings against CWMF but not against Mr. Cloth personally. The parties agreed that Mr. Cloth would attend his examination for discovery on November 6, 2023 to answer questions that were not subject to the stay of proceedings against CWMF. I am further advised that Mr. Cloth failed to attend the November 6, 2023 examination for discovery. At a case conference on January 18, 2024, Justice Cavanaugh noted Mr. Cloth's failure to attend the examinations on November 6, 2023 and directed that the examination proceed during the first two weeks of April 2024. Attached hereto and marked as [Exhibit "D"](#) is a copy of the endorsement by Justice Cavanaugh.

8. On November 28, 2023, CWMF was deemed to have filed an assignment in bankruptcy because CWMF did not file a proposal or obtain an order to extend the time for filing a proposal. RGI was appointed as the initial trustee (the "**Initial Trustee**") of the estate of the bankrupt by the Official Receiver, subject to affirmation by the creditors of the trustee's appointment or substitution of another trustee by the creditors.
9. On November 29, 2023, the Initial Trustee scheduled the first meeting of creditors for December 15, 2023. The Initial Trustee also provided CWMF's sworn Statement of Affairs to the creditors, listing under liabilities at \$103,740,021.00 due to unsecured creditors and under assets \$67,000,000.00 as "Good" under the "accounts receivable and other receivables" column. Mr. Cloth swore the Statement of Affairs. Attached hereto and marked as [Exhibit "E"](#) is a copy of the Notice of Bankruptcy and Statement of Affairs.
10. On December 14, 2023, the Initial Trustee provided its Preliminary Report to Creditors. Attached hereto and marked as [Exhibit "F"](#) is a copy of the Preliminary Report to Creditors. In the Preliminary Report to Creditors, the Initial Trustee, *inter alia*, provided background information

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on CWMF, its operations, information about assets, conservatory and protective measures, legal proceedings, provable claims, and the previous steps in the bankruptcy, including that:

- (a) CWMF was the only company subject to insolvency proceedings whereas other companies, such as CWML, Creative Wealth Advisory Inc.¹ and Creative Wealth Media Lending LP 2016 are not subject to insolvency proceedings;
- (b) CWMF commenced operating in 2013;
- (c) CWMF was a syndicator that arranged and provided financing for the development and production of motion pictures, films, television streaming and animated productions;
- (d) CWMF initiated insolvency proceedings as a result of (1) the filing of CCAA proceedings by Bron Media Corp. on July 19, 2023, and (2) ongoing litigation in both Canada and the United States;
- (e) CWMF estimated that the approximately \$67,000,000.00 noted in the Statement of Affairs will be recovered from (1) Bron CCAA (\$7,000,000.00) and (2) various productions (\$60,000,000.00);
- (f) The \$60,000,000 was anticipated to be collected over the next 12 months from Series B, Series D, Series E, Series F and Series H projects;

11. On December 15, 2023, the First Meeting of the Creditors of CWMF was held by zoom conference call. During the meeting, the creditors voted in favour of substituting RSM Canada Limited as Trustee of the estate of CWMF. As mentioned above, on February 1, 2024, RSM Canada Limited changed its name to TDB. During the meeting, the Initial Trustee also reviewed the events that

¹ Note that the Preliminary Report refers to "Creative Wealth Advisory Inc." A corporate search has not returned any results for an entity with that name. There is a "Creative Wealth Media Advisors Inc." which has the same corporate address as CWMF as described above.

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had taken place prior to the first meeting of creditors. Inspectors were elected. Attached hereto and marked as [Exhibit "G"](#) is a copy of the Minutes of the First Meeting of Creditors.

12. On December 28, 2023, the Official Receiver published the Certificate of Assignment, confirming RSM Canada Limited as the Trustee. Attached hereto and marked as [Exhibit "H"](#) is a copy of the Certificate of Assignment.
13. The Initial Trustee has been asked specifically whether the Initial Trustee had possession of CWMF's books and records. On January 2, 2024, Brahm Rosen of RGI, the person principally responsible for the CWMF bankruptcy for the Initial Trustee, advised that the Initial Trustee did "not have the books for the company." On February 14, 2014, my colleague, Bryan Tannenbaum, again asked the Initial Trustee whether certain of the books and records were transferred to the Initial Trustee. On the same day, Brahm Rosen responded that the Initial Trustee "never received any books and records..." Attached hereto and marked as [Exhibit "I"](#) are copies of the emails between Mr. Rosen and myself and others.
14. Without access to CWMF's books and records, the Trustee has since sought to fulfill its duties under the *BIA*, including by meeting with the inspectors and investigating CWMF's assets, by contacting third parties such as Freeway Entertainment and Fintage House to obtain information about CWMF's assets. Freeway Entertainment and Fintage House are film and TV rights companies that manage collections for movie projects and disburse funds to CWMF. Freeway Entertainment has granted the Trustee access to its portal and provided information about some of CWMF's assets. Fintage House is in the process of doing so.

Jason Cloth Fails to Deliver CWMF's Books and Records

15. The Trustee requested the books and records from Mr. Cloth. As detailed in this section of my Affidavit, Mr. Cloth has failed to deliver or provide access to CWMF's books and records.

16. On January 3, 2024, I sent a letter to CWMF's counsel, Mr. Eric Golden at Blaney McMurtry LLP, requesting the books and records. Attached hereto and marked as [Exhibit "J"](#) is a copy of the letter dated January 3, 2024. Between January 11, 2024 and January 16, 2024, there was correspondence between my colleague, Mr. Tannenbaum, and Mr. Golden including regarding CWMF's books and records. This correspondence is referred to below in [Exhibit "O"](#).
17. On January 16, 2024, my colleague, Mr. Tannenbaum, requested Mr. Cloth's availability to discuss, *inter alia*, the delivery of CWMF's books and records. Mr. Tannenbaum also inquired about background information as to the causes of the bankruptcy, information and documents relating to CWMF's bank accounts, information relating to the categorization of creditor's claims as against CWMF, and a description of the nature and breakdown of the \$67 Million of accounts receivable listed in CWMF's Statement of Affairs which was sworn by Mr. Cloth. Mr. Tannenbaum acknowledged that CWMF's counsel had provided some information regarding the \$67 Million but that the Trustee required more specifics. Mr. Cloth did not respond to Mr. Tannenbaum's email. Attached hereto and marked as [Exhibit "K"](#) is a copy of Mr. Tannenbaum's email to Mr. Cloth, to which I am copied.
18. On January 19, 2024, Mr. Tannenbaum sent a second request to Mr. Cloth inquiring about the same information. Mr. Cloth did not respond. Attached hereto and marked as [Exhibit "L"](#) is a copy of Mr. Tannenbaum's email to Mr. Cloth, to which I am copied.
19. On January 22, 2024, the Trustee's previous counsel, George Benchetrit of Chaitons LLP, sent a letter to Mr. Cloth informing him that the Trustee will be attending the business premises of CWMF on January 23, 2024 for the purpose of taking possession of the company's and records. Attached hereto and marked as [Exhibit "M"](#) is a copy of the letter and the email attaching same, dated January 22, 2024.
20. Between January 22, 2024 and January 30, 2024, Mr. Benchetrit and the Trustee's current counsel, Mr. Michael Nowina of Baker McKenzie LLP, tried to organize a meeting with Mr. Cloth and his

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counsel, Mr. David Ullmann and Mr. Golden at Blaney McMurtry LLP, to attend the business premises of CWMF for the purposes of taking possession of the books and records. Attached hereto and marked as [Exhibit "N"](#) is a copy of the email chain, which includes the following:

- (a) On January 22, 2024, at 1:11 PM, Mr. Cloth advised that multiple companies work "out of that space unrelated to CW Media" and that "we gave the books and records to the original monitor". There was no "monitor" appointed so this appears to be a reference to the Initial Trustee which has confirmed that it did not receive CWMF's books and records.
- (b) On January 22, 2024, at 1:23 PM, CWMF's counsel, Mr. Golden, advised that there are "a number of issues" that he had previously raised and inquired about responses to same.
- (c) On January 22, 2024, at 3:04 PM, Mr. Benchetrit advised that the issues raised by Mr. Golden "don't detract from Mr. Cloth's obligation to comply with his requirements and his attendance tomorrow is required."
- (d) On January 22, 2024 at 3:18 PM, Mr. Golden stated that the meeting ought to have been scheduled on consent given his prior email correspondence. Mr. Golden also noted that Trustee's right to access "the books and records don't detract from the Trustee's obligations to respond to issues we have raised since Dec 20." Attached hereto and marked as [Exhibit "O"](#) is a copy of the referenced emails between Mr. Golden and Mr. Tannenbaum, copying myself and others.
- (e) On January 22, 2024 at 7:43 PM, CWMF's other counsel, Mr. Ullman, advised that CWMF would not be ready to hold a meeting with the Trustee on January 23rd. He also warned that the Trustee would be "turned away" at the business premises if the Trustee proceeded without CWMF present because there are other active and

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operating business on the premises. Mr. Ullman proposed a meeting during the "afternoon of Thursday" (January 25, 2024) or the "afternoon of Friday" (January 26, 2024).

- (f) On January 23, 2024, at 8:21 AM, Mr. Benchetrit responded to Mr. Ullman and agreed to postpone the attendance at CWMF's premises to Thursday, January 25, 2024 at 2:30 PM. Mr. Benchetrit also inquired about the party/parties Blaney McMurtry LLP represented.
- (g) On January 23, 2024, at 8:42 AM, Mr. Cloth cancelled the meeting for January 25.
- (h) On January 23, 2024, at 8:52 AM, Mr. Benchetrit reminded Mr. Cloth that the time on Thursday afternoon had been proposed by Mr. Ullman, CWMF's counsel, and that Mr. Cloth's attendance was required.
- (i) On January 23, 2024, at 10:00 PM, Mr. Ullman explained that Mr. Cloth was in Los Angeles and proposed a new meeting time on January 31, 2024. Mr. Ullman also advised that he would attempt to "learn about the books and records in question and perhaps mitigate the need for a meeting."
- (j) On January 25, 2024, Mr. Benchetrit accommodated CWMF's request to postpone the attendance at the CWMF's premises to January 31 at 1:30 pm. Mr. Benchetrit also asked the specific questions below to which there has been no answer:
 - (i) **Online access to the CWMF TD bank accounts** – Please provide the necessary username, passwords and/or other information to access the bank accounts.
 - (ii) **Banking documents** – Please provide electronic copies of statements for all CWMF's bank accounts, cheques deposited and written, incoming and

outgoing wire payments and receipts and all supporting documentation for same for the 3 year period prior to the date of bankruptcy.

(iii) **\$67,000,000 recoverable from various productions** - The Statement of Affairs sworn by Mr. Cloth refers to "Good" accounts receivable of \$67 million. The Trustee's Preliminary Report to Creditors (Rosen Goldberg Inc.) issued December 14, 2023 indicates: *Pursuant to the sworn Statement of Affairs, the Company estimates that approximately \$67,000,000 will be recovered, as follows: Bron CCAA \$7,000,000; Various productions \$60,000,000. The \$60,000,000 is anticipated to be collected over the next 12 months from Series B, Series D, Series E, Series F and Series H projects.* Please provide details of the Series B-H projects and supporting documents.

(iv) **Payments to Conacher/Olympus Projects** – Eric's email to Bryan sent January 15 included the following statement: I am advised by Jason Cloth that of the \$67M in CWMF receivables, approximately \$50M including interest is in respect of the Conacher Kingston project, and another one called Olympus involving the same recently deceased promoter. Please provide evidence of those payments and all documents supporting the related transactions. Also please clarify the discrepancy between Eric's statement regarding the Conacher and Olympus projects and the statements regarding accounts receivable in the Statement of Affairs and the Trustee's Preliminary Report to Creditors.

(k) On January 30, 2024 at 11:47 PM, Mr. Nowina advised Messrs. Ullmann and Cloth that Baker McKenzie LLP had been retained by the Trustee and that the Trustee intended to proceed with the January 31 meeting. Mr. Nowina also advised that the Trustee's forensic team would attend to image the computers and servers. Mr.

Nowina also requested answers to Mr. Benchetrit's questions from January 25, 2024.

- (l) On January 30, 2024 at 2:42 PM, Mr. Ullman responded to Mr. Nowina by email, which was sent on Mr. Ullman's behalf by Ms. Ariyana Botejue. Mr. Ullman addressed several issues including:
 - (i) Mr. Ullman acknowledged the outstanding questions raised by Mr. Benchetrit in his January 25, 2024 email and promised to write separately regarding same. I am informed by Mr. Nowina that, to date, Mr. Ullman has not done so.
 - (ii) Mr. Ullman confirmed the January 31, 2024 attendance at CWMF's business premises, but Mr. Ullman raised two concerns as to whether a meeting would be helpful. First, he noted that "there is no clear section of the premises which deals with just the bankrupt company. Everything is intermingled." He mentioned that it would be tedious to decipher which documents belonged to CWMF and which did not. He also noted that the premises housed at least one in-house counsel office. Second, Mr. Ullman reported that during the Covid-19 pandemic, CWMF digitized its books and records, which "are located on an Office 365 cloud location." Mr. Ullman also advised that the "cloud account is not segregated and could not simply be turned over to you without page by page review. Similarly, I understand that the email accounts are intermingled."
 - (iii) Mr. Ullman asserted that "books, records and relevant information had previously been assembled and provided to Mr. Rosen in connection with the NOI filing." As described above, Mr. Rosen has unequivocally stated that the Initial Trustee was not provided with any books and records.

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- (iv) Mr. Ullman advised that Ms. Jenifer George, Mr. Cloth's assistant, would most likely be to be useful to the Trustee, however, that Ms. George would be unavailable during the January 31, 2024 meeting.
 - (v) Mr. Ullman offered to provide the Trustee with copies of the minute book. Despite his promise, Mr. Ullman has not provided any copies of the minute book.
 - (vi) Mr. Ullman suggested that the Trustee focus its efforts on "deciding what it wants to do with the intermingled electronic records."
- (m) On January 30, 2024, Mr. Cloth stated: "Jenifer is not in the office tomorrow and I'm gone after 1:30. I'm not just giving them access to random information. If that's what's going to happen. Nobody will be in the office tomorrow."
21. On January 30, 2024, Mr. Nowina confirmed with Mr. Ullman that the Trustee would attend CWMF's business premises on January 31, 2024, and advised, among other things, that the Trustee intended to take possession of the physical and electronic records of CWMF during the meeting. He advised that the Trustee would cooperate with CWMF to "find a practical solution to ensure that the records of non-bankrupt entities are excluded, including, for example, by taking custody of all of the data on the Office 365 cloud, but not extracting the data until there is agreement on how the records that do not belong to CWMF will be dealt with." He noted that this was a practical solution that addresses concerns about privacy and privilege while allowing the Trustee to take possession of the records of CWMF. Mr. Nowina reiterated that the Trustee requires the books and records to commence its work to maximize the recoveries for the creditors of CWMF. Attached hereto and marked as [Exhibit "P"](#) is a copy of the email chain, containing the email from Mr. Nowina to Mr. Ullman et al., dated January 30, 2024.
22. In this same email, Mr. Nowina also provided a list of requests including:

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- (a) Please explain in more detail how the records were intermingled.
- (b) Please confirm the name of person who is managing the Office 365 account and have that person available to meet with RSM's forensic team.
- (c) Confirm whether there are separate email mailboxes for employees of CWMF as that is one technique for segregating the records.
- (d) Please segregate the computers used by former employees of CWMF. If those computers are being used by the other businesses then that is an issue we can discuss tomorrow.
- (e) Please confirm what steps have been taken since the bankruptcy to preserve and prevent the destruction, alteration or deletion of relevant information and records of CWMF and if those steps have not been taken to take them now.

CWMF Refuses Access to Books During January 31, 2024 Meeting

23. On January 31, 2024, Mr. Nowina and I attended the business premises of CWMF located at 151 Bloor Street West, Toronto, Ontario, M5S 1S4 to take possession of the books and records. The following people were also present: Mr. Ullman as counsel for CWMF, Mr. Cloth, and Mr. Brian Koscak as in-house counsel for a non-bankrupt entity that he introduced as "Creative Wealth Media Lending". While I initially understood this to be "Creative Wealth Media Lending Inc.," it is possible that he was referring to Creative Wealth Media Lending LP 2016 or another entity. For the purposes for reporting what transpired at the event I will refer to the non-bankrupt entity as "CWML".

24. The following events transpired during the meeting:
- (a) Mr. Nowina and I were shown around the premises. Mr. Cloth confirmed that there are no material hard copies of the books and records at the premises because all books and records were digitized and are stored on the cloud.
 - (b) The Trustee requested access to the books and records on the cloud. CWMF refused. Instead, Mr. Ullman advised that he would be sending a letter setting out CWMF's position on providing access to the books and records. No such letter has been received by the Trustee and/or the Trustee's counsel.
 - (c) Mr. Ullman advised that there were no separate email accounts for CWMF and CWML and that the email accounts would be used to conduct business for multiple companies. Mr. Ullman described the books and records of CWMF as "intermingled" with the books and records of CWML and other companies. Mr. Koscak confirmed that CWML's records were on a shared cloud account with CWMF and that he had not been made aware of the Trustee's request for access to CWMF's books and records until recently. Mr. Koscak advised that he was asserting privilege on the contents of his office and his records stored on the cloud. The Trustee requested confirmation of the names and contact information for all the companies that shared access to the cloud services where CWMF's books and records are stored. No such information has been provided to the Trustee and/or the Trustee's counsel.
 - (d) Mr. Cloth advised that there was a separate folder containing documents for all of the films that CWMF provided funding to and that these documents are segregated. The Trustee requested access to these documents. To date, access to these documents has not been provided.

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- (e) The Trustee requested the contact information for Ms. George, who Mr. Ullman had previously advised was the person responsible for managing access to the information store on the cloud. On directions from Mr. Koscak, Mr. Ullmann advised that her contact information would not be provided at the meeting.
 - (f) Mr. Cloth was asked to provide any information he had on the \$67 Million in receivables that are listed as an asset of CWMF in the Statement of Affairs sworn by Mr. Cloth. Mr. Ullman advised on Mr. Cloth's behalf that he had no information to share at the meeting and that a letter would be sent from Mr. Ullman's setting out Mr. Cloth and CWMF's position on sharing information with the bankruptcy trustee concerning the \$67 Million of accounts receivable. No such letter has been received by the Trustee and/or the Trustee's counsel.
 - (g) In light of ongoing US litigation, Mr. Cloth was asked to confirm whether CWMF had any assets in Florida and he advised that it did not.
 - (h) The Trustee set forth its position that the Trustee was entitled to take possession of CWMF's books and records and that the appropriate course of action would be to permit the Trustee to take custody of all the records on the cloud but with an undertaking not to access them until the issue of how to exclude the records of CWML and the other companies was determined. Both Mr. Ullman and Mr. Koscak advised that this was not acceptable.
25. On February 6, 2024, Mr. Nowina, the Trustee's counsel, summarized the meeting on January 31, 2024, in a letter addressed to Mr. Ullman, copying Messrs. Cloth, Koscak, Tannenbaum and

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myself. Attached hereto and marked as [Exhibit "Q"](#) is a copy of Mr. Nowina's letter and the emails attaching same. The letter sets out the following issues:

- (a) The Trustee's concern that access to the books and records has not been provided and that no explanation was given on what steps were taken to preserve the books and records.
 - (b) The statutory duties of officers of bankrupt companies under the *BIA* and the Trustee's view that Mr. Cloth has not fulfilled his duties.
 - (c) Demanded answers to the questions posed by Mr. Benchetrit on January 25, 2024, and the questions posed on January 30, 2024.
 - (d) Inquired about the party/parties that Blaney McMurtry LLP represented, a question that Mr. Benchetrit had previously asked on January 23, 2024.
 - (e) Sought confirmation that CWMF's books and records are stored using the cloud services provided by Microsoft Office 365.
26. Neither the Trustee nor the Trustee's counsel has received an answer to this letter.
27. A follow-up email was sent to Messrs. Ullman, Cloth, and Koscak on February 19, 2024. As of the signing this Affidavit, no response has been received. Attached and marked as [Exhibit "R"](#) is a copy of the follow-up email.

Books and Records Provided to Borden Ladner Gervais LLP

28. Prior to the bankruptcy, CWMF appears to have been able to provide documents to Borden Ladner Gervais LLP ("**BLG**") despite the intermingling of records. Attached hereto and marked as [Exhibit "S"](#) is a copy of an email from Mr. Nowina summarizing the discussion with BLG regarding these documents.

Bron Media CCAA

29. Bron Media Corp. and related entities (collectively, "**Bron Media**"), a digital animation, gaming and live-action production company based in British Columbia, obtained CCAA protection on July 19, 2023.
30. CWMF is a creditor of Bron Media. The Service List as of January 10, 2024 lists Mr. Golden at Blaney McMurtry LLP as the litigation counsel for CWMF and CWML. Attached hereto and marked as [Exhibit "T"](#) is a copy of the Service List as of January 10, 2024.
31. Parker, Hudson, Rainer & Dobbs LLP is listed on the Service List as US counsel for Creative Wealth Media Lending LP 2016. This US firm has contacted the Trustee advising that it was jointly retained by CWMF, Creative Wealth Media Lending LP 2016, and CWML to represent these entities in the Chapter 15 bankruptcy cases of Bron Media. Attached hereto and marked as [Exhibit "U"](#) is a copy of the correspondence received.
32. Creative Wealth Media Lending LP 2016 is a secured creditor of Bron Media and was also the DIP lender during the CCAA proceeding. This entity submitted a credit bid for most of the assets of Bron Media which was refused on November 29, 2023 by the Supreme Court of British Columbia. Attached hereto and marked as [Exhibit "V"](#) is a copy of Justice Gomery's Reason's for Judgment dated November 29, 2023.
33. In refusing to approve the credit bid, Justice Gomery's Judgment made a number of observations about the relationships between Creative Wealth Media Lending LP 2016, CWMF and CWML which are excerpted or summarized below:

[7] Despite the nomenclature, I am advised that [Creative Wealth Media Lending LP 2016] does not share common beneficial ownership with CWMF or CWML. It is a limited partnership with a Canadian pension fund as the sole limited partner and Creative Wealth Media GenPar Ltd. as the general partner. The general partner is a subsidiary of Creative Wealth Holdings Ltd. It would appear that the general partner is affiliated in some way with CWMF and CWML. One of its two directors is Jason Cloth, who was associated with CWMF and has served as a director of a high-level Bron entity, Bron Media Corp.

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[64] There is substance to the other three complaints advanced by Access Road and the Ad Hoc Group. [Creative Wealth Media Lending LP 2016]'s refusal to provide information in its possession relevant to an assessment of the value of the carried interest of Bron entities in each of three slates of motion pictures placed other bidders at a disadvantage. Mr. Cloth's involvement on the boards of both Bron entities and Creative Wealth entities and a history of close dealings between [Creative Wealth Media Lending LP 2016] and Bron open the door to an inference that [Creative Wealth Media Lending LP 2016] knew more and was in a position to purchase assets of uncertain value with greater confidence than a wholly independent purchaser could be. Media Res' objection to making its financial information available limited the ability of all bidders to assess the value of a potentially significant asset.

[68] Nevertheless, I am not persuaded that the AVO and assignment order are fair and appropriate. In my view, the fundamental difficulty is that approval of the AVO would cause a readjustment of priorities over a receivable from Media Res as between Access Road and [Creative Wealth Media Lending LP 2016]. This is not what the statute was intended to accomplish, and it would give rise to unfairness.

[87] However, the complaints by Access Road and the Ad Hoc Group that I have already reviewed give rise to some doubt that the market has truly spoken, because significant information was entirely unavailable or unavailable to parties other than [Creative Wealth Media Lending LP 2016]. Potential bidders without prior involvement in Bron's projects faced all the difficulties listed by the Monitor in deciding how much to offer. They were confronted with documentation describing a myriad of projects in various stages of development. Through Mr. Cloth and a long-time working relationship with Bron's principal, Aaron Gilbert, [Creative Wealth Media Lending LP 2016] had a better feel for what it would be buying. It must have understood the challenges faced by outside bidders.

34. I am advised by Philip Cho, counsel to the Ad Hoc Group, that opposed that approval of the credit bid that in a subsequent hearing on January 17, 2024 the sale of Bron Media's assets to Creative Wealth Media Lending LP 2016 was approved on revised terms.

The Trustee Urgently Requires the Books and Records to Administer the Estate of CWMF

35. The Trustee is being hampered by its inability to take possession of the books and records of CWMF. This is a pressing issue because there is \$67,000,000.00 that Mr. Cloth described as representing good receivables, but the Trustee has received limited cooperation from Mr. Cloth in collecting these receivables and no books and records from Mr. Cloth concerning these accounts receivable.

Full and Frank Disclosure

36. I have been informed by counsel of the duty to make full and frank disclosure on an *ex parte* motion. In my Affidavit, I fully disclose all material matters within my knowledge, information or belief, including evidence that would be put forward by Mr. Cloth or CWML such as:
- (a) Both Mr. Cloth, his counsel, Mr. Ullmann, and Mr. Koscak stated that CWMF's books and records are intermingled with documents related to CWML and other entities, and it would be too complicated and/or time-consuming to parse out which documents are subject to delivery to the Trustee and which are not. Providing access to the intermingled books and records has been refused on the grounds that the trustee does not have the right to access the non-bankrupt entities books and records and that they would be prejudiced by this disclosure including production of potentially privileged documents.
 - (b) The Trustee has not substantively responded to the questions set out in Mr. Golden's emails dated December 20, 2023, December 22, 2023, January 15, 2024, and January 16, 2024 mentioned above and attached hereto as [Exhibit "O"](#).
 - (c) The Trustee has been able to get some records from Freeway Entertainment and has not exhausted its efforts to get CWMF's books and records from third parties such as Fintage House or BLG.
 - (d) As explained above, Jason Cloth has met with the Trustee and he granted access to its business premises during the January 31, 2024 meeting. Mr. Ullman stated that he would set out CWMF's position in a forthcoming letter.
37. I have reviewed the Affidavit of Lisa Bertrand which sets out the circumstances in which CWMF's books and records on Microsoft Office 365 services and Microsoft's One Drive and/or SharePoint cloud storage may be permanently lost. Given that there has been a refusal to confirm what steps

have been taken to preserve and safeguard CWMF's books and records, I am concerned that further delay in obtaining access to CWMF's online books and records may lead to the destruction or loss of these books and records.

38. This Affidavit is sworn for use in the Trustee's Motion for an order to compel access to CWMF's books and records and for no other purpose. This Affidavit is sworn by video conference via Zoom. I was physically present in the City of Toronto and the commissioner was physically present in Toronto, Ontario.

SWORN BEFORE ME:

in person OR by video conference

by Arif Dhanani at the City of Toronto, in the Province of Ontario, before me on Monday, the 4th day of March, 2024 in accordance with [O. Reg. 431/20](#), Administering Oath or Declaration Remotely.

A. Rizor

Arif Dhanani

Signature of Commissioner

Arif Dhanani

Anton Rizor
LSO# 87067A

This is Exhibit "A" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.

A. Rizal

Commissioner for Taking Affidavits (or as may be)

Transaction Number: APP-A10382817824
Report Generated on February 12, 2024, 12:04



Ministry of Public and
Business Service Delivery

Profile Report

CREATIVE WEALTH MEDIA FINANCE CORP. as of February 12, 2024

| | |
|-----------------------------------|--|
| Act | Business Corporations Act |
| Type | Ontario Business Corporation |
| Name | CREATIVE WEALTH MEDIA FINANCE CORP. |
| Ontario Corporation Number (OCN) | 2375360 |
| Governing Jurisdiction | Canada - Ontario |
| Status | Active |
| Date of Incorporation | May 31, 2013 |
| Registered or Head Office Address | 151 Bloor Street West, 700, Toronto, Ontario, Canada, M5S 1S4 |

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

This report sets out the most recent information filed on or after June 27, 1992 in respect of corporations and April 1, 1994 in respect of Business Names Act and Limited Partnerships Act filings and recorded in the electronic records maintained by the Ministry as of the date and time the report is generated, unless the report is generated for a previous date. If this report is generated for a previous date, the report sets out the most recent information filed and recorded in the electronic records maintained by the Ministry up to the "as of" date indicated on the report. Additional historical information may exist in paper or microfiche format.

Transaction Number: APP-A10382817824
Report Generated on February 12, 2024, 12:04

Active Director(s)

Minimum Number of Directors 1
Maximum Number of Directors 10

| | |
|----------------------------|--|
| Name | JASON CLOTH |
| Address for Service | 455 Cochrane Drive, 21, Markham, Ontario, Canada, L3R 9R3 |
| Resident Canadian | Yes |
| Date Began | May 31, 2013 |

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10382817824
Report Generated on February 12, 2024, 12:04

Active Officer(s)

There are no active Officers currently on file for this corporation.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

This report sets out the most recent information filed on or after June 27, 1992 in respect of corporations and April 1, 1994 in respect of Business Names Act and Limited Partnerships Act filings and recorded in the electronic records maintained by the Ministry as of the date and time the report is generated, unless the report is generated for a previous date. If this report is generated for a previous date, the report sets out the most recent information filed and recorded in the electronic records maintained by the Ministry up to the "as of" date indicated on the report. Additional historical information may exist in paper or microfiche format.

Transaction Number: APP-A10382817824
Report Generated on February 12, 2024, 12:04

Corporate Name History

Name

Effective Date

CREATIVE WEALTH MEDIA FINANCE CORP.

May 31, 2013

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

This report sets out the most recent information filed on or after June 27, 1992 in respect of corporations and April 1, 1994 in respect of Business Names Act and Limited Partnerships Act filings and recorded in the electronic records maintained by the Ministry as of the date and time the report is generated, unless the report is generated for a previous date. If this report is generated for a previous date, the report sets out the most recent information filed and recorded in the electronic records maintained by the Ministry up to the "as of" date indicated on the report. Additional historical information may exist in paper or microfiche format.

Transaction Number: APP-A10382817824
Report Generated on February 12, 2024, 12:04

Active Business Names

| | |
|--------------------------------------|-----------------------|
| Name | CREATIVE WEALTH MEDIA |
| Business Identification Number (BIN) | 280163163 |
| Registration Date | February 09, 2018 |
| Expiry Date | February 07, 2028 |

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

This report sets out the most recent information filed on or after June 27, 1992 in respect of corporations and April 1, 1994 in respect of Business Names Act and Limited Partnerships Act filings and recorded in the electronic records maintained by the Ministry as of the date and time the report is generated, unless the report is generated for a previous date. If this report is generated for a previous date, the report sets out the most recent information filed and recorded in the electronic records maintained by the Ministry up to the "as of" date indicated on the report. Additional historical information may exist in paper or microfiche format.

Transaction Number: APP-A10382817824
Report Generated on February 12, 2024, 12:04

Expired or Cancelled Business Names

This corporation does not have any expired or cancelled business names registered under the Business Names Act in Ontario.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

This report sets out the most recent information filed on or after June 27, 1992 in respect of corporations and April 1, 1994 in respect of Business Names Act and Limited Partnerships Act filings and recorded in the electronic records maintained by the Ministry as of the date and time the report is generated, unless the report is generated for a previous date. If this report is generated for a previous date, the report sets out the most recent information filed and recorded in the electronic records maintained by the Ministry up to the "as of" date indicated on the report. Additional historical information may exist in paper or microfiche format.

Transaction Number: APP-A10382817824
Report Generated on February 12, 2024, 12:04

Document List

| Filing Name | Effective Date |
|---|--------------------|
| Annual Return - 2017 PAF: JASON CLOTH - DIRECTOR | December 29, 2019 |
| Annual Return - 2016 PAF: JASON CLOTH - DIRECTOR | September 02, 2018 |
| Annual Return - 2015 PAF: JASON CLOTH - DIRECTOR | September 02, 2018 |
| Annual Return - 2014 PAF: JASON CLOTH - DIRECTOR | September 02, 2018 |
| Annual Return - 2013 PAF: JASON CLOTH - DIRECTOR | September 02, 2018 |
| BCA - Articles of Incorporation | May 31, 2013 |

All "PAF" (person authorizing filing) information is displayed exactly as recorded in the Ontario Business Registry. Where PAF is not shown against a document, the information has not been recorded in the Ontario Business Registry.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

This report sets out the most recent information filed on or after June 27, 1992 in respect of corporations and April 1, 1994 in respect of Business Names Act and Limited Partnerships Act filings and recorded in the electronic records maintained by the Ministry as of the date and time the report is generated, unless the report is generated for a previous date. If this report is generated for a previous date, the report sets out the most recent information filed and recorded in the electronic records maintained by the Ministry up to the "as of" date indicated on the report. Additional historical information may exist in paper or microfiche format.

This is Exhibit "B" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.

A. Rizas

Commissioner for Taking Affidavits (or as may be)

Transaction Number: APP-A10386405854
Report Generated on February 15, 2024, 14:07



Ministry of Public and
Business Service Delivery

Profile Report

CREATIVE WEALTH MEDIA LENDING INC. as of February 15, 2024

| | |
|-----------------------------------|---|
| Act | Business Corporations Act |
| Type | Ontario Business Corporation |
| Name | CREATIVE WEALTH MEDIA LENDING INC. |
| Ontario Corporation Number (OCN) | 2447163 |
| Governing Jurisdiction | Canada - Ontario |
| Status | Active |
| Date of Incorporation | December 19, 2014 |
| Registered or Head Office Address | 151 Bloor Street West, 700, Toronto, Ontario, Canada, M5S 1S4 |

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

This report sets out the most recent information filed on or after June 27, 1992 in respect of corporations and April 1, 1994 in respect of Business Names Act and Limited Partnerships Act filings and recorded in the electronic records maintained by the Ministry as of the date and time the report is generated, unless the report is generated for a previous date. If this report is generated for a previous date, the report sets out the most recent information filed and recorded in the electronic records maintained by the Ministry up to the "as of" date indicated on the report. Additional historical information may exist in paper or microfiche format.

Transaction Number: APP-A10386405854
Report Generated on February 15, 2024, 14:07

Active Director(s)

Minimum Number of Directors 1
Maximum Number of Directors 10

Name JASON CLOTH
Address for Service 151 Bloor Street West, 700, Toronto, Ontario, Canada, M5S
1S4
Resident Canadian Yes
Date Began December 19, 2014

Name RICHARD MCCONNELL
Address for Service 151 Bloor Street West, 700, Toronto, Ontario, Canada, M5S
1S4
Resident Canadian Yes
Date Began September 28, 2017

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386405854
Report Generated on February 15, 2024, 14:07

Active Officer(s)

| | |
|----------------------------|--|
| Name | JASON CLOTH |
| Position | Vice-President |
| Address for Service | 151 Bloor Street West, 700, Toronto, Ontario, Canada, M5S 1S4 |
| Date Began | December 19, 2014 |

| | |
|----------------------------|--|
| Name | RICHARD MCCONNELL |
| Position | Other (untitled) |
| Address for Service | 151 Bloor Street West, 700, Toronto, Ontario, Canada, M5S 1S4 |
| Date Began | March 15, 2016 |

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386405854
Report Generated on February 15, 2024, 14:07

Corporate Name History

Name

Effective Date

CREATIVE WEALTH MEDIA LENDING INC.

December 19, 2014

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386405854
Report Generated on February 15, 2024, 14:07

Active Business Names

| | |
|--------------------------------------|-----------------------|
| Name | CREATIVE WEALTH MEDIA |
| Business Identification Number (BIN) | 301236444 |
| Registration Date | November 03, 2020 |
| Expiry Date | November 02, 2025 |

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386405854
Report Generated on February 15, 2024, 14:07

Expired or Cancelled Business Names

| | |
|---|-----------------------|
| Name | CREATIVE WEALTH MEDIA |
| Business Identification Number (BIN) | 280163171 |
| Status | Inactive - Expired |
| Registration Date | February 09, 2018 |
| Expired Date | February 08, 2023 |

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386405854
Report Generated on February 15, 2024, 14:07

Document List

| Filing Name | Effective Date |
|--|--------------------|
| Archive Document Package | December 14, 2023 |
| CIA - Notice of Change PAF: PETER DUNNE | September 01, 2023 |
| Annual Return - 2022 PAF: RICHARD MCCONNELL | April 20, 2023 |
| Annual Return - 2021 PAF: RICHARD MCCONNELL | April 20, 2023 |
| Annual Return - 2020 PAF: RICHARD MCCONNELL | April 20, 2023 |
| Annual Return - 2019 PAF: JASON CLOTH - DIRECTOR | December 06, 2020 |
| Annual Return - 2018 PAF: JASON CLOTH - DIRECTOR | July 28, 2019 |
| Annual Return - 2017 PAF: JASON CLOTH - DIRECTOR | July 08, 2018 |
| CIA - Notice of Change PAF: ANTONINA SZASZKIEWICZ - OTHER | February 09, 2018 |
| Annual Return - 2016 PAF: JASON CLOTH - DIRECTOR | July 09, 2017 |
| Annual Return - 2015 PAF: JASON CLOTH - DIRECTOR | July 09, 2017 |
| Annual Return - 2014 PAF: JASON CLOTH - DIRECTOR | July 09, 2017 |
| CIA - Notice of Change PAF: ANTONINA SZASZKIEWICZ - OTHER | September 27, 2016 |

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386405854
Report Generated on February 15, 2024, 14:07

| | |
|--|--------------------|
| CIA - Notice of Change PAF: ANTONINA SZASZKIEWICZ - OTHER | September 27, 2016 |
| CIA - Notice of Change PAF: ANTONINA SZASZKIEWICZ - OTHER | May 26, 2016 |
| CIA - Initial Return PAF: ANTONINA B SZASZKIEWICZ - OTHER | February 17, 2015 |
| BCA - Articles of Incorporation | December 19, 2014 |

All "PAF" (person authorizing filing) information is displayed exactly as recorded in the Ontario Business Registry. Where PAF is not shown against a document, the information has not been recorded in the Ontario Business Registry.

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V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386589378
Report Generated on February 15, 2024, 15:41



Ministry of Public and
Business Service Delivery

Profile Report

CREATIVE WEALTH MEDIA ADVISORS INC. as of February 15, 2024

| | |
|-----------------------------------|--|
| Act | Business Corporations Act |
| Type | Ontario Business Corporation |
| Name | CREATIVE WEALTH MEDIA ADVISORS INC. |
| Ontario Corporation Number (OCN) | 2801799 |
| Governing Jurisdiction | Canada - Ontario |
| Status | Active |
| Date of Incorporation | December 18, 2020 |
| Registered or Head Office Address | 151 Bloor Street West, 700, Toronto, Ontario, Canada, M5S 1S4 |

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386589378
Report Generated on February 15, 2024, 15:41

Active Director(s)

Minimum Number of Directors 1
Maximum Number of Directors 10

Name JASON CLOTH
Address for Service 151 Bloor Street West, 700, Toronto, Ontario, Canada, M5S
1S4
Resident Canadian Yes
Date Began December 18, 2020

Name RICHARD MCCONNELL
Address for Service 151 Bloor Street West, 700, Toronto, Ontario, Canada, M5S
1S4
Resident Canadian Yes
Date Began December 18, 2020

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386589378
Report Generated on February 15, 2024, 15:41

Active Officer(s)

| | |
|----------------------------|--|
| Name | JASON CLOTH |
| Position | Chief Executive Officer |
| Address for Service | 151 Bloor Street West, 700, Toronto, Ontario, Canada, M5S 1S4 |
| Date Began | December 18, 2020 |

| | |
|----------------------------|--|
| Name | RICHARD MCCONNELL |
| Position | Other (untitled) |
| Address for Service | 151 Bloor Street West, 700, Toronto, Ontario, Canada, M5S 1S4 |
| Date Began | December 18, 2020 |

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386589378
Report Generated on February 15, 2024, 15:41

Corporate Name History

Name

Effective Date

CREATIVE WEALTH MEDIA ADVISORS INC.

December 18, 2020

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386589378
Report Generated on February 15, 2024, 15:41

Active Business Names

This corporation does not have any active business names registered under the Business Names Act in Ontario.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386589378
Report Generated on February 15, 2024, 15:41

Expired or Cancelled Business Names

This corporation does not have any expired or cancelled business names registered under the Business Names Act in Ontario.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386589378
Report Generated on February 15, 2024, 15:41

Document List

| Filing Name | Effective Date |
|--|--------------------|
| Archive Document Package | September 29, 2023 |
| CIA - Notice of Change PAF: RICHARD MCCONNELL | March 13, 2023 |
| CIA - Notice of Change PAF: Richard MCCONNELL | October 31, 2022 |
| BCA - Articles of Incorporation | December 18, 2020 |

All "PAF" (person authorizing filing) information is displayed exactly as recorded in the Ontario Business Registry. Where PAF is not shown against a document, the information has not been recorded in the Ontario Business Registry.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386410607
Report Generated on February 15, 2024, 14:09



Ministry of Public and
Business Service Delivery

Profile Report

CREATIVE WEALTH MEDIA LENDING LP 2016 as of February 15, 2024

| | |
|--------------------------------------|--|
| Act | Limited Partnerships Act |
| Type | Ontario Limited Partnership |
| Firm Name | CREATIVE WEALTH MEDIA LENDING LP 2016 |
| Business Identification Number (BIN) | 260562988 |
| Declaration Status | Active |
| Declaration Date | May 30, 2016 |
| Expiry Date | May 28, 2026 |
| Principal Place of Business | 151 Bloor Street West, 700, Toronto, Ontario, Canada, M5S 2C7 |
| Activity (NAICS Code) | [Not Provided] - [Not Provided] |

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

A handwritten signature in black ink, appearing to read "V. Quintanilla W.", written over a light blue background.

Director/Registrar

This report sets out the most recent information filed on or after June 27, 1992 in respect of corporations and April 1, 1994 in respect of Business Names Act and Limited Partnerships Act filings and recorded in the electronic records maintained by the Ministry as of the date and time the report is generated, unless the report is generated for a previous date. If this report is generated for a previous date, the report sets out the most recent information filed and recorded in the electronic records maintained by the Ministry up to the "as of" date indicated on the report. Additional historical information may exist in paper or microfiche format.

Transaction Number: APP-A10386410607
Report Generated on February 15, 2024, 14:09

General Partners

Number of General Partners 1

Partners

Partner 1

| | |
|-----------------------------------|--|
| Name | CREATIVE WEALTH MEDIA GENPAR LTD. |
| Ontario Corporation Number (OCN) | 2447162 |
| Entity Type | Ontario Business Corporation |
| Registered or Head Office Address | 151 Bloor Street West, 700, Toronto, Ontario, Canada, M5S 1S4 |

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386410607
Report Generated on February 15, 2024, 14:09

Firm Name History**Name****Effective Date**

CREATIVE WEALTH MEDIA LENDING LP 2016

May 30, 2016

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386410607
Report Generated on February 15, 2024, 14:09

Active Business Names

This entity does not have any active business names registered under the Business Names Act in Ontario.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386410607
Report Generated on February 15, 2024, 14:09

Expired or Cancelled Business Names

This entity does not have any expired or cancelled business names registered under the Business Names Act in Ontario.

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V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386410607
Report Generated on February 15, 2024, 14:09

Document List

| Filing Name | Effective Date |
|--|------------------|
| Renewal of an Ontario Limited Partnership Declaration | January 05, 2024 |
| Declaration of Change to an Ontario Limited Partnership | October 07, 2016 |
| LPA - File a Declaration of an Ontario Limited Partnership | May 30, 2016 |

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386408085
Report Generated on February 15, 2024, 14:07



Ministry of Public and
Business Service Delivery

Profile Report

CREATIVE WEALTH HOLDINGS LTD. as of February 15, 2024

| | |
|-----------------------------------|---|
| Act | Business Corporations Act |
| Type | Ontario Business Corporation |
| Name | CREATIVE WEALTH HOLDINGS LTD. |
| Ontario Corporation Number (OCN) | 2447157 |
| Governing Jurisdiction | Canada - Ontario |
| Status | Active |
| Date of Incorporation | December 19, 2014 |
| Registered or Head Office Address | 40 Holly Street, 302, Toronto, Ontario, Canada, M4S 3C3 |

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386408085
Report Generated on February 15, 2024, 14:07

Active Director(s)

Minimum Number of Directors 1
Maximum Number of Directors 10

Name JASON CLOTH
Address for Service 455 Cochrane Drive, 21, Markham, Ontario, Canada, L3R
9R3
Resident Canadian Yes
Date Began December 19, 2014

Name RICHARD MCCONNELL
Address for Service 10 Ballantyne Drive, Ajax, Ontario, Canada, L1T 4H8
Resident Canadian Yes
Date Began September 28, 2017

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386408085
Report Generated on February 15, 2024, 14:07

Active Officer(s)**Name**

JASON CLOTH

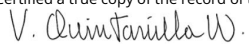
Position

Vice-President

Address for Service455 Wrenwood Court, 23, Unionville, Ontario, Canada, L3R
6H5**Date Began**

December 19, 2014

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.



Director/Registrar

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Transaction Number: APP-A10386408085
Report Generated on February 15, 2024, 14:07

Corporate Name History

Name

Effective Date

CREATIVE WEALTH HOLDINGS LTD.

December 19, 2014

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V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386408085
Report Generated on February 15, 2024, 14:07

Active Business Names

This corporation does not have any active business names registered under the Business Names Act in Ontario.

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V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386408085
Report Generated on February 15, 2024, 14:07

Expired or Cancelled Business Names

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V. Quintanilla W.

Director/Registrar

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Transaction Number: APP-A10386408085
Report Generated on February 15, 2024, 14:07

Document List

| Filing Name | Effective Date |
|--|--------------------|
| CIA - Notice of Change PAF: PETER DUNNE | September 01, 2023 |
| Annual Return - 2019 PAF: JASON CLOTH - DIRECTOR | December 06, 2020 |
| CIA - Notice of Change PAF: ANTONINA SZASZKIEWICZ - OTHER | June 23, 2020 |
| Annual Return - 2018 PAF: JASON CLOTH - DIRECTOR | September 01, 2019 |
| Annual Return - 2017 PAF: JASON CLOTH - DIRECTOR | July 08, 2018 |
| CIA - Notice of Change PAF: ANTONINA SZASZKIEWICZ - OTHER | February 09, 2018 |
| Annual Return - 2016 PAF: JASON CLOTH - DIRECTOR | July 09, 2017 |
| Annual Return - 2015 PAF: JASON CLOTH - DIRECTOR | July 09, 2017 |
| Annual Return - 2014 PAF: JASON CLOTH - DIRECTOR | July 09, 2017 |
| CIA - Notice of Change PAF: ANTONINA SZASZKIEWICZ - OTHER | September 27, 2016 |
| CIA - Initial Return PAF: ADRIAN B SZASZKIEWICZ - OTHER | February 17, 2015 |
| BCA - Articles of Incorporation | December 19, 2014 |

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Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

This report sets out the most recent information filed on or after June 27, 1992 in respect of corporations and April 1, 1994 in respect of Business Names Act and Limited Partnerships Act filings and recorded in the electronic records maintained by the Ministry as of the date and time the report is generated, unless the report is generated for a previous date. If this report is generated for a previous date, the report sets out the most recent information filed and recorded in the electronic records maintained by the Ministry up to the "as of" date indicated on the report. Additional historical information may exist in paper or microfiche format.

This is Exhibit "C" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.

A. Kizor

Commissioner for Taking Affidavits (or as may be)



ROSEN GOLDBERG

District of: Ontario
Division No. 09 – Toronto
Court No. 31-3003083
Estate No. 31-3003083

**IN THE MATTER OF THE PROPOSAL OF
 CREATIVE WEALTH MEDIA FINANCE CORP.
 OF THE CITY OF TORONTO, PROVINCE OF ONTARIO**

To the creditors of Creative Wealth Media Finance Corp.

We are writing to advise you that on October 27, 2023, Creative Wealth Media Finance Corp. (“Creative”) commenced proposal proceedings pursuant to the provision of section 50.4(1) of the *Bankruptcy and Insolvency Act* (“BIA”), by filing a Notice of Intention to Make a Proposal (“NOI”). A copy of the NOI is enclosed. Rosen Goldberg Inc. has consented to act as Licensed Insolvency Trustee under the NOI (“Trustee”).

Although the NOI is pursuant to the BIA, it is important to note that Creative is **NOT** bankrupt.

At present, creditors are **NOT** required to file a proof of claim. The Trustee will provide you with further information and a proof of claim form, at a later date.

All creditor claim amounts are stated in Canadian dollars.

Please note that during the NOI proceeding:

- *No person may terminate or amend any agreement with Creative, or claim accelerated payment, or a forfeiture of the term, under any agreement with Creative by reason only that Creative is insolvent or by any reason of the filing of the NOI, pursuant to section 65.1(1) of the BIA; and*
- *No creditor has any remedy against Creative or its property or shall commence or continue any action, execution, or other proceedings against Creative pursuant to section 69(1) of the BIA.*

Yours very truly,

Rosen Goldberg Inc.

Licensed Insolvency Trustee

District of: Ontario
 Division No. 09 - Toronto
 Court No.
 Estate No.

- FORM 33 -
 Notice of Intention To Make a Proposal
 (Subsection 50.4(1) of the Act)

IN THE MATTER OF THE PROPOSAL OF
 CREATIVE WEALTH MEDIA FINANCE CORP.
 OF THE CITY OF TORONTO, PROVINCE OF ONTARIO

Take notice that:

1. I, Creative Wealth Media Finance Corp., an insolvent person, state, pursuant to subsection 50.4(1) of the Act, that I intend to make a proposal to my creditors.
2. Rosen Goldberg Inc. of 5255 Yonge Street, Suite 804, Toronto, ON, M2N 6P4, a licensed trustee, has consented to act as trustee under the proposal. A copy of the consent is attached.
3. A list of the names of the known creditors with claims of \$250 or more and the amounts of their claims is also attached.
4. Pursuant to section 69 of the Act, all proceedings against me are stayed as of the date of filing of this notice with the official receiver in my locality.

Dated at the City of Toronto in the Province of Ontario, this 27th day of October 2023.

Jason Cloth

Creative Wealth Media Finance Corp.
 Insolvent Person

To be completed by Official Receiver:

Filing Date

Official Receiver

- Proposal Consent -

IN THE MATTER OF THE PROPOSAL OF
CREATIVE WEALTH MEDIA FINANCE CORP.
OF THE CITY OF TORONTO, PROVINCE OF ONTARIO

To whom it may concern,

This is to advise that we hereby consent to act as trustee under the Bankruptcy and Insolvency Act for the proposal of Creative Wealth Media Finance Corp..

Dated at the City of Toronto in the Province of Ontario, this 27th day of October 2023.

Rosen Goldberg Inc. - Licensed Insolvency Trustee

Rosen Goldberg Inc.

5255 Yonge Street, Suite 804
Toronto ON M2N 6P4
Phone: (416) 224-4200 Fax: (416) 224-4330



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Ontario
Division No. 09 - Toronto
Court No. 31-3003083
Estate No. 31-3003083

In the Matter of the Notice of Intention to make a proposal of:

Creative Wealth Media Finance Corp.

Insolvent Person

ROSEN GOLDBERG INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

October 27, 2023

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: October 27, 2023, 15:28

E-File/Dépôt Electronique

Official Receiver

151 Yonge Street, 4th Floor, Toronto, Ontario, Canada, M5C2W7, (877)376-9902

Canada

- Creditor Mailing List -

IN THE MATTER OF THE PROPOSAL OF
CREATIVE WEALTH MEDIA FINANCE CORP
OF THE CITY OF TORONTO, PROVINCE OF ONTARIO

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|--|-----------|---|--------------|
| Director | Jason Cloth | | 20 Stratheden Rd Toronto ON M4N 1E3 | |
| Contingent | Nicholas Patterson | | c/o Orr Taylor LLP 500 - 200 Adelaide Street West Toronto ON M5H 1W7 | 1.00 |
| Unsecured | 1593401 Ontario Ltd. | | c/o Gowling WLG Suite 1600, 1 First Canadian Place Toronto ON M5X 1G5 | 1,130,000.00 |
| | 2012 Irrevocable Suzanne C. Wieseneck Family Gift Trust | | 840 Walden Lane Lake Forest IL 60045 USA | 2,767,500.00 |
| | 2123815 Ontario Inc. | | 635 Woodland Acres Cres Maple ON L6A 1G2 | 1,418,500.00 |
| | 2355673 Ontario Inc | | 752 Clarkson Road S Mississauga ON L5J 2T9 | 400,000.00 |
| | 272 Ventures LLC | | 539 W Commerce, Ste 388 Dallas TX 75208 USA | 1,300,000.00 |
| | 2724073 Ontario Inc. | | 59 Powell Road Toronto ON M3K 1M6 | 130,000.00 |
| | Ahrens, Dennis | | PO Box 6581 Bloomington IL 60108 USA | 1,012,500.00 |
| | Albrink, Frederick | | 221 East 4th Street, Suite 2700 Cincinnati OH 45202 USA | 135,000.00 |
| | Alderdice, Patrick | | 4508 Oak Tree Ct, Lawrence KS 66049 USA | 650,000.00 |
| | Allen, George & Collins, Ann | | 7220 Farr St, Annandale, VA 22003 Annadale VA 22003 USA | 877,500.00 |
| | Altman, Benjamin | | 11 North Green Street, Apt 4B, Chicago IL 60607 USA | 33,750.00 |
| | Alturi, Pratha | | 8200 Muchmore Pointe Cincinnati OH 45243 USA | 270,000.00 |
| | Amata, Ryan | | 1109 Kingdale Road Newmarket ON L3Y 4W1 | 135,000.00 |
| | Anderson 2011 Trust | | 2331 North Point St, San Francisco CA 94123 USA | 135,000.00 |
| | Andreas, Susan | | | 135,000.00 |
| | | | 85 Spotford St Georgetown MA 01833 USA | |
| | Aurigemma, John | | 4504 Kathryn Ct Batavia OH 45103 USA | 270,000.00 |
| | B&B Investment Partners | | 3847 Quail Ridge Dr. Boynton Beach FL 33435 USA | 1,282,500.00 |
| | Bailen, James L. | | 4465 S Jones Blvd Las Vegas NV 89103 USA | 675,000.00 |
| | Bailen, Sandra | | 6007 Huting Rd, Louisville KY 40222 USA | 270,000.00 |
| | Bartlett, Daniel | | 3611 Mound Way, Cincinnati OH 45227 USA | 33,750.00 |
| | Baxter, Carole | | 6182 State Route 730, Wilmington OH 45177 USA | 303,750.00 |

- Creditor Mailing List -

IN THE MATTER OF THE PROPOSAL OF
CREATIVE WEALTH MEDIA FINANCE CORP
OF THE CITY OF TORONTO, PROVINCE OF ONTARIO

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|--|-----------|--|--------------|
| Unsecured | Bayshore Capital Advisors, LLC, BCA Alternative Income Funds, LP and TRocking T Ranch LLLP | | c/o Book Law 365 Bay Street, 2nd Floor Toronto ON M5H 2V1 | 4,500,000.00 |
| | BBP I | | 333 W Wacker Dr 6th Floor Chicago IL 60606 USA | 337,500.00 |
| | BBP II LLC | | 333 W Wacker Dr 6th Floor Chicago IL 60606 USA | 1,012,500.00 |
| | BBP IV | | 333 W Wacker Dr 6th Floor Chicago IL 60606 USA | 675,000.00 |
| | BBP V | | 333 W Wacker Dr 6th Floor Chicago IL 60606 USA | 675,000.00 |
| | BBP VII | | 333 W Wacker Dr 6th Floor Chicago IL 60606 USA | 2,025,000.00 |
| | Beneteau, Andrea | | 20 Fashion Roseway Suite 420W North York ON M2N 6B5 | 270,000.00 |
| | Bennett IV, Benjamin | | 2315 Country Club Dr Avon OH 44011 USA | 135,000.00 |
| | Benoit, Gabrielle | | 5501 Spine Rd., Unit 208 Boulder CO 80301 USA | 540,000.00 |
| | Berg, Kevin | | 640 N. Lasalle, Suite 295 Chicago IL 60654 USA | 472,500.00 |
| | Bergen, Allan (USD) | | 4832 Fairview Ave, Blue Ash, OH 45242 Blue Ash OH 45242 USA | 472,500.00 |
| | Berger Singerman | | 201 E Las Olas Blvd, Ste 1500 Fort Lauderdale FL USA | 8,100.00 |
| | Berman, Bruce | | 2500 Meadow Ave Boulder CO 80304 USA | 8,673,750.00 |
| | Berman, Ronald | | 1699 Pebble Beach Way Vernon Hills IL 60061 USA | 2,058,750.00 |
| | Berman, Suzanne Trust | | 27 N Wacker Dr, Chicago IL 60606 Chicago IL 60606 USA | 135,000.00 |
| | Berthold, Charles | | 555 12th Street, Suite 900 Oakland CA 94607 USA | 540,000.00 |
| | Bidwill, Brian | | 270 Vista Grande Greenbrae CA 94905 USA | 769,500.00 |
| | Blaney LLP | | 2 Queen Street East, Ste 1500 Toronto ON M5C 3G5 | 200,000.00 |
| | Blessing, Ami | | 756 Kroger Valley Dr, Cincinnati, OH 45226 Cincinnati OH 45226 USA | 135,000.00 |
| | Blessing, Robert | | 2435 RIVERSIDE DR Cincinnati OH 45202 USA | 67,500.00 |
| | Bober, Larry DBP | | 27 N Wacker Dr Chicago IL 60606 USA | 202,250.00 |
| | Bober, Larry Savings Plan | | 27 N Wacker Dr Chicago IL 60606 USA | 100,000.00 |
| | Bober, Lawrence (USD) | | 27 N Wacker Dr Chicago IL 60606 USA | 189,000.00 |
| | Bober, Lawrence CPA LLC DBP | | 27 N Wacker Dr Chicago IL 60606 USA | 135,000.00 |
| | Bogges, Thomas | | 3837 Quail Ridge Dr Boynton Beach FL 33436 USA | 405,000.00 |

- Creditor Mailing List -

IN THE MATTER OF THE PROPOSAL OF
CREATIVE WEALTH MEDIA FINANCE CORP
OF THE CITY OF TORONTO, PROVINCE OF ONTARIO

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|-------------------------------------|-----------|--|--------------|
| Unsecured | Borden Ladner Gervais LLP - Toronto | | Scotia Plaza, 40 King Street West, 44th Floor Toronto ON M5H 3Y4 Fax: (416) 367-6749 | 400,000.00 |
| | Bova, Richard (USD) | | 72 Sunup Trail, Riverhead Riverhead NY 11901 USA | 555,500.00 |
| | Brachle, John (USD) | | 229 Blackstone Ave, La Grange IL 60525 USA | 236,250.00 |
| | Brachle, Paul FBO (USD) | | 7395 Algonquin Drive, Cincinnati OH 45243 USA | 236,250.00 |
| | Braden, Parker (USD) | | 3102 Pinnacle Dr, Longview TX 75605 Longview Tx 75605 USA | 33,750.00 |
| | Branden, David (USD) | | 10112 Benham Dr, Dayton OH 45458 USA | 337,500.00 |
| | Brewer, Cheryl (USD) | | 221 East 4th Street, Suite 2700 Cincinnati OH 45202 USA | 168,750.00 |
| | Brotherton, John (USD) | | 1424 Shoreline Way Loveland OH 45140 USA | 101,250.00 |
| | Broussard, Gail March Living Trust | | 1 North Jefferson, St Louis, MO St Louis Mo 63103 USA | 271,600.00 |
| | Brown, William (USD) | | 221 East 4th Street, Suite 2700 Cincinnati OH 45202 USA | 270,000.00 |
| | Brown, Sharon (USD) | | 1825 Appian Way, Springfield OH 45503 USA | 67,500.00 |
| | Brown, William FBO (USD) | | 221 East 4th Street, Suite 2700 Cincinnati OH 45202 USA | 67,500.00 |
| | Bruce Bell and Evelyne Neiman | | c/o Ordon Law 200-70 Bond Street Toronto ON M5B 1X3 | 300,000.00 |
| | Buerk, Dr. Bruce (USD) | | 1200 Forest Run, Dayton, OH 45429 Dayton OH 45429 USA | 675,000.00 |
| | Burnstein, Jean Rev.Trust (USD) | | 310 Grove St. Glencoe IL 60022 USA | 877,500.00 |
| | Burnstein, Jeff Trust | | 310 Grove St. Glencoe IL 60022 USA | 168,750.00 |
| | Burnstein, Jill Trust (USD) | | 310 Grove St. Glencoe IL 60022 USA | 371,250.00 |
| | Burnstine, Jean L | | 310 Grove Street Glencoe IL 60022 USA | 1,080,000.00 |
| | Burnstine, Mark R. | | 310 Grove Street Glencoe IL 60022 USA | 540,000.00 |
| | Burton, Ury (USD) | | 665 Sheridan Rd, Highland Park, IL 60035 Highland Park IL 60035 USA | 1,012,500.00 |
| | Byberg, Jacqueline (CDN) | | 151 Curtis Cres King City ON L7B 1C1 | 60,000.00 |
| | Byberg, Samantha (CDN) | | 151 Curtis Cres King City ON L7B 1C1 | 60,000.00 |
| | Byberg, Scott (USD) | | 151 Curtis Cres King City ON L7B 1C1 | 155,000.00 |
| | Campello, Valeria | | 9830 SW 125 Ave Miami FL 33186 USA | 2,362,446.00 |
| | Campello-Palep, Anaya Trust | | 10205 SW 115 Court Miami FL 33176 USA | 270,000.00 |

- Creditor Mailing List -

IN THE MATTER OF THE PROPOSAL OF
CREATIVE WEALTH MEDIA FINANCE CORP
OF THE CITY OF TORONTO, PROVINCE OF ONTARIO

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|---------------------------------------|--------------|--|---------------|
| Unsecured | Canham, Thomas (USD) | | 285 Grande Way Apt 1804, Naples FL 34110 USA | 337,500.00 |
| | Caras, Ron (USD) | | 1425 Voltz Road Northbrook IL 60062 USA | 67,500.00 |
| | Carlson, John (USD) | | 3709 Bradley Lane Chevy Chase MD 20815 USA | 533,250.00 |
| | Carter, Eric (USD) | | , Louisville, KY 40205 Louisville KY 40205 USA | 135,000.00 |
| | Carter, Jeffrey (USD) | | 50 Bay Street, Suite 1444 Toronto ON M5J 3A5 | 810,000.00 |
| | Catalyst Wealth Management Media Fund | | 450 Skokie Blvd, Ste 507 Northbrook IL 60062 USA | 31,828,890.00 |
| | CBL Investments LLC (USD) | | 921 N Deerborn St, Chicago IL 60610 USA | 1,012,500.00 |
| | Cizikas, Casey (USD) | | 50 Bay Street, Suite 1444 Toronto ON M5J 3A5 | 81,000.00 |
| | Clifford, Kyle | | 12755 English Walnut Drive St.Louis MO 63131 USA | 540,000.00 |
| | Clowe, Ryane (USD) | | 50 Bay Street, Suite 1444 Toronto ON M5J 3A5 | 155,250.00 |
| | Cocke, Warren Briggs | | 39 Hunting Ridge Rd Manakin Sabot VA 23103 USA | 236,250.00 |
| | Collina, Elaine | | 537 N Roscoe St #3 Chicago IL 60657 USA | 346,950.00 |
| | Collins, Nancy | | 450 Skokie Blvd, Ste 507 Northbrook IL 66962 USA | 54,000.00 |
| | Colonia Trustco Inc. | John Buhlman | c/o WeirFoulds 4100-66 Wellington Street West Toronto ON M5K 1B7 | 19,119,000.00 |
| | Cortullucii, Fabrizio (USD) | | 137 Bowes Rd, Concord, ON L4K 1H3 Concord ON L4K 1H3 | 135,000.00 |
| | Crawshaw, Christopher D. | | 125 Bitch Street Winnetka IL 60093 USA | 843,750.00 |
| | Creative Wealth Media Lending LP | | 151 Bloor Street West, Ste 700 Toronto ON M5S 1S4 | 63,590,000.00 |
| | Cromydas, Nick | | 140 Oxford Rd Kenilworth IL 60043 USA | 135,000.00 |
| | Crowe, Zachary (CDN) | | 546 Highland Ave NE, Atlanta, GA 30312 Atlanta GA 30312 USA | 30,810.00 |
| | Cynthia L. Elliott Trust 1999 | | 39 Hunting Ridge Rd Manakin Sabot VA 23103 USA | 1,557,440.00 |
| | David Wieseneck Living Trust | | 818 N. Linn Street Iowa City IA 52245 USA | 1,147,500.00 |
| | De Haan, Calvin (USD) | | 50 Bay Street, Suite 1444 Toronto ON M5J 3A5 | 121,500.00 |
| | De Kat Family Rev.Trust B (USD) | | 13346 N Stone View Trail Fountain Hill AZ 85268 USA | 768,200.00 |
| | Denardo, Robert (USD) | | 695 Harding Ave, Glen Ellyn IL 60137 USA | 135,000.00 |
| | DeNardo, Thomas Henry | | 1012 James Court Wheaton IL 60189 USA | 675,000.00 |

- Creditor Mailing List -

**IN THE MATTER OF THE PROPOSAL OF
CREATIVE WEALTH MEDIA FINANCE CORP
OF THE CITY OF TORONTO, PROVINCE OF ONTARIO**

| Creditor Type | Name | Attention | Address | Claim \$ |
|----------------------|--|------------------|---|-----------------|
| Unsecured | Desert Media | | 16220 N Scottsdale Rd, Ste 340 Scottsdale AZ 85254 USA | 8,100,000.00 |
| | Diamond, Deborah | | 6401 Gross Point Rd Niles IL 60714 USA | 135,000.00 |
| | Diamond, Sidney | | 45 Hawthorne Road Barrington Hills IL 60010 USA | 337,500.00 |
| | DiGenova, Linda (USD) | | 750 Millway Ave Suite 6, Woodbridge ON L4K 3T7 | 270,000.00 |
| | DiGenova, Lynn (USD) | | 750 Millway Ave Suite 6, Woodbridge ON L4K 3T7 | 348,700.00 |
| | Digrigorio, Sam (USD) | | 6320 La Posta Dr El Paso TX 79912 USA | 675,000.00 |
| | Dinnen, Eric (USD) | | 106 Barrington Rd Ft Wright KY 41011 USA | 202,500.00 |
| | Divaldeni, Tomas Plekanec (USD) | | 50 Bay Street, Suite 1444 Toronto ON M5J 3A5 | 315,900.00 |
| | Donald Stubbs et al. | | c/o Ricketts Harris 181 University Ave., Ste 800 Toronto ON M5H 2X7 | 190,000.00 |
| | Dorn, James & Margaret (USD) | | 5585 Wasigo Dr Cincinnati OH 45230 USA | 67,500.00 |
| | DPDS | | 33 W Wacker Dr Chicago IL 60606 USA | 2,973,300.00 |
| | DRTIVI (USD) | | 1012 James Court Wheaton IL 60189 USA | 1,755,000.00 |
| | Dworkin, Bradley | | 657 Colwyn Terrace Deerfield IL 60015 USA | 675,000.00 |
| | Eagleson, Adam | | 355 Wisteria Ave Fairhope AL 36532 USA | 135,000.00 |
| | Elgamil, Sheila | | 8928 Kenton Ave Skokie IL 60076 USA | 270,000.00 |
| | Elliott, Cynthia | | 39 Hunting Ridge Road Manakin Sabot VA 23103 USA | 1,557,400.00 |
| | Elliott, Virginia | | 2204 Lariat Trail Frisco TX 75034 USA | 2,997,000.00 |
| | Ellis, Ryan | | 50 Bay Street Suite 1444 Toronto ON M5J 3A5 | 425,000.00 |
| | Emanuel, Roland | | 323 Pilot Point Lane Boca Raton FL 33921 USA | 135,000.00 |
| | Emilia Elgamil Living Trust | | 8928 Kenton Ave Skokie IL 60076 USA | 1,215,000.00 |
| | Equity Trust Company Custodian FBO Michael Moon IRA | | 3 Owlswood Rd Tiburon CA 94920 USA | 607,500.00 |
| | Fackler, Kyle | | 560 W 23rd St Apt 31K New York NY 10036 USA | 40,500.00 |
| | FAMC FBO Gordon R. Miller IRA | | PO Box 49 Waukesha Porterville WI 53187 USA | 1,046,250.00 |
| | Farlar, Jason | | 4365 Logsdons Woods Dr Liberty Township OH 45011 USA | 135,000.00 |
| | Feldman, Charlotte | | 3180 Burgundy Drive North Palm Beach Gardens FL 33410 USA | 270,000.00 |
| | Fenner, Sarah | | 1630 Huguenot Rd Midiouthian VA 23113 USA | 141,750.00 |

- Creditor Mailing List -

IN THE MATTER OF THE PROPOSAL OF
CREATIVE WEALTH MEDIA FINANCE CORP.
OF THE CITY OF TORONTO, PROVINCE OF ONTARIO

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|------------------------------------|-----------|--|--------------|
| Unsecured | Fenner, Sarah D | | 1630 Huguenot Rd Midlothian VA 23113 USA | 141,750.00 |
| | Fernandes, Jose & Marilia | | 1550 Southdown Rd Mississauga ON L5J 2Z4 USA | 74,250.00 |
| | FieldGlen Investments Inc. | | 163 Cartwright Ave Toronto ON M6A 1V5 USA | 250,000.00 |
| | Fieldgray Development Corp | | 331 St Clair Ave East Pickering ON L1W 3W9 USA | 83,700.00 |
| | Fitzgerald, Brian Dr | | 2345 Yonge St Suite 905 Toronto ON M4P 2E5 USA | 218,050.00 |
| | Fitzgerald, Derek | | 202-1387 West 71st Ave Vancouver BC V6P 3B4 USA | 214,040.00 |
| | Flanagan, Thomas P. | | 232 E. Walton Place Chicago IL 60611 USA | 4,522,500.00 |
| | Flax, Mitchell | | 2702 E 4th St Austin TX 78702 USA | 13,500.00 |
| | Fleming, Jennifer | | 151 Bloor St West Suite 700 Toronto ON M5S 1S4 | 33,750.00 |
| | Frank, Scott | | 905 Forest Ave Deerfield IL 60015 USA | 405,000.00 |
| | Frekking, Taylor | | 1100 N Dearborn Apt 710 Chicago IL 60610 USA | 124,200.00 |
| | Fry, Ben | | 4930 Prospect Ave Cincinnati OH 45242 USA | 269,975.00 |
| | Fultz, Beth | | 7621 Tyler's Hill Court West Chester OH 45069 USA | 168,750.00 |
| | Gage, Andrew | | 450 Skokie Blvd, Ste 507 Northbrook IL 60062 USA | 52,920.00 |
| | Gale, Stephen | | 137743 Grey Rd 12 Meaford ON N4L 1W6 | 310,500.00 |
| | George Allen & Ann Collins JT/WROS | | 7220 Farr St Annandale VA 22003 USA | 877,500.00 |
| | Gibbs, Scotty Dr | | 4118 Picardy Dr Raleigh NC 27612 USA | 270,000.00 |
| | Gibson, Arlene & Jim | | 54 Napa Ridge Alliston ON L9R 2E4 | 135,000.00 |
| | Giles, Keith | | 1456 Ridge Road Highland Park IL 60035 USA | 135,000.00 |
| | Girls With Big Dreams Trust | | 10205 SW 115 Court Miami FL 33176 USA | 6,750,000.00 |
| | GJJ Holdings LLC | | 1006 Morse Ave Schaumburg IL 60913 USA | 2,025,000.00 |
| | GJMN LLC | | 1251 Swainwood Drive Glenview IL 60025 USA | 732,375.00 |
| | Gohari, Anita | | 19049 Friar St Tarzana CA 91335 USA | 142,425.00 |
| | Gold, Amy | | 300 West Avenue Apt 5B New York NY 10023 USA | 2,700,000.00 |
| | Golden Tier LLC | | 540 N State St Apt 2009 Chicago IL 60654 USA | 604,800.00 |
| | Golhar, Shawn Pavin | | 11620 Rolling Meadow Dr Great Falls VA 22066 USA | 67,500.00 |

- Creditor Mailing List -

IN THE MATTER OF THE PROPOSAL OF
CREATIVE WEALTH MEDIA FINANCE CORP.
OF THE CITY OF TORONTO, PROVINCE OF ONTARIO

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|---------------------------------|-------------------|---|--------------|
| Unsecured | Golini, Paul | | 50 Fifeshire Rd Toronto ON M2L 2G6 | 135,000.00 |
| | Goodmans LLP | Joseph Consentino | 333 Bay Street, Ste 3400 Toronto ON M5H 2S7 | 8,000.00 |
| | Gordon, Benjamin | | 1000 N. State Street, Unit 5 Chicago IL 60610 USA | 540,000.00 |
| | Greco, John & Marina Zannatta | | 66A Lynnhaven Rd Toronto ON M6A 2K9 | 101,250.00 |
| | Green, Stuart | | 293 Lupine Way Short Hills NJ 07078 USA | 2,184,300.00 |
| | Greene, Matthew | | 50 Bay Street Suite 1444 Toronto ON M5J 3A5 | 54,000.00 |
| | Gubin, Michael | | 3722 Riviera Ct Northbrook IL 60062 USA | 67,500.00 |
| | Guido Campello Trust | | 10205 SW 115 Court Miami FL 33176 USA | 1,755,000.00 |
| | Gundrum, Jason | | 401 Sunny Acres Dr Cincinnati OH 45255 USA | 135,000.00 |
| | Guttman, Craig | | 1242 Woodview Ln Northbrook IL 60062 USA | 135,000.00 |
| | Hagerty, John J. | | 2121 Swainwood Dr Glenview IL 60025 USA | 135,000.00 |
| | Hall Robert | | 313 Stock Port Lane Schaumburg IL 60193 USA | 135,000.00 |
| | Harrington, Scott | | 50 Bay Street Suite 1444 Toronto ON M5J 3A5 | 81,000.00 |
| | Harris, Robert Scot | David Jonelis | c/o Lavelly & Singer PC 2049 Century Park East, Ste 2400 LOs Angeles CA 90067 USA | 3,375,000.00 |
| | Hartage, Montre | | 103 Ross Street Cordele GA 31015 USA | 65,000.00 |
| | Harvey, John J | | 3320 Fortnum Place Vero Beach Fl 32963 USA | 810,000.00 |
| | Hausler, Jakki | | 429 Lafayette Ave Cincinnati OH 45220 USA | 290,250.00 |
| | Hausler, Jakki | | 333 Las Olas Way Unit 3902 Fort Lauderdale FL 33301 USA | 290,250.00 |
| | Hausler, Len & Jakki | | 333 Las Olas Way, Unit 3902 Fort Lauderdale FL 33301 USA | 4,174,900.00 |
| | Hawks Media Fund | | 2534 Hondo Ave Apt 124 Dallas TX 75219 USA | 67,500.00 |
| | Hawks, Taylor | | 2534 Hondo Ave Apt 124 Dallas TX 75219 USA | 11,475.00 |
| | Heatley Family Rev Trust | | 50 Bay Street Suite 1444 Toronto ON M5J 3A5 | 87,750.00 |
| | Herche, Vicki | | 6897 Grenadier Blvd. #1202 Naples FL 34108 USA | 2,173,500.00 |
| | Herrick Feinstein LLP | | 2 Park Ave New York NY 10016 USA | 18,900.00 |
| | Highmore Trade Finance Fund, LP | | c/o Paliare Roland 155 Wellington St. West, 35th Floor Toronto ON M5V 3H1 | 6,400,000.00 |

- Creditor Mailing List -

IN THE MATTER OF THE PROPOSAL OF
CREATIVE WEALTH MEDIA FINANCE CORP.
OF THE CITY OF TORONTO, PROVINCE OF ONTARIO

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|---|-------------|---|---------------|
| Unsecured | Hord, Patrick & Janel | | 2742 Shearer Road Bucyrus OH 44820 USA | 337,500.00 |
| | Howieco Entertainment | | 26 Lesmill Rd Suite 3 Toronto ON M3B 2T5 | 346,060.00 |
| | Hubbard, David Trust | | 7841 Keystone Skokie IL 60076 USA | 135,000.00 |
| | Hubbard, Sandra | | 7841 Keystone Skokie IL 60076 USA | 675,000.00 |
| | Hudson Private LP | Kevin Fritz | c/o Meister Seelig & Fein PLLC 125 Park Avenue, 7th Floor New York NY 10017 USA | 16,114,000.00 |
| | Hudson Private Wealth | Kevin Fritz | c/o Meiser Seelig Fein PLLC 125 Park Ave, 7th Floor New York NY 10017 USA | 12,812,000.00 |
| | IAG Inc | | 3130 Dufferin St Toronto ON M6A 2S6 | 270,000.00 |
| | Irwin, Jane Trust | | 1133 Taylorsport Ln Winnetka IL 60093 USA | 405,000.00 |
| | JAAM Ltd. | | c/o WeirFoulds 4100-66 Wellington St. W Toronto ON M5K 1B7 | 7,919,000.00 |
| | Jacobs, Hillari G. | | 1031 Prairie Ave Deerfield IL 60015 USA | 675,000.00 |
| | Jacobs, Norman | | 3180 Burgundy Drive North Palm Beach Gardens FL 33410 USA | 2,801,250.00 |
| | Jacobson, Steven | | 13346 N Stone View Trail Fountain Hills AZ 85268 USA | 207,300.00 |
| | James Richardson and Nikink Holdings Ltd. | | c/o Crawley Mackewan Brush LLP Suite 800, 179 John Street Toronto ON M5T 1X4 | 1,000,000.00 |
| | Jill Wieseneck Living Trust | | 2126 NE 14th Ave Portland OR 97212 USA | 1,282,500.00 |
| | Jiri Tlustý Jesin | | 50 Bay Street Suite 1444 Toronto ON M5J 3A5 | 81,000.00 |
| | Jurs, Peter | | 1113 Fuller St Cincinnati OH 45202 USA | 67,500.00 |
| | JVSC Holdings | | 3998 9th Line Bradford ON L3Z 2A5 | 135,000.00 |
| | Kaiser, Branden | | 752 Clarkson Rd South Mississauga ON L5J 2T9 | 47,250.00 |
| | Kaiser, Delaney | | 752 Clarkson Rd South Mississauga ON L5J 2T9 | 45,900.00 |
| | Kaiser, Liam | | 752 Clarkson Rd South Mississauga ON L5J 2T9 | 45,900.00 |
| | Kaiser, Tara | | 752 Clarkson Rd South Mississauga ON L5J 2T9 | 26,500.00 |
| | Kaiser, Tara & Richard | | 752 Clarkson Rd South Mississauga ON L5J 2T9 | 300,000.00 |
| | Kakarlapudi, Vasu | | 11205 Bodley Dr Louisville KY 40223 USA | 135,000.00 |
| | Kaufman, Joshua | | 160 W 86th St Suite 14A New York NY 10024 USA | 135,000.00 |

- Creditor Mailing List -

IN THE MATTER OF THE PROPOSAL OF
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OF THE CITY OF TORONTO, PROVINCE OF ONTARIO

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|---|-----------|--|--------------|
| Unsecured | KB Holdings Inc | | 640 N La Salle Dr Suite 295 Chicago IL 60654 USA | 961,875.00 |
| | Kempf, Shari | | 555 12th St Suite 900 Oakland CA 94607 USA | 101,250.00 |
| | Kerbel, Jeff | | 26 Lesmill Rd Suite 3 Toronto ON M3B 2T5 | 337,500.00 |
| | Kikkino, Jody | | 2090 Creekside Way Eugene OR 97408 USA | 202,500.00 |
| | Kingery, Scott M. | | 2715 W Jetton Ave Tampa FL 33629 USA | 65,000.00 |
| | Kleinschmidt, Catherine | | 7848 Royalty Avenue Apt C Louisville KY 40222 USA | 178,870.00 |
| | Knight, Valerie | | 4205 Amelia Way Naples FL 34119 USA | 540,000.00 |
| | Kode, Niranjan | | 65 Marbury Court Springboro OH 45066 USA | 405,000.00 |
| | Kolber, Linda | | 2665 NW 63rd Street Boca Raton FL 33496 USA | 270,000.00 |
| | Kolber, Steven R. | | 2665 NW 63rd St Boca Raton FL 33496 USA | 270,000.00 |
| | Koodish, Murray | | 2933 NE 29th Ave Portland OR 97212 USA | 270,000.00 |
| | Kopec, Anna | | 603 N Home Ave Park Ridge IL 60068 USA | 135,000.00 |
| | Korpela, Matt | | 4403 Ocean Front Walk Apt 201 Marina del rey CA 90292 USA | 405,000.00 |
| | Krahulec, Gregg | | 5100 Lampman Ave Burlington ON L7L 6L1 | 270,000.00 |
| | Krantz, Elisa | | 297 Taylor Road South Short Hills NJ 07078 USA | 81,000.00 |
| | Kriarakis, Corinne | | 5 Pyne Hills Court New Tecumseth ON L0G 1W0 | 40,500.00 |
| | Krol, Jeff | | 100 Granville Ave Park Ridge IL 60068 USA | 108,000.00 |
| | Krol, Linda | | 100 Granville Ave Park Ridge IL 60068 USA | 286,875.00 |
| | Krueger, Scott | | 3837 W Five Mile Peak Drive Queen Creek AZ 85142 USA | 65,000.00 |
| | Laner, Steve | | 216 4th Street Manhattan Beach CA 90266 USA | 337,500.00 |
| | LaPointe Florian Legacy Trust | | 1705 High School Rd Jackson WY 83001 USA | 1,350,000.00 |
| | Lawrence Bober CPA LLC Defined Benefit Plan | | 1699 Pebble Way Vernon Hills IL 60061 USA | 459,000.00 |
| | Leopardo, Anthony | | 5200 Prairie Stone Parkway Hoffman Estates IL 60192 USA | 67,500.00 |
| | Levy, Marc | | 47 Baxter Ln West Orange NJ 07052 USA | 675,000.00 |
| | Levy, Robert | | 19563 Island Court Dr Boca Raton FL 33434 USA | 675,000.00 |
| | Lewis, Sarah | | 3713 West Leona Street Tampa FL 33629 USA | 168,750.00 |

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IN THE MATTER OF THE PROPOSAL OF
 CREATIVE WEALTH MEDIA FINANCE CORP
 OF THE CITY OF TORONTO, PROVINCE OF ONTARIO

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|--------------------------|-----------|---|--------------|
| Unsecured | Liuzzo, Marco | | 100 South Point Dr Unit 2703 Miami FL 33139 USA | 270,000.00 |
| | Loeber, Michael | | 2307 Linneman St Glenview IL 60025 USA | 337,500.00 |
| | Loeber, Paul | | 112 W County Line Rd Barrington Hills IL 60010 USA | 1,485,000.00 |
| | Lukis Global Corporation | | c/o Groia & Company Professional Corporation 365 Bay Street, 11th Floor Toronto ON M5H 2V1 | 3,275,000.00 |
| | Maraboyina, Prabha | | 10776 Falls Creek Lane Centerville OH 45458 USA | 1,417,500.00 |
| | Maraboyina, Sudhakar | | 10776 Falls Creek Lane Centerville OH 45458 USA | 3,955,500.00 |
| | Maraboyina, Suraj | | 300 Crescent Court Suite 1870 Dallas TX 75201 USA | 216,163.00 |
| | Marshall, Joseph | | 311 Knapp Place Greenport NY 11944 USA | 270,000.00 |
| | Martin, Jeff | | 9915 Ensley Ln Leawood KS 66206 USA | 47,250.00 |
| | Martin, Ronald | | 14808 Juniper St Oakland Park KS 66206 USA | 189,000.00 |
| | Massa Investments | | 750 Millway Ave Suite 6 Woodbridge ON L4K 3T7 | 337,500.00 |
| | Mathiesen, Andrew | | 200 Spyglass Lane Jupiter FL 33477 USA | 135,000.00 |
| | Matta Foundation Trust | | 9 Camargo Pines Cincinnati OH 45423 USA | 405,000.00 |
| | Matta Investments | | 9 Camargo Pines Cincinnati OH 45423 USA | 405,000.00 |
| | Matteisen, Andrew | | 200 Spyglass Lane Jupiter FL 33477 USA | 135,000.00 |
| | Maxwell, Christopher | | 4179 Glengary Dr Atlanta GA 30342 USA | 353,270.00 |
| | McArthur, Binion | | 5832 Stony Island, Apt 148 Chicago IL 60637 USA | 1,350,000.00 |
| | McClelland, Eric | | 805 Third Ave 15th Floor New York NY 10022 USA | 1,451,250.00 |
| | McClelland, Lisa | | 8673 Zenith Cr Cincinnati OH 45231 USA | 101,250.00 |
| | McCloskey, Richard John | | 9411 S. Palm Drive Tempe AZ 85284 USA | 135,000.00 |
| | McCullough, William | | 226 Rittenhouse Square Unit 1006 Philadelphia PA 19103 USA | 168,750.00 |
| | McDonald, David | | 5826 Winnetka Ave Woodland Hills CA 91367 USA | 47,250.00 |
| | McWhitter, Annie | | 555 12th St Suite 900 Oakland CA 94607 USA | 67,500.00 |
| | Medley, Richard | | 4465 S Jones Blvd Las Vegas NV 89103 USA | 1,485,000.00 |
| | Mennie, Cheryl Trust | | RR #1 Box 131 Granville IL 61326 USA | 472,500.00 |

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IN THE MATTER OF THE PROPOSAL OF
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OF THE CITY OF TORONTO, PROVINCE OF ONTARIO

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|---|-----------|--|--------------|
| Unsecured | Michael G. Loeber Revocable Trust | | 2307 Linneman Street Glenview IL 60025 USA | 553,600.00 |
| | Miller, Gordan Trustee | | 8700 W Mawr, Ste 810N Chicago IL 60631 USA | 776,250.00 |
| | Miller, Gordon FCAM | | 8700 W Bryn Mawr Suite 910N Chicago IL 60631 USA | 270,000.00 |
| | Miller, Kristine | | PO Box 49 Waukesha Porterville WI 53187 USA | 1,957,500.00 |
| | Mitchell, Susy | | 34 Brucewood Cres Toronto ON M6A 2G6 USA | 485,000.00 |
| | Mitts, Kathy | | 866 Woodbury Dr Villa Hills KY 41017 USA | 101,250.00 |
| | Mitts, Kyle | | 866 Woodbury Dr Villa Hills KY 41017 USA | 67,500.00 |
| | Moon, Michael | | 3 Owlswood Rd Tiburon CA 94920 USA | 607,500.00 |
| | Morel, Kelly | | 1 Yonge Street, Ste 1200 Toronto ON M5E 1E5 | 2,160,000.00 |
| | Mormile, James | | 1001 Hiltz Ave Los Angeles CA 90024 USA | 168,750.00 |
| | Morpheus Absolute Opportunities Fund | | 403 S La Grange Road La Grange IL 60525 USA | 270,000.00 |
| | Muraff, James | | | 405,000.00 |
| | Murphy, Kevin | | 2701 Van Ness Ave Suite 507 San Francisco CA 94109 USA | 128,250.00 |
| | Murray, Graeme | | 6897 Grenadier Blvd. #1202 Naples FL 34108 USA | 762,750.00 |
| | Murray, Jennifer | | 50 Bay Street Suite 1444 Toronto ON M5J 3A5 | 27,000.00 |
| | Nebel, James & Robin | | 689 Alvarado Rd Berkeley CA 94705 USA | 135,000.00 |
| | Nestico, Saverio | | 59 Powell Rd North York ON M3K 1M6 | 202,500.00 |
| | Newman, Ray | | 65 Sheldrake Blvd Suite 309 Toronto ON M4P 2B1 | 135,000.00 |
| | Nianiris, Chris | | 7056 Corperate Way Ste 2 Dayton OH 45459 USA | 337,500.00 |
| | Nicholas Patterson, David Brannon, Chris Nianouris, Heather Nianouris, Mathhew Korplela, Sign Imports LLC, and Equity Trust Comp | | c/o Orr Taylor LLP 500 - 200 Adelaide Street West Toronto ON M5H 1W7 | 742,500.00 |
| | Nicholls, Robert & Cathy | | 9 Noble Court Georgetown ON L7G 1M5 | 116,974.00 |
| | Niemeyer, Todd | | 6850 Cambridge Grove Crt Cleves OH 45002 USA | 384,750.00 |
| | Noble, Alasdair | | 400 5th Ave 47F New York NY 10018 USA | 135,000.00 |
| | Oaks, Casey | | 3220 Oakley Station Blvd Apt 301 Cincinnati OH 45209 USA | 3,601,312.00 |
| | Odenigbo, Ifeadikachukwu | | 511 Woodbourne Trail Centerville OH 45459 USA | 135,000.00 |

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| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|--|-----------|---|--------------|
| Unsecured | Offroad Capital | | 485 Madison Ave 23rd Floor New York NY 10022 USA | 1,046,250.00 |
| | Oleksiak, Jamieson | | 50 Bay Street, Suite 1444 Toronto ON M5J 3A5 | 105,300.00 |
| | Orzali, Peter | | 848 Shag Bark Trail Highland Heights KY 41076 USA | 33,750.00 |
| | Overberg, David FBO | | 555 12th Street, Suite 900 Oakland CA 94607 USA | 202,500.00 |
| | P&L Northwest Trust U/A DTD 12/17/2008 | | 1705 High School Road, Suite 140 / PO Box 4995 Jackson WY 83001 USA | 4,050,000.00 |
| | Paisley, Ian & Linda | | 1430 Highbury Ave, Apt 29 London ON N5Y 6M4 | 650,000.00 |
| | Palep, Arvind Rao | | 12547 Admiral Ave Loas Angeles CA 90066 USA | 4,122,000.00 |
| | Pandorf, Dorothy | | 6519 Crown Colony Place Apt 102 Naples FL 34108 USA | 405,000.00 |
| | Parizek Group LLC | | 6243 Paseo Colina Carlsbad CA 92009 USA | 18,225.00 |
| | Parizek, John | | 6243 Paseo Colina Carlsbad CA 92009 USA | 47,250.00 |
| | Parizek, William | | 1677 Turtle Bay Loop Leander, Tx TX 78641 USA | 116,100.00 |
| | Parker, James & Judith | | 5430 Seven Winds Rd Dewittville NY 14728 USA | 469,125.00 |
| | Parker, Joseph | | 5430 Seven Winds Rd Dewittville NY 14728 USA | 24,975.00 |
| | Parker, Michael | | 2920 Carlisle St Apt 0901 Dallas TX 75204 USA | 54,000.00 |
| | Partyka, Paul | | 4617 West 99th Place Oak Lawn IL 60453 USA | 81,000.00 |
| | Pater, John Giles | | 1240 Coventry woods Dr Cincinnati OH 45230 USA | 469,125.00 |
| | Pater, Nancy | | 1240 Coventry Woods Dr Cincinnati OH 45230 USA | 135,000.00 |
| | Pecha, Barry Dr | | 4465 S Jones Blvd Las Vegas NV 89103 USA | 675,000.00 |
| | Pecha, Dr Barry Trust | | 4465 S Jones Blvd Las Vegas NV 89103 USA | 945,000.00 |
| | Pecha, Marc | | 7003 Washita Way San Antonio TX 78256 USA | 202,500.00 |
| | Pekar, James P | | 6330 Parkview Road Greendale WI 53129 USA | 101,250.00 |
| | Pentwater Advisors Solo | | 1677 Turtle Bay Loop Leander TX 78641 USA | 101,250.00 |
| | Pessah, Sylvia | | 8928 Kenton Ave Skokie IL 60076 USA | 236,250.00 |
| | Pevitz, Ross & Shixiao Xu | | Chicago IL USA | 135,000.00 |
| | Pizza Nova Restaurants | | 2247 Midland Ave Toronto ON M1P 4R1 | 77,500.00 |
| | Polinsky, Mark | | 2340 Egandale Road Highland Park IL 60035 USA | 96,911.75 |

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| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|---|--------------|---|---------------|
| Unsecured | Premium Properties | John Buhlman | c/o WeirFoulds 4100-66 Wellington St W Toronto ON M5K 1B7 | 12,295,800.00 |
| | Proeschel, Daniel & Angela | | 5504 Greentree Rd Leanon OH 45036 USA | 135,000.00 |
| | Ramco Electric | | 530 Coronation Drive Toronto ON M1E 5C8 | 245,000.00 |
| | Randall M. Toig Trustee | | 441 Red Hawk Dr Jupiter FL 33477 USA | 1,434,375.00 |
| | Rash, Jason | | 3107 W Colorado Ave, Suite 254 Colorado Springs CO 80904 USA | 45,000.00 |
| | RDA Holdings | | 1248 Cedarholm Ln Bloomfield Hills MI 48302 USA | 810,000.00 |
| | Rea, Daniel M. | | 118 East Erie St., Unit 24C Chicago IL 60611 USA | 1,755,000.00 |
| | Reaume, Sarah & Kristopher | | 184 Texas Road Amherstburg ON N9V 2R7 | 202,500.00 |
| | Reckley, Stephen | | 180 W. Eggleston Ave Elmhurst IL 60126 USA | 135,000.00 |
| | RHS Building | | | 3,037,500.00 |
| | Richard, Arthur | | 610 Innisfree Ln Cincinnati OH 45255 USA | 202,500.00 |
| | Roberto Romo | | c/o Osler Box 50, First Canadian Place Toronto ON M5X 1B8 | 1,687,500.00 |
| | Roger & Cowan | | 1840 Centruy Park E., Floor 18 LOs Angeles CA 90067 USA | 136,600.00 |
| | Romo Partners LLC and Roberto Romo 2008 Declaration of Trust | | c/o Osler Box 50, 1 First Canadian Place Toronto ON M5X 1B8 | 337,500.00 |
| | Romo, Roberto | | 340 East Randolph #4203 Chicago IL 60601 USA | 1,687,500.00 |
| | Ross Pevitz & Shixiao Xu | | 878 N Marshfiled Ave, Unit 1 Chicago IL 60611 USA | 130,000.00 |
| | Ross, Dustin | | 2110 S Bentley Apt 102 Los Angeles CA 90025 USA | 135,000.00 |
| | Ruffin, Michael | | 300 N End Ave, Apt 17B New York, New York NY 10282 USA | 67,500.00 |
| | Russell, Hyde | | 770 Prospect Ave Winnetka IL 60093 USA | 168,750.00 |
| | SAAK Adventures | | 635 Woodland Acres Cres Maple ON L6A 1G2 | 2,729,700.00 |
| | Safarova Bylinkova, Lucie | | 50 Bay Street, Suite 1444 Toronto ON M5J 3A5 | 81,000.00 |
| | Salem, Anthony Trust | | 3279 Harborside Drive Cincinnati OH 45248 USA | 742,536.00 |
| | Salem, David | | 38 Fountain Square Drive Cincinnati OH 45263 USA | 270,000.00 |
| | Sankar, Kiruba K | | 9605 Fox Run Dr Mason OH 45040 USA | 270,000.00 |
| | SAS Investment Partners | | 450 Skokie Blvd Ste 507 Northbrook IL 60062 USA | 1,795,600.00 |

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| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|--|-----------|--|--------------|
| Unsecured | Schaeffer, Edward M | | 345 Elder Lane Winnetka IL 60093 USA | 135,000.00 |
| | Schaible, Richard & Janet | | 7143 Redridge Drive Cleves OH 45002 USA | 371,250.00 |
| | Schmidt Financial Group Defined Benefit Plan | | 450 Skokie Blvd., Ste 507 Northbrook IL 60062 USA | 337,500.00 |
| | Schmidt, Bernice Irrev.Trust | | 100 Laurel Ave Highland Park IL 60035 USA | 810,000.00 |
| | Schmidt, Ethan | | 540 N State St., Apt 2009 Chicago IL 60654 USA | 283,500.00 |
| | Schmidt, Jordan | | 100 Laurel Ave Highland Park IL 60035 USA | 162,000.00 |
| | Schmidt, Sandy | | 100 Laurel Ave Highland Park IL 60035 USA | 135,000.00 |
| | Schoenberger, Scott | | 4442 Hidden Oaks Lane Liberty Township OH 45011 USA | 728,900.00 |
| | Schultz, Myron | | 634 Fox Lake Dr Charleston IL 61920 USA | 135,000.00 |
| | Schultz, Raymond | | USA | 135,000.00 |
| | Schurr Investments | | 21 Wilson Lane Fairview NC 28730 USA | 573,750.00 |
| | Schurr, Michael FBO | | 21 Wilson Lane Fairview NC 28730 USA | 168,750.00 |
| | Scot, Robert Bldg Venture | | 547 Greenleaf Ave Glencoe IL 60022 USA | 2,362,500.00 |
| | SFG LLC | | 450 Skokie Blvd Suite 507 Northbrook IL 60062 USA | 135,000.00 |
| | Shah, Maulin | | 10 Wayside Lane Scarsdale NY 10583 USA | 405,000.00 |
| | Shah, Neal | | 8171 Margaret Lane Cincinnati OH 45242 USA | 135,000.00 |
| | Sheppard Mullen LLP | | 333 Hope Street LOs Angeles CA 90071 USA | 54,000.00 |
| | Shoub, Steven | | PO Box 1574 Venice FL 34284 USA | 324,947.00 |
| | Slaight Music Inc. | | 112 Buckingham Ave Toronto ON M4N 1R6 | 1,350,000.00 |
| | Soergel, Whitney | | 2544 Woodbourne Ave Louisville KY 40205 USA | 135,000.00 |
| | Spiegelberg, Assheton | | 2911 Bookhout St Dallas TX 75201 USA | 229,500.00 |
| | Sreekantham, Arun Vangipuram | | 11517 Holstein St Fulton MD 20759 USA | 202,500.00 |
| | SSSB Partnership | | 1699 Pebble Beach Way Vernon Hills IL 60061 USA | 2,230,875.00 |
| | Staal, Eric | | 50 Bay Street, Suite 1444 Toronto ON M5J 3A5 | 769,500.00 |
| | Staal, Jordan | | 50 Bay Street, Suite 1444 Toronto ON M5J 3A5 | 607,500.00 |
| | Staal, Mark | | 50 Bay Street, Suite 1444 Toronto ON M5J 3A5 | 405,000.00 |
| | Stacey, James FBO | | 39814 Chimneysweep Ln Blue Ash OH 45241 USA | 135,000.00 |

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 OF THE CITY OF TORONTO, PROVINCE OF ONTARIO

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|---------------------------|-----------|--|--------------|
| Unsecured | Stanley, Kevin | | 1205 Madonna Court Pickering ON L1X 1V8 | 168,750.00 |
| | Stearns Family Trust | | 2014 Country Cove Court Las Vegas NV 89135 USA | 135,000.00 |
| | Stearns, Eli | | 2014 Country Cove Court Las Vegas NV 89135 USA | 135,000.00 |
| | Stouffer, Joan | | 3702 Elite Ln Mason OH 45040 USA | 168,750.00 |
| | Strauss, Christianne L | | 50 Bay Street, Suite 1444 Toronto ON M5J 3A5 | 202,500.00 |
| | Strome, Ryan | | 50 Bay Street, Suite 1444 Toronto ON M5J 3A5 | 101,250.00 |
| | Sunrise Capital | | 8700 W Bryn Mawr, Suite 810N Chicago IL 60631 USA | 1,350,000.00 |
| | Sutourious, John | | 44 Evergreen Court Cincinnati OH 45215 USA | 67,500.00 |
| | Swift, Terrill D. | | 42548 Muscat Circle Murrieta CA 92562 USA | 405,000.00 |
| | Swisher, Molly B. | | 1726 NE 64th Ave Portland OR 07213 USA | 236,250.00 |
| | Synders, Cameron | | 620 E 11th Avenue Naperville IL 60563 USA | 67,440.00 |
| | Tar, Stephen & Gabrielle | | 175 Main St North Markham ON L3P 1Y2 | 337,500.00 |
| | The Formidable Fund LP | | 221 E 4th Street, Suite 2700 Cincinnati OH 45202 USA | 6,277,500.00 |
| | Thomas, Adrienne | | 635 Woodland Acres Cres Maple ON L6A 1G2 | 500,000.00 |
| | Tina Byles-Williams Trust | | 226 W Rittenhouse Square, Unit 1006 Philadelphia PA 19103 USA | 168,750.00 |
| | Toffoli, Tyler Anthony | | 50 Bay Street, Suite 1444 Toronto ON M5J 3A5 | 263,250.00 |
| | Toig, Randall Trust | | 705 Redwood Lane Glencoe IL 60022 USA | 1,434,375.00 |
| | Tokarz, Derek | | 4423 Vrain St Denver CO 80212 USA | 67,500.00 |
| | Turchan Holdings | | 253 Golf Course Road Conestogo ON N0B 1N0 | 500,000.00 |
| | Turchan, Glenn | | 253 Golf Course Rd Conestogo ON N0B 1N0 | 675,000.00 |
| | Turchan, Mark | | 2307 Old Hicks Rd Long Grove IL 60047 USA | 852,700.00 |
| | Ugo 2020 Trust | | 9830 SW 125 Miami FL 33186 USA | 3,712,500.00 |
| | Ury, Burton S. | | 665 Sheridan Rd Highland Park IL 60035 USA | 1,012,500.00 |
| | Van Riemsdyk, James | | 50 Bay Street, Suite 1444 Toronto ON M5J 3A5 | 351,000.00 |
| | Van Riemsdyk, Trevor | | 50 Bay Street, Suite 1444 Toronto ON M5J 3A5 | 54,000.00 |
| | Van Schilt, Keshyl | | 1107 Quaker Trail Newmarket ON L3X 3E2 | 200,000.00 |

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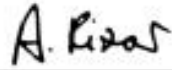
| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|--|-----------|---|--------------|
| Unsecured | Van Schilt, Keshyl & Winston | | 1107 Quaker Trail Newmarket ON L3X 3E2 | 300,000.00 |
| | Vanoff, Helen | | 314-4909 Riverside Drive East Windsor ON N8Y 0A4 | 175,000.00 |
| | Vanounou, Maurice | | 2145 Rue Dadeaux St Laurent QC H4M 1M2 | 509,771.00 |
| | Vanounou, Patricia | | 120 Rue Finchley Hampstead QC H3X 3A2 | 290,123.00 |
| | Vanounou, Solly | | 2145 Rue Dadeaux St Laurent QC H4M 1M2 | 67,500.00 |
| | Vicari, Gary | | 6526 Saddle Ridge Lane Long Grove IL 60047 USA | 168,750.00 |
| | Virginia Lee Elliott GST Trust u/a/d 03-01-08 | | 1630 Huguenot Rd Midlothian VA 23113 USA | 2,997,000.00 |
| | Vizina, Keith | | 2256 Francis Ln Cincinnati OH 45206 USA | 114,729.13 |
| | Volpe, Sandro | | 17150 Keele Street King City ON L7B 0J7 | 300,000.00 |
| | Wagner, David | | 2921 Utopia Place Cincinnati OH 45208 USA | 270,000.00 |
| | Wainscott, Jason FBO | | 57 W Hill Lane Cincinnati OH 45215 USA | 33,750.00 |
| | Washburn, James | | 44 Indian Hill Road Winnetka IL 60093 USA | 270,000.00 |
| | Washburn, James J. | | 44 Indian Hill Road Winnetka IL 60093 USA | 270,000.00 |
| | Watts, Mark & Gina | | 2320 Adirondak Trail Oakville ON L6M 0E9 | 380,700.00 |
| | Weil, Dennis | | 221 Hancock Court Safety Harbour FL 34695 USA | 472,500.00 |
| | Weinberg, Robert | | 1712 Lago Vista Blvd Palm Harbor FL 34685 USA | 135,000.00 |
| | Weiser Global Capital Markets Ltd. | | c/o Blake Cassels & Graydon LLP 199 Bay Street, Suite 4000 Toronto ON M5L 1A9 | 2,000,000.00 |
| | Wells Entertainment Fund | | 6309-43 Street, Unit 1 Lloydminster AB T9V 2W9 | 8,090,800.00 |
| | Whipple, Mary | | 438 E Bridlewood Drive Salt Lake City UT 84107 USA | 540,000.00 |
| | Whitten, Jonathan | | 221 E 4th Street Suite 2700 Cincinnati OH 45202 USA | 135,000.00 |
| | Wiers, David | | 2300 Sheridan Rd Highland Park IL 60035 USA | 405,000.00 |
| | Wiers, David C | | 2300 Sheridan Rd Highland Park IL 60035 USA | 405,000.00 |
| | Wieseneck, David | | 818 N Linn Street Iowa City IA 52245 USA | 1,147,500.00 |
| | Wieseneck, Jill Family Trust | | 2126 NE 14th Ave Portland OR 97212 USA | 1,282,500.00 |
| | Wieseneck, Suzanne 1999 Gift Trust | | 2126 NE 14th Ave Portland OR 97212 USA | 67,500.00 |
| | Wieseneck, Suzanne 2012 Irrev. Family Trust | | 2126 NE 14th Ave Portland OR 97212 USA | 2,497,500.00 |

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| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|-----------------------|-----------|--|------------|
| Unsecured | Willerman, James K. | | 447 Jefferson Ave Glencoe IL 60022 USA | 270,000.00 |
| | Williams, Mac | | 226 W Rittenhouse Square, Unit 1006 Philadelphia PA 19103 USA | 101,250.00 |
| | Williams, Michael | | 8915 Pinehurst cove Duluth GA 30097 USA | 135,000.00 |
| | Wilson, Eric | | 631 North Broad Street, #204 Philadelphia PA 19123 USA | 189,000.00 |
| | Wilson, Mark | | 40 Winner ave Columbus OH 43203 USA | 33,750.00 |
| | Wonser, Debra | | 15971 Viking Warrior Drive Westfield IN 46074 USA | 101,250.00 |
| | WRTR Investments LLC | | 4420 California Ave Long Beach CA 90807 USA | 67,500.00 |
| | Xiong, Junyi | | 5009 N River Blvd Tampa FL 33603 USA | 337,500.00 |
| | Youmans, Jami | | 1441 Little Raven St., Suite 12001 Denver CO 80202 USA | 202,500.00 |
| | Zanette, Fulvio (CDN) | | 2 Earl Cook Drive Stouffville ON L4A 1L5 | 868,625.00 |

This is Exhibit "**D**" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.



Commissioner for Taking Affidavits (or as may be)



SUPERIOR COURT OF JUSTICE

COUNSEL SLIP

COURT FILE NO.: CV-20-00635727-00CL DATE: 18 January 2024

NO. ON LIST: 2

TITLE OF PROCEEDING: **PREMIUM PROPERTIES LIMITED et al v CREATIVE
WEALTH MEDIA FINANCE CORP et al**

BEFORE JUSTICE: **CAVANAGH**

PARTICIPANT INFORMATION**For Plaintiff, Applicant, Moving Party, Crown:**

| Name of Person Appearing | Name of Party | Contact Info |
|---|--------------------|--|
| John Buhlman, Michael Statham, Wojtek Jaskiewicz | Premium Properties | jbuhlman@weirfoulds.com mstatham@weirfoulds.com Wjaskiewicz@weirfoulds.com |
| Lia Boritz | Plaintiffs | lboritz@weirfoulds.com |
| | | |
| | | |

For Defendant, Respondent, Responding Party, Defence:

| Name of Person Appearing | Name of Party | Contact Info |
|--------------------------|---|--|
| Eric Golden | Jason Cloth | egolden@blaney.com |
| David Ward | Bron Defendants and Aaron Gilbert | dward@millerthomson.com |
| Bryan Tannenbaum | Trustee for Creative Wealth Media Finance Corp | bryan.tannenbaum@rsmcanada.com |
| | | |
| | | |
| | | |
| | | |

For Other, None Party, Self-Represented:

| Name of Person Appearing | Name of Party | Contact Info |
|--------------------------|---------------|--------------|
| | | |
| | | |
| | | |
| | | |

ENDORSEMENT OF JUSTICE CAVANAGH:

This scheduling conference was arranged at the request of counsel for the Plaintiffs in a number of related actions. The purpose of the scheduling conference was to address the failure of Jason Cloth to appear for his examination for discovery on his own behalf and on behalf of defendants described as the Creative Wealth Defendants.

The positions of the parties with respect to Mr. Cloth's failure to attend on November 6, 2023 to be examined for discovery are set out in the Case Conference Briefs.

Counsel have agreed to re-schedule the examination for discovery of Mr. Cloth on 6 days (to be agreed upon) during the first two weeks of April 2024. I direct that the examination proceed on these dates, subject to agreement of the Plaintiffs and Mr. Cloth that not all days are needed.

The Plaintiffs intend to seek costs thrown away for preparation for the examination for discovery of Mr. Cloth that did not proceed. Mr. Cloth opposes such an order. Whether the Plaintiffs are entitled to such an order will be adjudicated, if necessary, on a date to be determined.

Counsel for the Plaintiffs had also requested, if necessary, a motion to be scheduled for an Order under rule 30.1.01(8) waiving the deemed undertaking rule in respect of certain documents. I was advised at the conference that this order is no longer needed because an agreement has been reached with counsel for the Bron defendants and Mr. Gilbert.

This is Exhibit "E" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.

A. Rizas

Commissioner for Taking Affidavits (or as may be)



ROSEN GOLDBERG
INSOLVENCY & RESTRUCTURING

District of ONTARIO
Division No. 09 - Toronto
Court No. 31-3003083
Estate No. 31-3003083

IN THE MATTER OF THE BANKRUPTCY OF
CREATIVE WEALTH MEDIA FINANCE CORP
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO

NOTICE OF BANKRUPTCY, FIRST MEETING OF CREDITORS
(Subsection 102(1) of the Act)

TAKE NOTICE THAT:

1. Creative Wealth Media Finance Corp. (“Creative”) was deemed to have filed an assignment in bankruptcy on the 28th day of November 2023, and the undersigned, Rosen Goldberg Inc. was appointed as trustee of the estate of the bankrupt by the Official Receiver, subject to affirmation by the creditors of the trustee’s appointment or substitution of another trustee by the creditors.
2. The first meeting of creditors of Creative will be held on the 15th day of December at 11:00 AM (Toronto time) via Zoom: Meeting ID - 894 2200 6503; Passcode 036986.
3. To be entitled to vote at the meeting, a creditor must file with the trustee, before the meeting, a proof of claim and, where necessary, a proxy.
4. Enclosed with this notice are a proof of claim form and a list of creditors with claims amounting to \$25 or more showing the amounts of their claims. All claims are stated in Canadian dollars.

Rosen Goldberg Inc.
Licensed Insolvency Trustee
5255 Yonge Street, Suite 804, Toronto, Ontario, M2N 6P4
T: (416) 224-4200 / F: (416) 224-4330
www.rosengoldberg.com



ROSEN GOLDBERG
INSOLVENCY & RESTRUCTURING

5. Creditors must prove their claims against the bankrupt estate to share in any distribution of the proceeds realized from the estate.

6. Also enclosed with this notice is a Supplementary Mailing List. Those listed on this list are being provide notice of the bankruptcy proceeding for information purposes only. Subsequent to Creative filing the Notice of Intention to make a Proposal, it was determined that those investors listed on the Supplementary Mailing List had signed a Participation Agreement which states that the investor does not have a debtor-creditor relationship with Creative. Accordingly, Creative has not guaranteed repayment to any investor who signed the Participation Agreement.

DATED at Toronto, Ontario the 29th day of November, 2023.

Rosen Goldberg Inc.

ROSEN GOLDBERG INC.
LICENSED INSOVENCY TRUSTEE

DocuSign Envelope ID: D4BD4882-1BE0-4C96-91B3-0B7F949B8171

District of: Ontario
 Division No. 09 - Toronto
 Court No. 31-3003083
 Estate No. 31-3003083

Original Amended

Form 78
 Statement of Affairs (Business Bankruptcy) made by an entity
 (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

In the Matter of the Bankruptcy of
 Creative Wealth Media Finance Corp.
 of the City of Toronto, in the Province of Ontario

To the bankrupt:

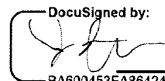
You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the bankruptcy, on the 27th day of October 2023. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

| LIABILITIES (as stated and estimated by the officer) | ASSETS (as stated and estimated by the officer) |
|--|---|
| 1. Unsecured creditors as per list "A" 103,740,021.00 | 1. Inventory 0.00 |
| Balance of secured claims as per list "B" 0.00 | 2. Trade fixtures, etc. 0.00 |
| Total unsecured creditors 103,740,021.00 | 3. Accounts receivable and other receivables, as per list "E" |
| 2. Secured creditors as per list "B" 0.00 | Good 67,000,000.00 |
| 3. Preferred creditors as per list "C" 0.00 | Doubtful 0.00 |
| 4. Contingent, trust claims or other liabilities as per list "D" | Bad 0.00 |
| estimated to be reclaimable for 0.00 | Estimated to produce 67,000,000.00 |
| Total liabilities 103,740,021.00 | 4. Bills of exchange, promissory note, etc., as per list "F" ... 0.00 |
| Surplus NIL | 5. Deposits in financial institutions 0.00 |
| | 6. Cash 0.00 |
| | 7. Livestock 0.00 |
| | 8. Machinery, equipment and plant 0.00 |
| | 9. Real property or immovable as per list "G" 0.00 |
| | 10. Furniture 0.00 |
| | 11. RRSPs, RRIFs, life insurance, etc. 0.00 |
| | 12. Securities (shares, bonds, debentures, etc.) 0.00 |
| | 13. Interests under wills 0.00 |
| | 14. Vehicles 0.00 |
| | 15. Other property, as per list "H" 0.00 |
| | If bankrupt is a corporation, add: |
| | Amount of subscribed capital 0.00 |
| | Amount paid on capital 0.00 |
| | Balance subscribed and unpaid 0.00 |
| | Estimated to produce 0.00 |
| | Total assets 67,000,000.00 |
| | Deficiency 36,740,021.00 |

I, Jason Cloth, of the City of Toronto in the Province of Ontario, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of the affairs of the Corporation on the 29th day of November 2023 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED)
 before me at the City of Toronto in the Province of Ontario, on this 29th day of November 2023.


 Brahm Rosen, Commissioner of Oaths
 For the Province of Ontario
 Expires February 11, 2024

DocuSigned by:

 BA600453E426424
 Jason Cloth

Brahm Howard Rosen, a Commissioner, etc.,
 Province of Ontario, for Rosen Goldberg Inc.
 Expires February 11, 2024

Creditor Mailing List

In the Matter of the Bankruptcy of
Creative Wealth Media Finance Corp
of the City of Toronto, in the Province of Ontario

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|-----------------------------|-----------|--|--------------|
| Director | Jason Cloth | | 20 Stratheden Rd Toronto ON M4N 1E3 | |
| Unsecured | 2355673 Ontario Inc | | 752 Clarkson Road S Mississauga ON L5J 2T9 | 200,000.00 |
| | 272 Ventures LLC | | 539 W Commerce, Ste 388 Dallas TX 75208 USA | 1,350,000.00 |
| | Ahrens, Dennis | | PO Box 6581 Bloomington IL 60108 USA | 270,000.00 |
| | Alturi, Pratha | | 8200 Muchmore Pointe Cincinnati OH 45243 USA | 337,500.00 |
| | BBP I | | 333 W Wacker Dr 6th Floor Chicago IL 60606 USA | 337,500.00 |
| | BBP II LLC | | 333 W Wacker Dr 6th Floor Chicago IL 60606 USA | 1,012,500.00 |
| | BBP IV | | 333 W Wacker Dr 6th Floor Chicago IL 60606 USA | 675,000.00 |
| | BBP V | | 333 W Wacker Dr 6th Floor Chicago IL 60606 USA | 675,000.00 |
| | BBP VII | | 333 W Wacker Dr 6th Floor Chicago IL 60606 USA | 2,025,000.00 |
| | Beneteau, Andrea | | 20 Fashion Roseway Suite 420W North York ON M2N 6B5 | 270,000.00 |
| | Bennett IV, Benjamin | | 2315 Country Club Dr Avon OH 44011 USA | 135,000.00 |
| | Benoit, Gabrielle | | 5501 Spine Rd., Unit 208 Boulder CO 80301 USA | 540,000.00 |
| | Berg, Kevin | | 640 N. Lasalle, Suite 295 Chicago IL 60654 USA | 472,500.00 |
| | Bergen, Allan | | 4832 Fairview Ave, Blue Ash, OH 45242 Blue Ash OH 45242 USA | 405,000.00 |
| | Berman, Bruce | | 2500 Meadow Ave Boulder CO 80304 USA | 7,998,750.00 |
| | Berman, Ronald | | 1699 Pebble Beach Way Vernon Hills IL 60061 USA | 1,586,250.00 |
| | Berthold, Charles | | 555 12th Street, Suite 900 Oakland CA 94607 USA | 540,000.00 |
| | Bidwill, Brian | | 270 Vista Grande Greenbrae CA 94905 USA | 769,500.00 |
| | Bober, Larry DBP | | 27 N Wacker Dr Chicago IL 60606 USA | 202,250.00 |
| | Bober, Larry Savings Plan | | 27 N Wacker Dr Chicago IL 60606 USA | 135,000.00 |
| | Bober, Lawrence | | 27 N Wacker Dr Chicago IL 60606 USA | 189,000.00 |
| | Bober, Lawrence CPA LLC DBP | | 27 N Wacker Dr Chicago IL 60606 USA | 135,000.00 |
| | Boggess, Sandra | | 3837 Quail Ridge Dr. Boynton Beach FL 33436 USA | 877,500.00 |
| | Boggess, Thomas | | 3837 Quail Ridge Dr Boynton Beach FL 33436 USA | 405,000.00 |
| | Braden, Parker | | 3102 Pinnacle Dr, Longview TX 75605 Longview Tx 75605 USA | 33,750.00 |

Creditor Mailing List

In the Matter of the Bankruptcy of
Creative Wealth Media Finance Corp
of the City of Toronto, in the Province of Ontario

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|---------------------------------|-----------|--|--------------|
| Unsecured | Buerk, Dr. Bruce | | 1200 Forest Run, Dayton, OH 45429 Dayton OH 45429 USA | 337,500.00 |
| | Burnstein, Jean Rev.Trust | | 310 Grove St. Glencoe IL 60022 USA | 877,500.00 |
| | Burnstein, Jeff Trust | | 310 Grove St. Glencoe IL 60022 USA | 168,750.00 |
| | Burnstein, Jill Trust | | 310 Grove St. Glencoe IL 60022 USA | 371,250.00 |
| | Burnstine, Jean L | | 310 Grove Street Glencoe IL 60022 USA | 1,080,000.00 |
| | Burnstine, Mark R. | | 310 Grove Street Glencoe IL 60022 USA | 540,000.00 |
| | Burton, Ury | | 665 Sheridan Rd, Highland Park, IL 60035 Highland Park IL 60035 USA | 337,500.00 |
| | Campello, Valeria | | 9830 SW 125 Ave Miami FL 33186 USA | 674,946.00 |
| | Canham, Thomas | | 285 Grande Way Apt 1804, Naples FL 34110 USA | 202,500.00 |
| | Clifford, Kyle | | 12755 English Walnut Drive St.Louis MO 63131 USA | 540,000.00 |
| | Cocke, Warren Briggs | | 39 Hunting Ridge Rd Manakin Sabot VA 23103 USA | 47,250.00 |
| | Collina, Elaine | | 537 N Roscoe St #3 Chicago IL 60657 USA | 346,950.00 |
| | Collins, Nancy | | 450 Skokie Blvd, Ste 507 Northbrook IL 66962 USA | 54,000.00 |
| | Cromydas, Nick | | 140 Oxford Rd Kenilworth IL 60043 USA | 135,000.00 |
| | De Kat Family Rev.Trust B (USD) | | 13346 N Stone View Trail Fountain Hill AZ 85268 USA | 337,500.00 |
| | Diamond, Deborah | | 6401 Gross Point Rd Niles IL 60714 USA | 135,000.00 |
| | Diamond, Sidney | | 45 Hawthorne Road Barrington Hills IL 60010 USA | 337,500.00 |
| | Digrigorio, Sam | | 6320 La Posta Dr El Paso TX 79912 USA | 337,500.00 |
| | DPDS | | 33 W Wacker Dr Chicago IL 60606 USA | 2,973,300.00 |
| | Dworkin, Bradley | | 657 Colwyn Terrace Deerfield IL 60015 USA | 675,000.00 |
| | Elgamil, Emillia | | 8928 Kenton Ave Stokie IL 60076 USA | 405,000.00 |
| | Elgamil, Sheila | | 8928 Kenton Ave Skokie IL 60076 USA | 67,500.00 |
| | Elliott, Cynthia | | 39 Hunting Ridge Road Manakin Sabot VA 23103 USA | 544,950.00 |
| | Elliott, Virginia | | 2204 Lariat Trail Frisco TX 75034 USA | 1,255,500.00 |
| | Emanuel, Roland | | 323 Pilot Point Lane Boca Raton FL 33921 USA | 135,000.00 |
| | Fackler, Kyle | | 560 W 23rd St Apt 31K New York NY 10036 USA | 40,500.00 |

Creditor Mailing List

In the Matter of the Bankruptcy of
Creative Wealth Media Finance Corp
of the City of Toronto, in the Province of Ontario

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|-------------------------------|-----------|--|--------------|
| Unsecured | FAMC FBO Gordon R. Miller IRA | | PO Box 49 Waukesha Porterville WI 53187 USA | 607,500.00 |
| | Feldman, Charlotte | | 3180 Burgundy Drive North Palm Beach Gardens FL 33410 USA | 270,000.00 |
| | Fenner, Sarah | | 1630 Huguenot Rd Midiouthian VA 23113 USA | 141,750.00 |
| | Flanagan, Thomas P. | | 232 E. Walton Place Chicago IL 60611 USA | 3,847,500.00 |
| | Flax, Mitchell | | 2702 E 4th St Austin TX 78702 USA | 13,500.00 |
| | Fleming, Jennifer | | 151 Bloor St West Suite 700 Toronto ON M5S 1S4 | 33,750.00 |
| | Frank, Scott | | 905 Forest Ave Deerfield IL 60015 USA | 405,000.00 |
| | Frekking, Taylor | | 1100 N Dearborn Apt 710 Chicago IL 60610 USA | 97,200.00 |
| | Gale, Stephen | | 137743 Grey Rd 12 Meaford ON N4L 1W6 | 310,500.00 |
| | Gibson, Arlene & Jim | | 54 Napa Ridge Alliston ON L9R 2E4 | 135,000.00 |
| | Giles, Keith | | 1456 Ridge Road Highland Park IL 60035 USA | |
| | GJJ Holdings LLC | | 1006 Morse Ave Schaumburg IL 60913 USA | 1,350,000.00 |
| | GJMN LLC | | 1251 Swainwood Drive Glenview IL 60025 USA | 394,875.00 |
| | Gohari, Anita | | 19049 Friar St Tarzana CA 91335 USA | 142,425.00 |
| | Gold, Amy | | 300 West Avenue Apt 5B New York NY 10023 USA | 2,700,000.00 |
| | Golden Tier LLC | | 540 N State St Apt 2009 Chicago IL 60654 USA | 469,800.00 |
| | Gordon, Benjamin | | 1000 N. State Street, Unit 5 Chicago IL 60610 USA | 540,000.00 |
| | Green, Stuart | | 293 Lupine Way Short Hills NJ 07078 USA | 742,500.00 |
| | Hagerty, John J. | | 2121 Swainwood Dr Glenview IL 60025 USA | 135,000.00 |
| | Hall Robert | | 313 Stock Port Lane Schaumburg IL 60193 USA | 135,000.00 |
| | Hartage, Montre | | 103 Ross Street Cordele GA 31015 USA | 65,000.00 |
| | Haussler, Len & Jakki | | 333 Las Olas Way, Unit 3902 Fort Lauderdale FL 33301 USA | 834,637.00 |
| | Herche, Vicki | | 6897 Grenadier Blvd. #1202 Naples FL 34108 USA | 1,498,500.00 |
| | Hord, Patrick & Janel | | 2742 Shearer Road Bucyrus OH 44820 USA | 337,500.00 |
| | Hubbard, David Trust | | 7841 Keystone Skokie IL 60076 USA | 135,000.00 |
| | Hubbard, Sandra | | 7841 Keystone Skokie IL 60076 USA | 675,000.00 |

Creditor Mailing List

In the Matter of the Bankruptcy of
Creative Wealth Media Finance Corp.
of the City of Toronto, in the Province of Ontario

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|-------------------------------|-----------|--|--------------|
| Unsecured | Jacobs, Hillari G. | | 1031 Prairie Ave Deerfield IL 60015 USA | 405,000.00 |
| | Jacobs, Norman | | 3180 Burgundy Drive North Palm Beach Gardens FL 33410 USA | 1,451,250.00 |
| | Jacobson, Steven | | 13346 N Stone View Trail Fountain Hills AZ 85268 USA | 207,300.00 |
| | Kaiser, Branden | | 752 Clarkson Rd South Mississauga ON L5J 2T9 | 35,000.00 |
| | Kaiser, Delaney | | 752 Clarkson Rd South Mississauga ON L5J 2T9 | 34,000.00 |
| | Kaiser, Liam | | 752 Clarkson Rd South Mississauga ON L5J 2T9 | 34,000.00 |
| | Kaiser, Tara | | 752 Clarkson Rd South Mississauga ON L5J 2T9 | 26,500.00 |
| | Kaiser, Tara & Richard | | 752 Clarkson Rd South Mississauga ON L5J 2T9 | 300,000.00 |
| | Kingery, Scott M. | | 2715 W Jetton Ave Tampa FL 33629 USA | 65,000.00 |
| | Kleinschmidt, Catherine | | 7848 Royalty Avenue Apt C Louisville KY 40222 USA | 178,870.00 |
| | Knight, Valerie | | 4205 Amelia Way Naples FL 34119 USA | 540,000.00 |
| | Kolber, Linda | | 2665 NW 63rd Street Boca Raton FL 33496 USA | 270,000.00 |
| | Kolber, Steven R. | | 2665 NW 63rd St Boca Raton FL 33496 USA | 135,000.00 |
| | Krahulec, Gregg | | 5100 Lampman Ave Burlington ON L7L 6L1 | 270,000.00 |
| | Krol, Jeff | | 100 Granville Ave Park Ridge IL 60068 USA | 108,000.00 |
| | Krueger, Scott | | 3837 W Five Mile Peak Drive Queen Creek AZ 85142 USA | 108,000.00 |
| | LaPointe Florian Legacy Trust | | 1705 High School Rd Jackson WY 83001 USA | 1,350,000.00 |
| | Levy, Marc | | 19563 Island Court Dr. Boca Raton FL 33434 USA | 675,000.00 |
| | Loeber, Michael | | 2307 Linneman St Glenview IL 60025 USA | 472,500.00 |
| | Loeber, Paul | | 112 W County Line Rd Barrington Hills IL 60010 USA | 1,147,500.00 |
| | Maraboyina, Prabha & Sudhakar | | 215 Parkgate Court Delaware OH 43015 USA | 1,147,500.00 |
| | Maraboyina, Suraj | | 300 Crescent Court Suite 1870 Dallas TX 75201 USA | 911,250.00 |
| | Mathiesen, Andrew | | 200 Spyglass Lane Jupiter FL 33477 USA | 135,000.00 |
| | McArthur, Binion | | 5832 Stony Island, Apt 148 Chicago IL 60637 USA | 1,350,000.00 |
| | McClelland, Eric | | 805 Third Ave 15th Floor New York NY 10022 USA | 1,350,000.00 |
| | McCloskey, Richard John | | 9411 S. Palm Drive Tempe AZ 85284 USA | 135,000.00 |

Creditor Mailing List

In the Matter of the Bankruptcy of
Creative Wealth Media Finance Corp.
of the City of Toronto, in the Province of Ontario

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|--|-----------|---|---------------|
| Unsecured | McDonald, David | | 5826 Winnetka Ave Woodland Hills CA 91367 USA | 47,250.00 |
| | Miller, Gordan Trustee | | 8700 W Mawr, Ste 810N Chicago IL 60631 USA | 573,750.00 |
| | Miller, Gordon FCAM | | 8700 W Bryn Mawr Suite 910N Chicago IL 60631 USA | 270,000.00 |
| | Mitchell, Susy | | 34 Brucewood Cres Toronto ON M6A 2G6 USA | 485,000.00 |
| | Morpheus Absolute Opportunities Fund | | 403 S La Grange Road La Grange IL 60525 USA | 270,000.00 |
| | Muraff, James | | 2300 Asbury Rd Northbrook IL 60062 USA | 405,000.00 |
| | Murphy, Kevin | | 2701 Van Ness Ave Suite 507 San Francisco CA 94109 USA | 128,250.00 |
| | Murray, Graeme | | 6897 Grenadier Blvd. #1202 Naples FL 34108 USA | 492,750.00 |
| | Nestico, Saverio | | 59 Powell Rd North York ON M3K 1M6 | 67,500.00 |
| | Niemeyer, Todd | | 6850 Cambridge Grove Crt Cleves OH 45002 USA | 384,750.00 |
| | Nuthakki, Mohan | | 4625 Schrub Drive Dayton OH 45429 USA | 337,500.00 |
| | Oaks, Casey | | 3220 Oakley Station Blvd Apt 301 Cincinnati OH 45209 USA | 1,046,250.00 |
| | Odenigbo, Ifeadiachukwu | | 511 Woodbourne Trail Centerville OH 45459 USA | 135,000.00 |
| | P&L Northwest Trust U/A DTD 12/17/2008 | | 1705 High School Road, Suite 140 / PO Box 4995 Jackson WY 83001 USA | 4,050,000.00 |
| | Paisley, Ian & Linda | | 1430 Highbury Ave, Apt 29 London ON N5Y 6M4 | 650,000.00 |
| | Paleo, Dr. Narsing | | 3027 Kings Harbour Rd Panama City FL 32405 USA | 675,000.00 |
| | Palep, Arvind Rao | | 12547 Admiral Ave Loas Angeles CA 90066 USA | 11,070,000.00 |
| | Parizek Group LLC | | 6243 Paseo Colina Carlsbad CA 92009 USA | 18,225.00 |
| | Parizek, John | | 6243 Paseo Colina Carlsbad CA 92009 USA | 47,250.00 |
| | Parizek, William | | 1677 Turtle Bay Loop Leander, Tx TX 78641 USA | 116,100.00 |
| | Parker, James & Judith | | 5430 Seven Winds Rd Dewittville NY 14728 USA | 84,375.00 |
| | Parker, Joseph | | 5430 Seven Winds Rd Dewittville NY 14728 USA | 11,475.00 |
| | Parker, Michael | | 2920 Carlisle St Apt 0901 Dallas TX 75204 USA | 45,900.00 |
| | Pekar, James P | | 6330 Parkview Road Greendale WI 53129 USA | 1,350,000.00 |
| | Pentwater Advisors Solo | | 1677 Turtle Bay Loop Leander TX 78641 USA | 101,250.00 |
| | Pessah, Sylvia | | 8928 Kenton Ave Skokie IL 60076 USA | 33,750.00 |

Creditor Mailing List

In the Matter of the Bankruptcy of
Creative Wealth Media Finance Corp
of the City of Toronto, in the Province of Ontario

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|---|-----------|---|--------------|
| Unsecured | Pevitz, Ross & Shixiao Xu | | 878 Marchfield Ave, Unit 1 Chicago IL 60622 USA | 67,500.00 |
| | Proeschel, Daniel & Angela | | 5504 Greentree Rd Leanon OH 45036 USA | 135,000.00 |
| | Rash, Jason | | 3107 W Colorado Ave, Suite 254 Colorado Springs CO 80904 USA | 60,750.00 |
| | Reaume, Sarah & Kristopher | | 184 Texas Road Amherstburg ON N9V 2R7 | 150,000.00 |
| | Reckley, Stephen | | 180 W. Eggleston Ave Elmhurst IL 60126 USA | 135,000.00 |
| | Romo Partners LLC and Roberto Romo 2008 Declaration of Trust | | c/o Osler Box 50, 1 First Canadian Place Toronto ON M5X 1B8 | 337,500.00 |
| | Romo, Roberto | | 340 East Randolph #4203 Chicago IL 60601 USA | 1,012,500.00 |
| | SAS Investment Partners | | 450 Skokie Blvd Ste 507 Northbrook IL 60062 USA | 1,795,600.00 |
| | Schaeffer, Edward M | | 345 Elder Lane Winnetka IL 60093 USA | 135,000.00 |
| | Schaible, Richard & Janet | | 7143 Redridge Drive Cleves OH 45002 USA | 135,000.00 |
| | Schmidt Financial Group Defined Benefit Plan | | 450 Skokie Blvd., Ste 507 Northbrook IL 60062 USA | 135,000.00 |
| | Schmidt, Bernice Irrev.Trust | | 100 Laurel Ave Highland Park IL 60035 USA | 607,500.00 |
| | Schmidt, Ethan | | 540 N State St., Apt 2009 Chicago IL 60654 USA | 283,500.00 |
| | Schmidt, Jordan | | 100 Laurel Ave Highland Park IL 60035 USA | 162,000.00 |
| | Schoenberger, Scott | | 4442 Hidden Oaks Lane Liberty Township OH 45011 USA | 202,500.00 |
| | Schultz, Myron | | 634 Fox Lake Dr Charleston IL 61920 USA | 135,000.00 |
| | SFG LLC | | 450 Skokie Blvd Suite 507 Northbrook IL 60062 USA | 135,000.00 |
| | Shoub, Steven | | PO Box 1574 Venice FL 34284 USA | 324,947.00 |
| | Spiegelberg, Assheton | | 2911 Bookhout St Dallas TX 75201 USA | 229,500.00 |
| | SSSB Partnership | | 1699 Pebble Beach Way Vernon Hills IL 60061 USA | 138,375.00 |
| | Stearns Family Trust | | 2014 Country Cove Court Las Vegas NV 89135 USA | 135,000.00 |
| | Swift, Terrill D. | | 42548 Muscat Circle Murrieta CA 92562 USA | 405,000.00 |
| | Synders, Cameron | | 620 E 11th Avenue Naperville IL 60563 USA | 33,750.00 |
| | The Formidable Fund LP | | 221 E 4th Street, Suite 2700 Cincinnati OH 45202 USA | 1,080,000.00 |
| | Thomas, Adrienne | | 635 Woodland Acres Cres Maple ON L6A 1G2 | 250,000.00 |
| | Toig, Randall Trust | | 705 Redwood Lane Glencoe IL 60022 USA | 810,000.00 |

Creditor Mailing List

In the Matter of the Bankruptcy of
Creative Wealth Media Finance Corp
of the City of Toronto, in the Province of Ontario

| Creditor Type | Name | Attention | Address | Claim \$ |
|---------------|--|-----------|---|--------------|
| Unsecured | Turchan Holdings | | 253 Golf Course Road Conestogo ON N0B 1N0 | 572,500.00 |
| | Turchan, Mark | | 2307 Old Hicks Rd Long Grove IL 60047 USA | 607,500.00 |
| | Van Schilt, Keshyl | | 1107 Quaker Trail Newmarket ON L3X 3E2 | 150,000.00 |
| | Van Schilt, Keshyl & Winston | | 1107 Quaker Trail Newmarket ON L3X 3E2 | 150,000.00 |
| | Vanoff, Helen | | 314-4909 Riverside Drive East Windsor ON N8Y 0A4 | 175,000.00 |
| | Vanounou, Maurice | | 2145 Rue Dadeaux St Laurent QC H4M 1M2 | 509,771.00 |
| | Vicari, Gary | | 6526 Saddle Ridge Lane Long Grove IL 60047 USA | 101,250.00 |
| | Volpe, Sandro | | 17150 Keele Street King City ON L7B 0J7 | 150,000.00 |
| | Washburn, James | | 44 Indian Hill Road Winnetka IL 60093 USA | 270,000.00 |
| | Weiser Global Capital Markets Ltd. | | c/o Blake Cassels & Graydon LLP 199 Bay Street, Suite 4000 Toronto ON M5L 1A9 | 2,025,000.00 |
| | Wiers, David | | 2300 Sheridan Rd Highland Park IL 60035 USA | 405,000.00 |
| | Wieseneck, David | | 818 N Linn Street Iowa City IA 52245 USA | 540,000.00 |
| | Wieseneck, Jill Family Trust | | 2126 NE 14th Ave Portland OR 97212 USA | 945,000.00 |
| | Wieseneck, Suzanne 2012 Irrev.Family Trust | | 2126 NE 14th Ave Portland OR 97212 USA | 945,000.00 |
| | Willerman, James K. | | 447 Jefferson Ave Glencoe IL 60022 USA | 270,000.00 |
| | Wilson, Mark | | 40 Winner ave Columbus OH 43203 USA | 33,750.00 |
| | WRTR Investments LLC | | 4420 California Ave Long Beach CA 90807 USA | 67,500.00 |
| | Youmans, Jami | | 1441 Little Raven St., Suite 12001 Denver CO 80202 USA | 202,500.00 |
| | Zanette, Fulvio | | 2 Earl Cook Drive Stouffville ON L4A 1L5 | 300,000.00 |

In the Matter of the Bankruptcy of
Creative Wealth Media Finance Corp
of the City of Toronto, in the Province of Ontario

Supplementary Mailing List - Contingent claims

| | | | | | |
|--|---|-----------------|----|---------|--------|
| 1593401 Ontario Ltd. | Suite 1600, 1 First Canadian Place | Toronto | ON | M5X 1G5 | Canada |
| 2012 Irrevocable Suzanne C. Wieseneck Family Gift Trust | 840 Walden Lane | Lake Forest | IL | 60045 | USA |
| 2123815 Ontario Inc. | 635 Woodland Acres Cres | Maple | ON | L6A 1G2 | Canada |
| 2724073 Ontario Inc. | 59 Powell Road | Toronto | ON | M3K 1M6 | Canada |
| Albrink, Frederick | 221 East 4th Street, Suite 2700 | Cincinnati | OH | 45202 | USA |
| Alderdice, Patrick | 4508 Oak Tree Ct, | Lawrence | KS | 66049 | USA |
| Allen, George & Collins, Ann | 7220 Farr St, Annandale, | Annadale | VA | 22003 | USA |
| Altman, Benjamin | 11 North Green Street, Apt 4B, | Chicago | IL | 60607 | USA |
| Amata, Ryan | 1109 Kingdale Road | Newmarket | ON | L3Y 4W1 | Canada |
| Anderson 2011 Trust | 2331 North Point St, | San Francisco | CA | 94123 | USA |
| Andreas, Susan | 85 Spotford St | Georgetown | MA | 1833 | USA |
| Aurigemma, John | 4504 Kathryn Ct | Batavia | OH | 45103 | USA |
| B&B Investment Partners | 3847 Quail Ridge Dr. | Boynton Beach | FL | 33435 | USA |
| Bailen, James L. | 4465 S Jones Blvd | Las Vegas | NV | 89103 | USA |
| Bailen, Sandra | 6007 Huting Rd, | Louisville | KY | 40222 | USA |
| Bartlett, Daniel | 3611 Mound Way, | Cincinnati | OH | 45227 | USA |
| Baxter, Carole | 6182 State Route 730, | Wilmington | OH | 45177 | USA |
| Bayshore Capital Advisors, LLC, BCA Alternative Income Funds, LP and TRocking T Ranch LLLP | 365 Bay Street, 2nd Floor | Toronto | ON | M5H 2V1 | Canada |
| Benoit, Gabrielle | 5501 Spine Rd., Unit 208 | Boulder | CO | 80301 | USA |
| Berger Singerman | 201 E Las Olas Blvd, Ste 1500 | Fort Lauderdale | FL | | USA |
| Berman, Suzanne Trust | 27 N Wacker Dr, | Chicago | IL | 60606 | USA |
| Blaney LLP | 2 Queen Street East, Ste 1500 | Toronto | ON | M5C 3G5 | Canada |
| Blessing, Ami | 756 Kroger Valley Dr. | Cincinnati | OH | 45226 | USA |
| Blessing, Robert | 2435 RIVERSIDE DR | Cincinnati | OH | 45202 | USA |
| Borden Ladner Gervais LLP | Scotia Plaza, 40 King Street West, 44th Floor | Toronto | ON | M5H 3Y4 | Canada |
| Bova, Richard (USD) | 72 Sunup Trail, Riverhead | Riverhead | NY | 11901 | USA |
| Brachle, John (USD) | 229 Blackstone Ave, | La Grange | IL | 60525 | USA |
| Brachle, Paul FBO (USD) | 7395 Algonquin Drive, | Cincinnati | OH | 45243 | USA |

| | | | | | |
|---------------------------------------|---------------------------------|---------------|----|---------|--------|
| Branden, David (USD) | 10112 Benham Dr, | Dayton | OH | 45458 | USA |
| Brewer, Cheryl (USD) | 221 East 4th Street, Suite 2700 | Cincinnati | OH | 45202 | USA |
| Brotherton, John (USD) | 1424 Shoreline Way | Loveland | OH | 45140 | USA |
| Broussard, Gail March Living Trust | 1 North Jefferson | St Louis | Mo | 63103 | USA |
| Brown, William (USD) | 221 East 4th Street, Suite 2700 | Cincinnati | OH | 45202 | USA |
| Brown, Sharon (USD) | 1825 Appian Way, | Springfield | OH | 45503 | USA |
| Brown, William FBO (USD) | 221 East 4th Street, Suite 2700 | Cincinnati | OH | 45202 | USA |
| Bruce Bell and Evelyne Neiman | 200-70 Bond Street | Toronto | ON | M5B 1X3 | Canada |
| Byberg, Jacqueline (CDN) | 151 Curtis Cres | King City | ON | L7B 1C1 | Canada |
| Byberg, Samantha (CDN) | 151 Curtis Cres | King City | ON | L7B 1C1 | Canada |
| Byberg, Scott (USD) | 151 Curtis Cres | King City | ON | L7B 1C1 | Canada |
| Campello-Palep, Anaya Trust | 10205 SW 115 Court | Miami | FL | 33176 | USA |
| Caras, Ron (USD) | 1425 Voltz Road | Northbrook | IL | 60062 | USA |
| Carlson, John (USD) | 3709 Bradley Lane | Chevy Chase | MD | 20815 | USA |
| Carter, Eric (USD) | , Louisville, KY 40205 | Louisville | KY | 40205 | USA |
| Carter, Jeffrey (USD) | 50 Bay Street, Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Catalyst Wealth Management Media Fund | 450 Skokie Blvd, Ste 507 | Northbrook | IL | 60062 | USA |
| CBL Investments LLC (USD) | 921 N Deerborn St, | Chicago | IL | 60610 | USA |
| Cizikas, Casey (USD) | 50 Bay Street, Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Clowe, Ryane (USD) | 50 Bay Street, Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Colonia Trustco Inc. | 4100-66 Wellington Street West | Toronto | ON | M5K 1B7 | Canada |
| Crawshaw, Christopher D. | 125 Bitch Street | Winnetka | IL | 60093 | USA |
| Creative Wealth Media Lending LP | 151 Bloor Street West, Ste 700 | Toronto | ON | M5S 1S4 | Canada |
| Crowe, Zachary (CDN) | 546 Highland Ave NE | Atlanta | GA | 30312 | USA |
| Cynthia L. Elliott Trust 1999 | 39 Hunting Ridge Rd | Manakin Sabot | VA | 23103 | USA |
| David Wieseneck Living Trust | 818 N. Linn Street | Iowa City | IA | 52245 | USA |
| De Haan, Calvin (USD) | 50 Bay Street, Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Denardo, Robert (USD) | 695 Harding Ave, | Glen Ellyn | IL | 60137 | USA |
| DeNardo, Thomas Henry | 1012 James Court | Wheaton | IL | 60189 | USA |
| Desert Media | 16220 N Scottsdale Rd, Ste 340 | Scottsdale | AZ | 85254 | USA |
| Dinnen, Eric (USD) | 106 Barrington Rd | Ft Wright | KY | 41011 | USA |
| Divaldeni, Tomas Plekanec (USD) | 50 Bay Street, Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Donald Stubbs et al. | 181 University Ave., Ste 800 | Toronto | ON | M5H 2X7 | Canada |
| Dorn, James & Margaret (USD) | 5585 Wasigo Dr | Cincinnati | OH | 45230 | USA |
| DRTIVI (USD) | 1012 James Court | Wheaton | IL | 60189 | USA |

| | | | | | |
|--|--|-------------------------|----------|----------------|------------|
| Eagleson, Adam | 355 Wisteria Ave | Fairhope | AL | 36532 | USA |
| Ellis, Ryan | 50 Bay Street Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Emilia Elgamil Living Trust | 8928 Kenton Ave | Skokie | IL | 60076 | USA |
| Equity Trust Company Custodian FBO Michael Moon IRA | 3 Owlswood Rd | Tiburon | CA | 94920 | USA |
| FAMC FBO Gordon R. Miller IRA | PO Box 49 Waukesha | Porterville | WI | 53187 | USA |
| Farlar, Jason | 4365 Logsdons Woods Dr | Liberty Township | OH | 45011 | USA |
| Fenner, Sarah D | 1630 Huguenot Rd | Midlothian | VA | 23113 | USA |
| Fernandes, Jose & Marilia | 1550 Southdown Rd | Mississauga | ON | L5J 2Z4 | USA |
| FieldGlen Investments Inc. | 163 Cartwright Ave | Toronto | ON | M6A 1V5 | USA |
| Fieldgray Development Corp | 331 St Clair Ave East | Pickering | ON | L1W 3W9 | USA |
| Fitzgerald, Brian Dr | 2345 Yonge St Suite 905 | Toronto | ON | M4P 2E5 | USA |
| Fitzgerald, Derek | 202-1387 West 71st Ave | Vancouver | BC | V6P 3B4 | USA |
| Fry, Ben | 4930 Prospect Ave | Cincinnati | OH | 45242 | USA |
| Fultz, Beth | 7621 Tyler's Hill Court | West Chester | OH | 45069 | USA |
| Gage, Andrew George Allen & Ann Collins JT/WROS | 450 Skokie Blvd, Ste 507 7220 Farr St | Northbrook Annandale | IL VA | 66962 22003 | USA USA |
| Gibbs, Scotty Dr | 4118 Picardy Dr | Raleigh | NC | 27612 | USA |
| Girls With Big Dreams Trust | 10205 SW 115 Court | Miami | FL | 33176 | USA |
| Golhar, Shawn-Pavin | 11622 Rolling Meadow Dr. | Great Falls | VA | 22066 | USA |
| Goodmans LLP | 333 Bay Street, Ste 3400 | Toronto | ON | M5H 2S7 | Canada |
| Greco, John & Marina Zannatta | 66A Lynnhaven Rd | Toronto | ON | M6A 2K9 | Canada |
| Greene, Matthew | 50 Bay Street Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Gubin, Michael | 3722 Riviera Ct | Northbrook | IL | 60062 | USA |
| Guido Campello Trust | 10205 SW 115 Court | Miami | FL | 33176 | USA |
| Gundrum, Jason | 401 Sunny Acres Dr | Cincinnati | OH | 45255 | USA |
| Guttman, Craig | 1242 Woodview Ln | Northbrook | IL | 60062 | USA |
| Harrington, Scott | 50 Bay Street Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Harris, Robert Scot | 2049 Century Park East, Ste 2400 | Los Angeles | CA | 90067 | USA |
| Harvey, John J | 3320 Fortnum Place | Vero Beach | FL | 32963 | USA |
| Haussler, Jakki | 333 Las Olas Way Unit 3902 | Fort Lauderdale | FL | 33301 | USA |
| Haussler, Jakki | 429 Lafayette Ave | Cincinnati | OH | 45220 | USA |
| Hawks Media Fund | 2534 Hondo Ave Apt 124 | Dallas | TX | 75219 | USA |
| Hawks, Taylor | 2534 Hondo Ave Apt 124 | Dallas | TX | 75219 | USA |
| Heatley Family Rev Trust | 50 Bay Street Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Herrick Feinstein LLP | 2 Park Ave | New York | NY | 10016 | USA |

| | | | | | |
|---|-------------------------------------|------------------|----|---------|--------|
| Highmore Trade Finance Fund, LP | 155 Wellington St. West, 35th Floor | Toronto | ON | M5V 3H1 | Canada |
| Hudson Private LP | 181 Bay Street, Ste 1800 | Toronto | ON | M5J 2T9 | Canada |
| Hudson Private Wealth | 181 Bay Street, Ste 1800 | Toronto | ON | M5J2T9 | Canada |
| IAG Inc | 3130 Dufferin St | Toronto | ON | M6A 2S6 | Canada |
| Irwin, Jane Trust | 1133 Taylorsport Ln | Winnetka | IL | 60093 | USA |
| JAAM Ltd. | 4100-66 Wellington St. W | Toronto | ON | M5K 1B7 | Canada |
| James Richardson and Nikink Holdings Ltd. | Suite 800, 179 John Street | Toronto | ON | M5T 1X4 | Canada |
| Jill Wieseneck Living Trust | 2126 NE 14th Ave | Portland | OR | 97212 | USA |
| Jiri Tlustý Jesin | 50 Bay Street Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| JMP Equity LLC | 14100 CountyLine Road | Hunting Valley | Oh | 44022 | USA |
| Jurs, Peter | 1113 Fuller St | Cincinnati | OH | 45202 | USA |
| JVSC Holdings | 3998 9th Line | Bradford | ON | L3Z 2A5 | Canada |
| Kakarlapudi, Vasu | 11205 Bodley Dr | Louisville | KY | 40223 | USA |
| Kaufman, Joshua | 160 W 86th St Suite 14A | New York | NY | 10024 | USA |
| KB Holdings Inc | 640 N La Salle Dr Suite 295 | Chicago | IL | 60654 | USA |
| Kempf, Shari | 555 12th St Suite 900 | Oakland | CA | 94607 | USA |
| Kikkino, Jody | 2090 Creekside Way | Eugene | OR | 97408 | USA |
| Kode, Niranjana | 65 Marbury Court | Springboro | OH | 45066 | USA |
| Kolber, Steven R. | 2665 NW 63rd St | Boca Raton | FL | 33496 | USA |
| Koodish, Murray | 2933 NE 29th Ave | Portland | OR | 97212 | USA |
| Kopec, Anna | 603 N Home Ave | Park Ridge | IL | 60068 | USA |
| Korpela, Matt | 4403 Ocean Front Walk Apt 201 | Marina del rey | CA | 90292 | USA |
| Krahulec, Gregg | 5100 Lampman Ave | Burlington | ON | L7L 6L1 | Canada |
| Krantz, Elisa | 297 Taylor Road South | Short Hills | NJ | 7078 | USA |
| Kriarakis, Corinne | 5 Pyne Hills Court | New Tecumseth | ON | L0G 1W0 | Canada |
| Krol, Linda | 100 Granville Ave | Park Ridge | IL | 60068 | USA |
| Laner, Steve | 216 4th Street | Manhattan Beach | CA | 90266 | USA |
| Lawrence Bober CPA LLC Defined Benefit Plan | 1699 Pebble Way | Vernon Hills | IL | 60061 | USA |
| Leopardo, Anthony | 5200 Prairie Stone Parkway | Hoffman Estates | IL | 60192 | USA |
| Levy, Robert | 19563 Island Court Dr | Boca Raton | FL | 33434 | USA |
| Lewis, Sarah | 3713 West Leona Street | Tampa | FL | 33629 | USA |
| Liuzzo, Marco | 100 South Point Dr Unit 2703 | Miami | FL | 33139 | USA |
| Loeber, Paul | 112 W County Line Rd | Barrington Hills | IL | 60010 | USA |
| Lukis Global Corporation | 365 Bay Street, 11th Floor | Toronto | ON | M5H 2V1 | Canada |
| Marshall, Joseph | 311 Knapp Place | Greenport | NY | 11944 | USA |

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|---|----------------------------------|------------------|----|---------|--------|
| Martin, Jeff | 9915 Ensley Ln | Leawood | KS | 66206 | USA |
| Martin, Ronald | 14808 Juniper St | Oakland Park | KS | 66206 | USA |
| Matta Investments | 9 Camargo Pines | Cincinnati | OH | 45423 | USA |
| Matteisen, Andrew | 200 Spyglass Lane | Jupiter | FL | 33477 | USA |
| Maxwell, Christopher | 4179 Glengary Dr | Atlanta | GA | 30342 | USA |
| McClelland, Lisa | 8673 Zenith Cr | Cincinnati | OH | 45231 | USA |
| McCullough, William | 226 Rittenhouse Square Unit 1006 | Philadelphia | PA | 19103 | USA |
| McWhitter, Annie | 555 12th St Suite 900 | Oakland | CA | 94607 | USA |
| Medley, Richard | 4465 S Jones Blvd | Las Vegas | NV | 89103 | USA |
| Mennie, Cheryl Trust | RR #1 Box 131 | Granville | IL | 61326 | USA |
| Michael G. Loeber Revocable Trust | 2307 Linneman Street | Glenview | IL | 60025 | USA |
| Miller, Kristine | PO Box 49 Waukesha | Porterville | WI | 53187 | USA |
| Mitts, Kathy | 866 Woodbury Dr | Villa Hills | KY | 41017 | USA |
| Mitts, Kyle | 866 Woodbury Dr | Villa Hills | KY | 41017 | USA |
| Moon, Michael | 3 Owlswood Rd | Tiburon | CA | 94920 | USA |
| Morel, Kelly | 1 Yonge Street, Ste 1200 | Toronto | ON | M5E 1E5 | Canada |
| Mormile, James | 1001 Hilts Ave | Los Angeles | CA | 90024 | USA |
| Murray, Jennifer | 50 Bay Street Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Nebel, James & Robin | 689 Alvarado Rd | Berkeley | CA | 94705 | USA |
| Nianiris, Chris | 7056 Corperate Way Ste 2 | Dayton | OH | 45459 | USA |
| Nicholas Patterson | 500 - 200 Adelaide Street West | Toronto | ON | M5H 1W7 | Canada |
| Nicholas Patterson, David Brannon, Chris Nianouris, Heather Nianouris, Mathhew Korplela, Sign Imports LLC, and Equity Trust Comp | 500 - 200 Adelaide Street West | Toronto | ON | M5H 1W7 | Canada |
| Nicholls, Robert & Cathy | 9 Noble Court | Georgetown | ON | L7G 1M5 | Canada |
| Noble, Alasdair | 400 5th Ave 47F | New York | NY | 10018 | USA |
| Offroad Capital | 485 Madison Ave 23rd Floor | New York | NY | 10022 | USA |
| Oleksiak, Jamieson | 50 Bay Street, Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Orzali, Peter | 848 Shag Bark Trail | Highland Heights | KY | 41076 | USA |
| Overberg, David FBO | 555 12th Street, Suite 900 | Oakland | CA | 94607 | USA |
| Pandorf, Dorothy | 6519 Crown Colony Place Apt 102 | Naples | FL | 34108 | USA |
| Partyka, Paul | 4617 West 99th Place | Oak Lawn | IL | 60453 | USA |
| Pater, John Giles | 1240 Coventry woods Dr | Cincinnati | OH | 45230 | USA |
| Pater, Nancy | 1240 Coventry Woods Dr | Cincinnati | OH | 45230 | USA |
| Pecha, Barry Dr | 4465 S Jones Blvd | Las Vegas | NV | 89103 | USA |

| | | | | | |
|------------------------------|----------------------------------|--------------------|----|---------|--------|
| Pecha, Dr Barry Trust | 4465 S Jones Blvd | Las Vegas | NV | 89103 | USA |
| Pecha, Marc | 7003 Washita Way | San Antonio | TX | 78256 | USA |
| Pizza Nova Restaurants | 2247 Midland Ave | Toronto | ON | M1P 4R1 | Canada |
| Polinsky, Mark | 2340 Egandale Road | Highland Park | IL | 60035 | USA |
| Premium Properties | 4100-66 Wellington St W | Toronto | ON | M5K 1B7 | Canada |
| Ramco Electric | 530 Coronation Drive | Toronto | ON | M1E 5C8 | Canada |
| Randall M. Toig Trustee | 441 Red Hawk Dr | Jupiter | FL | 33477 | USA |
| Rea, Daniel M. | 118 East Erie St., Unit 24C | Chicago | IL | 60611 | USA |
| RHS Building | Golf Village Blvd | Jupiter | FL | 33458 | USA |
| Richard, Arthur | 610 Innisfree Ln | Cincinnati | OH | 45255 | USA |
| Roberto Romo | Box 50, First Canadian Place | Toronto | ON | M5X 1B8 | Canada |
| Roger & Cowan | 1840 Centruy Park E., Floor 18 | Los Angeles | CA | 90067 | USA |
| Ross Pevitz & Shixiao Xu | 878 N Marshfield Ave, Unit 1 | Chicago | IL | 60611 | USA |
| Ross, Dustin | 2110 S Bentley Apt 102 | Los Angeles | CA | 90025 | USA |
| RPA Holdings | 1248 Cedarholm Ln | Bloomfield Hills | MI | 48302 | USA |
| Ruffin, Michael | 300 N End Ave, Apt 17B | New York, New York | NY | 10282 | USA |
| Russell, Hyde | 770 Prospect Ave | Winnetka | IL | 60093 | USA |
| SAAK Adventures | 635 Woodland Acres Cres | Maple | ON | L6A 1G2 | Canada |
| Safarova Bylinkova, Lucie | 50 Bay Street, Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Salem, Anthony Trust | 3279 Harborside Drive | Cincinnati | OH | 45248 | USA |
| Salem, David | 3279 Harborside Dr. | Cincinnati | OH | 45248 | USA |
| Sankar, Kiruba K | 9605 Fox Run Dr | Mason | OH | 45040 | USA |
| Schmidt, Sandy | 100 Laurel Ave | Highland Park | IL | 60035 | USA |
| Schultz, Raymond | 221 East Fourth Street, Ste 2700 | Cincinnati | OH | 45202 | USA |
| Schurr Investments | 21 Wilson Lane | Fairview | NC | 28730 | USA |
| Schurr, Michael FBO | 21 Wilson Lane | Fairview | NC | 28730 | USA |
| Scot, Robert Bldg Venture | 547 Greenleaf Ave | Glencoe | IL | 60022 | USA |
| Shah, Maulin | 10 Wayside Lane | Scarsdale | NY | 10583 | USA |
| Shah, Neal | 8171 Margaret Lane | Cincinnati | OH | 45242 | USA |
| Sheppard Mullen LLP | 333 Hope Street | Los Angeles | CA | 90071 | USA |
| Slaight Music Inc. | 112 Buckingham Ave | Toronto | ON | M4N 1R6 | Canada |
| Soergel, Whitney | 2544 Woodbourne Ave | Louisville | KY | 40205 | USA |
| Sreekantham, Arun Vangipuram | 11517 Holstein St | Fulton | MD | 20759 | USA |
| Staal, Eric | 50 Bay Street, Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Staal, Jordan | 50 Bay Street, Suite 1444 | Toronto | ON | M5J 3A5 | Canada |

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|------------------------------------|-------------------------------------|----------------|----|---------|--------|
| Staal, Mark | 50 Bay Street, Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Stacey, James FBO | 39814 Chimneysweep Ln | Blue Ash | OH | 45241 | USA |
| Stanley, Kevin | 1205 Madonna Court | Pickering | ON | L1X 1V8 | Canada |
| Stearns, Eli | 2014 Country Cove Court | Las Vegas | NV | 89135 | USA |
| Stouffer, Joan | 3702 Elite Ln | Mason | OH | 45040 | USA |
| Strauss, Christianne L | 50 Bay Street, Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Strome, Ryan | 50 Bay Street, Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Sunrise Capital | 8700 W Bryn Mawr, Suite 810N | Chicago | IL | 60631 | USA |
| Sutourious, John | 44 Evergreen Court | Cincinnati | OH | 45215 | USA |
| Swisher, Molly B. | 1726 NE 64th Ave | Portland | OR | 7213 | USA |
| Tina Byles-Williams Trust | 226 W Rittenhouse Square, Unit 1006 | Philadelphia | PA | 19103 | USA |
| Toffoli, Tyler Anthony | 50 Bay Street, Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Tokarz, Derek | 4423 Vrain St | Denver | CO | 80212 | USA |
| Turchan, Glenn | 253 Golf Course Rd | Conestogo | ON | N0B 1N0 | Canada |
| Ugo 2020 Trust | 9830 SW 125 | Miami | FL | 33186 | USA |
| Ury, Burton S. | 665 Sheridan Rd | Highland Park | IL | 60035 | USA |
| Van Riemsdyk, James | 50 Bay Street, Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Van Riemsdyk, Trevor | 50 Bay Street, Suite 1444 | Toronto | ON | M5J 3A5 | Canada |
| Vanounou, Patricia | 120 Rue Finchley | Hampstead | QC | H3X 3A2 | Canada |
| Virginia Lee Elliott GST Trust | 1630 Huguenot Rd | Midlothian | VA | 23113 | USA |
| Vizina, Keith | 2256 Francis Ln | Cincinnati | OH | 45206 | USA |
| Wagner, David | 2921 Utopia Place | Cincinnati | OH | 45208 | USA |
| Wainscott, Jason FBO | 57 W Hill Lane | Cincinnati | OH | 45215 | USA |
| Watts, Mark & Gina | 2320 Adirondak Trail | Oakville | ON | L6M 0E9 | Canada |
| Weil, Dennis | 221 Hancock Court | Safety Harbour | FL | 34695 | USA |
| Weinberg, Robert | 1712 Lago Vista Blvd | Palm Harbor | FL | 34685 | USA |
| Wells Entertainment Fund | 6309-43 Street, Unit 1 | Lloydminster | AB | T9V 2W9 | Canada |
| Whipple, Mary | 438 E Bridlewood Drive | Salt Lake City | UT | 84107 | USA |
| Whitten, Jonathan | 221 E 4th Street Suite 2700 | Cincinnati | OH | 45202 | USA |
| Wieseneck, Suzanne 1999 Gift Trust | 2126 NE 14th Ave | Portland | OR | 97212 | USA |
| Williams, Mac | 226 W Rittenhouse Square, Unit 1006 | Philadelphia | PA | 19103 | USA |
| Williams, Michael | 8915 Pinehurst cove | Duluth | GA | 30097 | USA |
| Wilson, Eric | 631 North Broad Street, #204 | Philadelphia | PA | 19123 | USA |
| Wonser, Debra | 15971 Viking Warrior Drive | Westfield | IN | 46074 | USA |



Rosen Goldberg Inc., 5255 Yonge Street, Suite 804, Toronto, Ontario Canada M2N 6P4 |
Tel: 416-224-4225 Fax: 416-224-4330 email: nmammoliti@rosengoldberg.com
www.rosengoldberg.com

Estate Number: 31-3003083

PROOF OF CLAIM

In the matter of the bankruptcy (or the proposal or the receivership) of _____ Creative Wealth Media Finance Corp. of Toronto, Ontario
and the claim of _____ creditor.

All correspondence regarding this claim should be sent to the following address: _____

SEE No. 1 I, _____ (name of creditor or representative of the creditor), of
_____ (full address), do hereby certify:

SEE No. 2 1. that I am a creditor of the above-named debtor (or that I am _____ (state position or title)
of _____ (name of creditor)

SEE No. 3 2. That I have knowledge of all the circumstances connected with the claim referred to below.

SEE No. 4 3. That the debtor was, at the date of the bankruptcy (or the date of the receivership, or in the case of a proposal, the date of
the notice of intention or of the proposal, if no notice of intention was filed), namely the October 27, 2023 day of
_____, _____, and still is, indebted to the creditor in the sum of \$ _____,
as specified in the statement of account (or affidavit or solemn declaration) attached and marked Schedule "A", after deducting any
counterclaims to which the debtor is entitled. (The attached statement of account, or affidavit or solemn declaration must specify the vouchers or
other evidence in support of the claim.)

SEE No. 5 4. (Check and complete appropriate category.)
() A. UNSECURED CLAIM OF \$ _____ (other than as a customer contemplated by
Section 262 of the Act)

That in respect of this debt, I do not hold any assets of the debtor as security and (Check appropriate description)

() Regarding the amount of \$ _____, I claim a right to a priority under section 136 of the Act.

() Regarding the amount of \$ _____, I do not claim a right to a priority.
(Set out on an attached sheet details to support priority claim.)

() B. CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$ _____

THAT I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based)

() C. SECURED CLAIM OF \$ _____

That in respect of this debt, I hold assets of the debtor valued at \$ _____ as security, particulars of
which are as follows:

(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and
attach a copy of the security documents.)

() D. CLAIM BY FARMER, FISHERMAN OR AQUACULTURIST OF \$ _____

That I hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$ _____

(Attach a copy of sales agreement and delivery receipts.)

() E. CLAIM BY WAGE EARNER OF \$ _____

() That I hereby make a claim under subsection 81.3(8) of the Act in the amount of \$ _____

() That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$ _____

() F. CLAIM BY EMPLOYEE FOR UNPAID AMOUNT REGARDING PENSION PLAN OF \$ _____

() That I hereby make a claim under subsection 81.5 of the Act in the amount of \$ _____

() That I hereby make a claim under subsection 81.6 of the Act in the amount of \$ _____

() G. CLAIM AGAINST DIRECTOR \$ _____

(To be completed when a proposal provides for the compromise of claims against directors)

That I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

() H. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$ _____

That I hereby make a claim as a customer for net equity as contemplated by section 262 of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

2.

SEE No. 6 5. That, to the bests of my knowledge, I am (or the above-named creditor is) (or am not or is not) related to the debtor within the meaning of Section 4 of the Act, and have (or has) (or have not or has not) dealt with the debtor in a non-arm's-length manner.

SEE No. 7 6. That the following are the payments that I have received from, the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three (3) months (or, if the creditor and the debtor are related within the meaning of Section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of Section 2(1) of the Act: (Provide details of payments, credits and transfers at undervalue.)

(Applicable only in the case of the bankruptcy of an individual.)

() Whenever the trustee reviews the financial situation of a bankrupt to redetermine whether or not the bankrupt is required to make payments under section 68 of the Act, I request to be informed, pursuant to paragraph 68(4) of the Act, of the new fixed amount or of the fact that there is no longer surplus income.

() I request that a copy of the report filed by the trustee regarding the bankrupt's application for discharge pursuant to subsection 170(1) of the Act be sent to the above address.

SEE No. 8 Dated at _____, this _____ day of _____, _____

Signature of Witness

Signature of Creditor

Telephone: _____ Fax: _____ E-Mail: _____

NOTE: If an affidavit or solemn declaration is attached, it must have been made before a person qualified to take affidavits or solemn declarations.

WARNINGS: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor. Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.

NOTE: If a copy of this Form is sent electronically by means such as email, the name of and contact information of the sender, prescribed in Form 1.1, must be added at the end of the document.

IF YOU HAVE ANY QUESTIONS ABOUT COMPLETING YOUR PROOF OF CLAIM FORM, PLEASE CONTACT THE TRUSTEE'S OFFICE AT: (416) 224-4225

GENERAL PROXY

In the matter of the bankruptcy (or of the proposal) of: _____

I/We _____ (name of creditor), of _____ (name of city or town), a creditor in the above matter, hereby appoint _____ of _____

_____, to be my/our proxy in the above matter (excepting only as the receipt of dividends), with (or without) power to appoint another proxy in his or her place.

SEE No. 9 Dated at _____, this _____ day of _____, _____

Signature of Witness

Signature of Creditor

PLEASE READ THIS CAREFULLY BEFORE YOU PREPARE YOUR PROOF OF CLAIM

- 1. The person making this claim must personally sign this form. The signature must be witnessed.
2. If you are signing this form on behalf of a corporation or other person you must state the title or capacity in which you are acting, such as "credit manager", "accountant", "controller", "authorized agent", etc. This form must be signed by the person making the declaration.
3. You must have knowledge of the circumstances connected with the claim.
4. Please fill in the date of the bankruptcy as shown on the Notice to Creditors. The proof of claim is incomplete unless you include a statement (marked "Schedule A"). The balance on this statement must be complete and agree with the balance claimed by you as of the date of bankruptcy. It must show the date, number and amount of all invoices or charges, together with the date, number and amount of all credits or payments. A "balance forward" or one line figure does not meet the disclosure requirements for proofs of claim issued by the Superintendent of Bankruptcy.

-
5. Please check (x) the type of claim which applies to you. ****PLEASE DO NOT LEAVE THIS SECTION BLANK****
- If you have a regular unsecured claim, then please check (x) beside the phrase "I do not claim a right to a priority".
- A priority claim is only granted to specific creditors under Section 136 of the *Bankruptcy and Insolvency Act*. Please review the legislation to determine if you are eligible to make such a claim in this estate.
- If you have a **SECURED CLAIM**, you must:
- (a) insert the value that you feel your security is worth, and
 - (b) prove that you are secured by attaching a copy of your security document (chattel mortgage and a copy of your financing statement issued under the *Personal Property Security Act*, etc.). If you hold a mortgage over real estate, please provide the trustee with a copy of the mortgage document.
6. If you are related to the bankrupt, please cross out the word "not". If you are related by blood or marriage to the bankrupt, then you should consider yourself a related person. If the bankrupt is a corporation, you would be considered to be related to it if you were a shareholder, or if your company was controlled by the same shareholders as the bankrupt corporation.
7. You **must** provide the **full** details of all payments and credits received from or allowed to the debtor during the period indicated.
8. The proof of claim is **INCOMPLETE** unless it has been **dated, signed and witnessed**.
9. If you wish to appoint a proxy, the proxy form must be completed and signed by the creditor. If the creditor is a corporation, the proxy must be signed in the corporate name and not necessarily by the individual signing the proof of claim form. If a corporation grants a voting proxy to an individual, the proxy section should be both signed, dated and witnessed. The *Bankruptcy and Insolvency Act* permits a proof of claim to be made by a duly authorized agent of a creditor, but this does not give a person power to vote at the first meeting of creditors or to act as the creditor's proxy unless the **GENERAL PROXY** section has been completed.

GENERAL INFORMATION

A creditor may vote either in person or proxy.

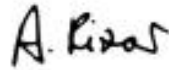
A debtor may not be appointed as proxy to vote on behalf of a creditor.

The trustee may be appointed as proxy to vote on behalf of a creditor.

A corporation may vote by an authorized agent at a meeting of creditors.

In order for a duly authorized person to have a right to vote he must himself be a creditor or be the holder of a properly executed proxy. The name of the creditor must appear in the proxy section of the proof of claim.

This is Exhibit "F" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.



Commissioner for Taking Affidavits (or as may be)

Estate No. 31-3003083

**IN THE MATTER OF THE BANKRUPTCY OF
CREATIVE WEALTH MEDIA FINANCE CORP.
OF THE CITY OF TORONTO,
IN THE PROVINCE OF ONTARIO**

Trustee's Preliminary Report to Creditors

Background: On October 27, 2023, Creative Wealth Media Finance Corp. (“Creative Media” or the “Company”) filed a Notice of Intention to Make a Proposal (the “NOI”). As Creative Media did not file a proposal or obtain an order to extend the time for filing a proposal, the Company was deemed to have filed an assignment in bankruptcy on November 28, 2023. Rosen Goldberg Inc. has been appointed by the Office of the Superintendent of Bankruptcy as the Trustee (the “Trustee”) until the first meeting of creditors.

The following companies are not subject to insolvency proceedings:

- Creative Wealth Media Lending Inc.
- Creative Wealth Advisory Inc.
- Creative Wealth Media Lending LP 2016

Creative Media commenced operating in 2013.

Creative Media was a syndicator that arranged and provided financing for the development and production of motion pictures, films, television streaming and animated productions (the “Investments”).

Those providing funding to Creative Media are identified as Financiers who would enter into Loan Agreements or Term Sheets

In general terms, Financiers are classified into two general categories. Those that subsequently entered into Participation Agreement (“Agreement”) and those that advanced Creative Media funds as a loan

Under the Agreement, Creative Media was identified as the Lender. In most cases, the investment, which financed individual projects, were entered into with Bron Media Corp which was identified as the borrower. Bron Media Corp is insolvent and subject to CCAA proceedings.

Under the terms of the Agreement, the Financiers:

- Acquired a fractional equity interest in an Investment;
- Did not have a debtor/creditor relationship with Creative Media; and
- Did not have a guaranteed repayment from Creative Media.

In addition, Creative Media would act as trustee for the Financier in administering the terms of the agreement with the investment.

Under the Loan Agreements, the funds provided to Creative Media were loans which Creative Media used to fund various projects designated as Series B, Series D, Series E, Series F and Series H. Repayment on these loans are secured by Creative Media.

Creative Media initiated insolvency proceedings as a result of:

- (i) The filing of CCAA proceedings by Bron Media Corp (July 19, 2023);
and
- (ii) Ongoing litigation in both Canada and the United States of America ("USA").

Section A: Assets

Pursuant to the sworn Statement of Affairs, the Company estimates that approximately \$67,000,000 will be recovered, as follows:

- Bron CCAA \$ 7,000,000
- Various productions \$60,000,000

The \$60,000,000 is anticipated to be collected over the next 12 months from Series B, Series D, Series E, Series F and Series H projects.

Under the terms of the Loan Agreements, creditors may have been given security interest by way of general security agreements.

Trustee's Preliminary Report
 In the Matter of the Bankruptcy
 of Creative Wealth Media Finance Corp.

Section B: Conservatory and Protective Measures

The Trustee will be notifying the appropriate parties that funds owing to Creative Media are to be paid to the Trustee.

Section C: Legal Proceedings

All legal actions in Canada are stayed as a result of the insolvency proceedings.

The Trustee has retained the legal firm of Dickson Wright to act as estate solicitor. The estate solicitor will be providing a legal to:

- (i) Confirm the nature of the funds that may be collected by the estate. The issue will be to determine if the funds received are for the benefit for the general body of unsecured creditors or relate solely to investors in the Agreement; and
- (ii) Confirm the validity of the security provided under the Loan Agreements

The Trustee has also retained U.S. counsel to bring proceedings in the United States to have the bankruptcy recognized in the United States. By doing so there would be a stay of proceedings against ongoing litigation.

Section D: Provable claims

Based on the Statement of Affairs, the claims against this estate appear to be as follows:

| | Per Statement of Affairs | Filed to date |
|-----------|-------------------------------------|--------------------------|
| Secured | NIL | \$15,399,596 |
| Preferred | NIL | NIL |
| Unsecured | \$103,740,012 | \$ 3,512,219 |

Trustee's Preliminary Report
 In the Matter of the Bankruptcy
 of Creative Wealth Media Finance Corp.

1. Claims in USA dollars will be converted at the rate existing at October 27, 2023 (1.3882) being the initial insolvency date.
2. Included in the mailing of the Notice of Bankruptcy was a Supplementary Mailing List ("SML"). Those listed on the SML were provided with a notice of the bankruptcy proceeding for information purposes only. After Creative filing the Notice of Intention to Make a Proposal, it was determined that those investors listed on the SML had signed the Agreement and as such do not have a debtor-creditor relationship with Creative Media. The Trustee has received claims from these investors totaling \$70,372,051 which have not been admitted by the Trustee.
3. A significant number of creditors that are subject to the Loan Agreements have filed claims as secured creditors. These creditors were reflected on the Statement of Affairs as unsecured (see Section C- Legal Proceedings).
4. Claims received from investors who have signed the Agreement and are not recognized, at this time, as creditors of Creative Media.
5. One creditor Arvind Rao Palep was incorrectly recorded as being owed \$11,070,000. The amount that should have been recorded on the Statement of Affairs was \$1,070,000. Accordingly, the total amount of unsecured creditors on the Statement of Affairs should have been \$93,740,021.

Section E Secured Creditors

The validity of the claims of secured creditors will be subject to the opinion provided by the estate solicitor (see Section C- Legal Proceedings).

Section F Anticipated realization and projected distribution

The Trustee cannot determine at this time the amount of any distribution to unsecured creditors.

Sections

G & H

Reviewable Transactions, Preference Payments and Other Matters

The Trustee is in the process of conducting a preliminary review of the financial affairs

Trustee's Preliminary Report
In the Matter of the Bankruptcy
of Creative Wealth Media Finance Corp.

of Creative Media.

Prior to Creative Media filing the NOI, Rosen Goldberg Inc. had been consulted in regard to the Bron Media Corp CCAA proceedings.

The Trustee received a third-party guarantee in the amount of \$75,000 excluding legal fees relating to the obtaining the Recognition Order in the United States.

Dated at Toronto, Ontario, this 14th day of December, 2023.

ROSEN GOLDBERG INC.
LICENSED INSOLVENCY TRUSTEE

This is Exhibit "G" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.

A. Rizas

Commissioner for Taking Affidavits (or as may be)

District of Ontario
 Division No. 09 Toronto
 Estate No.: 31-3003083
 Court No.: 31-3003083

IN THE MATTER OF THE BANKRUPTCY OF
 CREATIVE WEALTH MEDIA FINANCE CORP.
 OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO

MINUTES OF THE FIRST MEEETING OF CREDITORS

Minutes of the first meeting of the creditors of Creative Wealth Media Finance Corp. (“Creative”) held by zoom conference call on Friday, December 15, 2023.

Present by zoom conference call:

| | |
|---|---|
| Brahm Rosen | Rosen Goldberg Inc. Licensed Insolvency Trustee (the “Trustee”) |
| Steven Goldberg | Trustee |
| Don Stubbs | |
| Ian Paisley | |
| Andrea Beneteau | |
| Braedon Kaiser | |
| Briggs | |
| Calvin Horsten – Aird Berlis | |
| Ginger | |
| Jason Cloth – representing the bankrupt corporation | |
| David Ullman – representing Janson Cloth | |
| Graeme Murray | |
| Josh Sutton – Counsel for Hudson | |
| Len Hausser | |
| Neal Shah | |
| Susy Mitchel | |
| Michael Shan | |
| Bryan Tannenbaum | |
| Niranjan | |
| C. Horstein | |
| Mohan Nuthakker | |
| Hilary Book | |
| Dennis Weil | |
| Cheyene Parson | |
| Catherine Sanders | |
| Niranjan | |
| Stuart Green | |
| Wojtek Jaskiewicz – WierFoulds | |

David Preger - counsel to the Trustee
Lisa Corne – counsel to the Trustee
Jason Wadden
Anna White
Suraj Maraboyina
Ben Muller
Chris Muth
Samuel Mosonyi
Ash Spiegelberg
Adam Somer
Joseph Marshal
C. Burr - Weiser & Koza
Sam Nestico
Emma Napper
Andy Pollack
Preethom Reddy
Taylor Hawks
Zachary Crowe
Briaas
Cindi Elliot
DRTIVI LLC
Elizabeth Ayo
Ryan
Ryan Taylor
Samuel Mosonyi – counsel
Saverio
Scmidt Financial Group
Stan
Stephanie Lee – Office of the Superintendent of Bankruptcy
Stephen Gale
Stuart Green
Tara Kaiser
Taylor Freking
Tready Smith
Sarah
GTurchan
Ross Good

In addition to those listed above several participants signed in with an identification – iPhone or iPad.

Mr. Rosen Acted as chairperson.

As there was a quorum present, the chairperson declared the meeting to be properly convened

and validly constituted.

The chairperson advised that the purpose of the meeting was to:

- i) review the affairs of the bankrupt;
- ii) affirm the appointment of the trustee;
- iii) give instructions to the trustee, as necessary; and
- iv) appoint 1-5 inspectors.

Mr. Rosen then reviewed the events that had taken place prior to the first meeting of creditors. In particular he reviewed the issue regarding the nature of claims that had been received by the Trustee.

The Trustee was taking the position that those claims filed by investors that had signed the Participation Agreement were not entitled to vote at the meeting of creditors, but the issue still had to be reviewed in detail. Accordingly, the Trustee was recommending that the meeting be adjourned to allow time for the Trustee to determine the status of these claims together with the claims filed by Secured Creditors.

Mr. Rosen then reported that it was his understanding that certain creditors wished to vote in favour of RSM Canada Limited being appointed as trustee.

Both Messrs. Wadden and Jaskiewicz as well as others present indicated that they did not oppose an adjournment of the creditors' meeting. However, before considering an adjournment, they requested that there first be a vote of the creditors with admitted claims regarding the appointment of the trustee.

After a brief adjournment, Mr. Rosen advised that the Trustee would proceed with a vote.

Mr. Rosen then called for a vote for those creditors whose claims had been admitted prior to commencement of the meeting of creditors.

A motion was then made to affirm the appointment of RSM Canada Inc. as trustee of the estate of Creative.

All unsecured creditors present voted in favour of the motion – passed unanimously.

As RSM Canada Limited was affirmed trustee, Mr Rosen advised that this segment of the creditors meeting was concluded, and that Mr. Tannenbaum would now chair the meeting.

Brahm Rosen

Chairperson – Brahm Rosen, LIT

The meeting continued with Mr. Tannenbaum acting as chair.

Mr. Tannenbaum requested that prior to adjournment of the first meeting of creditors that the election of Inspectors take place. As such, the following Inspectors were unanimously elected to serve:

- Andy Pollack
- Josh Suttner
- Stuart Green
- Tally Vanounou
- Jeffrey W. Krol
- Graeme Murray (as an alternate and observer)

There being no other business, the first meeting of creditors was adjourned with the consent of those present.



Chairperson – Bryan A. Tannenbaum, LIT

This is Exhibit "**H**" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.

A. Rizas

Commissioner for Taking Affidavits (or as may be)



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of: Ontario
Division No.: 09 - Toronto
Court No.: 31-3003083
Estate No.: 31-3003083

In the Matter of the Bankruptcy of:

Creative Wealth Media Finance Corp.

Debtor

RSM Canada Limited

Licensed Insolvency Trustee

Ordinary Administration

| | | |
|-----------------------|---|--------------------------------|
| Date of bankruptcy: | November 28, 2023 | Security: \$0.00 |
| Meeting of creditors: | December 15, 2023, 11:00 Meeting ID: 894 2200 650 Passcode: 036986 -, Ontario Canada, | |
| Chair: | Trustee | Designated person: Jason Cloth |

CERTIFICATE OF ASSIGNMENT - Paragraph 50.4(8)(b.1) of the Act

-- AMENDED --

I, the undersigned, official receiver in and for this bankruptcy district, do hereby certify that:

- a notice of intention in respect of the aforementioned debtor was filed under section 50.4 of the *Bankruptcy and Insolvency Act*;
- the debtor has failed to file a cash-flow statement or a proposal within the provided period following the filing of the notice of intention or within any Court-granted extension and is thereupon deemed to have made an assignment.

The said trustee is required:

- to provide to me, without delay, security in the aforementioned amount;
- to send to all creditors, within five days after the date of the trustee's appointment, a notice of the bankruptcy; and
- when applicable, to call in the prescribed manner a first meeting of creditors, to be held at the aforementioned time and place or at any other time and place that may be later requested by the official receiver.

Date: December 28, 2023

E-File/Dépôt Electronique

Official Receiver

151 Yonge Street, 4th Floor, Toronto, Ontario, Canada, M5C2W7, (877)376-9902

Canada

This is Exhibit "I" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.

A. Rizas

Commissioner for Taking Affidavits (or as may be)

Rizor, Anton

From: Brahm Rosen <brosen@rosengoldberg.com>
Sent: Tuesday, January 2, 2024 2:29 PM
To: Steven Goldberg
Cc: Nishimura, Donna; Tannenbaum, Bryan; Dhanani, Arif
Subject: Re: Creative Wealth Media Finance Corp. - Bankruptcy - Transition Memo #1
Attachments: image001.png; image002.jpg; image003.png; image006.png; image007.png; image008.png; image009.png

Please be advised we do not have the books for the company.

Brahm
Brahm Rosen CPA ,CA , CIRP,LIT
Rosen Goldberg Inc.
Phone: 416 224 4210
Fax: 416 224 4330
Sent from my iPhone

On Jan 2, 2024, at 2:19 PM, Steven Goldberg <sgoldberg@rosengoldberg.com> wrote:

Donna, I will send you my spread sheets tomorrow.

Steven Goldberg

From: Nishimura, Donna <donna.nishimura@rsmcanada.com>
Sent: Tuesday, January 2, 2024 1:46 PM
To: Brahm Rosen <brosen@rosengoldberg.com>; Steven Goldberg <sgoldberg@rosengoldberg.com>
Cc: Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; Dhanani, Arif <arif.dhanani@rsmcanada.com>
Subject: FW: Creative Wealth Media Finance Corp. - Bankruptcy - Transition Memo #1

Good afternoon,

Can you please have someone from your office contact me so I can get the creditors info put into Ascend. Do you have an Excel spreadsheet where I can import into Ascend?

Also, are you in possession of any books and records that we can retrieve?

Thank you,
Donna

Donna Nishimura
Senior Administrative Assistant

RSM Canada Limited

11 King St. W., Suite 700, Box 27, Toronto, Ontario, Canada, M5H 4C7

D: 647.727.3552 **F:** 416.480.2646 | **E:** Donna.Nishimura@rsmcanada.com | **W:** www.rsmcanada.com

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From: Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>**Sent:** Monday, December 18, 2023 1:28 PM**To:** Brahm Rosen <brosen@rosengoldberg.com>; Steven Goldberg (sgoldberg@rosengoldberg.com) <sgoldberg@rosengoldberg.com>**Cc:** Nishimura, Donna <donna.nishimura@rsmcanada.com>; Dhanani, Arif <arif.dhanani@rsmcanada.com>**Subject:** Creative Wealth Media Finance Corp. - Bankruptcy - Transition Memo #1

Brahm / Stephen

By way of introduction, Arif will be working with me on this file and Donna will be assisting us with the administrative responsibilities.

We appreciate your cooperation, and I would like to ask the following (in no particular order):

1. OR – Stephanie Lee – can you kindly provide her contact details as we will need her to issue an updated certificate of appointment.
2. Ascend creditors list and proof of claims – can you have someone from your office kindly assist with the transfer of information by contacting Donna directly.
3. Trustee’s Preliminary Report – this slipped my mind at the creditors meeting on Friday but did you prepare this report? If so, please provide
4. Accounts Receivable – per the S of A, it indicates \$67M. Can you kindly provide details.

5. Legal opinion(s) – would you have had to obtain any legal opinions regarding the admissibility and classification of creditors claims. If so, please provide.
6. J. Cloth – while I note from the creditors meeting that he is represented by David Ullmann, can you kindly provide contact details.
7. Books and Records – are you possession of same. Please advise as to the most efficient manner for us to retrieve same from you.

Thank you!

Best regards,

Bryan

Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT/ FPAIR, SAI
President

Review/Reset/Rebuild <https://www.rsm.global/restructuring>

RSM Canada Limited

11 King St. W., Suite 700, Box 27, Toronto, Ontario, Canada, M5H 4C7

D: 416-238-5055 **F:** 416-480-2646 | **E:** bryan.tannenbaum@rsmcanada.com **W:** www.rsmcanada.com

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NOTICE: This e-mail is only intended for the person(s) to whom it is addressed and may contain confidential information. Unless stated to the contrary, any opinions or comments are personal to the writer and do not represent the official view of RSM Canada LLP, RSM Canada Consulting LP or any of their affiliates (RSM Canada). If you have received this e-mail in error, please notify us immediately by reply e-mail and then delete this message from your system. Please do not copy it or use it for any purposes, or disclose its contents to any other person. Thank you for your cooperation.

Any advice or information in the body of this email is subject to, and limited by, the terms in the applicable engagement letter or

statement of work, including provisions regarding tax advice. RSM Canada is not responsible for, and no person should rely upon, any advice or information in the body of this email unless such advice or information relates to services contemplated by an engagement letter or statement of work in effect between such person and RSM Canada. [0xC3D2]

Rizor, Anton

From: Brahm Rosen <brosen@rosengoldberg.com>
Sent: Wednesday, February 14, 2024 6:03 PM
To: Bryan Tannenbaum
Cc: Steven Goldberg; Arif Dhanani; Nowina, Michael
Subject: [EXTERNAL] Re: Creative Wealth Media Finance Corp. ("CWMF") - Bankruptcy - Books and Records

We never received any books and records of Creative as previously advised.

We have provided Blaney's with the same response when queried by them on this issue.

Brahm
Brahm Rosen CPA ,CA , CIRP,LIT
Rosen Goldberg Inc.
Phone: 416 224 4210
Fax: 416 224 4330
Sent from my iPhone

On Feb 14, 2024, at 3:09 PM, Bryan Tannenbaum <btannenbaum@tdbadvisory.ca> wrote:

Steven/ Brahm

We have been told by former counsel for CWMF at Blaney McMurty and at BLG that certain of the books and records of the company were transferred to Rosen Goldberg Inc. However, we understand from you that this is not the case and that you only received information to prepare the Statement of Affairs and creditors list.

Please confirm that your earlier statement is correct, and you do not have any of the books or records of CWMF in your possession.

I am copying Michael Nowina on this email, who is our counsel.

Thank you.

Bryan

<image001.png>

TDB Restructuring Limited

Bryan A. Tannenbaum

Managing Director

FCPA, FCA, FCIRP, LIT

<image002.png>

btannenbaum@tdbadvisory.ca

<image003.png>

416-238-5055

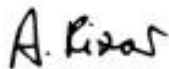
<image004.png>

416-915-6228

tdbadvisory.ca

Integrity. Leadership. Excellence.

This is Exhibit "J" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.



Commissioner for Taking Affidavits (or as may be)



January 3, 2024

Via Email (egolden@blaney.com)

Blaney McMurtry LLP
2 Queen Street East, Suite 1500
Toronto, Ontario M5C 3G5

Attention: Eric Golden

RSM Canada Limited

Licensed Insolvency Trustee

11 King St W
Suite 700, Box 27
Toronto, ON M5H 4C7

O +1 416 480 0160

F +1 416 480 2646

rsmcanada.com

Dear Sir:

Re: In the Matter of the Bankruptcy of Creative Wealth Media Finance Corp. (“CWMFC” or the “Company”)

As you are aware, on December 15, 2023 at the first meeting of creditors, RSM Canada Limited was substituted as trustee (the “Trustee”) of the estate of CWMFC in place of Rosen Goldberg Inc. (“RGI”). A copy of our certificate of appointment from the Office of the Superintendent of Bankruptcy is attached hereto.

The Trustee has been communicating with RGI regarding the transfer of documentation and information relating to CWMFC. RGI has advised the Trustee that it was not provided with the books and records of the Company. We understand that RGI does not have supporting documentation for the accounts receivable of \$67 million set out on the sworn statement of affairs executed by your client, Jason Cloth.

In this regard the Trustee requires forthwith, the following:

- the current location of the books and records of CWMFC and delivery of same to the Trustee;
- a description of the nature of the accounts receivable of \$67 million set out on the Company’s statement of affairs, including a detailed breakdown and supporting documentation for same;
- details of all of CWMFC’s bank account(s), including: name(s) of bank(s), financial institution number(s); financial institution address(es) and account number(s); and
- contact information for your client, Jason Cloth, in the event that the Trustee has questions for Mr. Cloth. Please provide us with Mr. Cloth’s phone number, email address and mailing address.

With this information in hand, we would welcome an opportunity to meet with Mr. Cloth to obtain more information and further clarity on the various matters. Would it be possible to arrange this meeting for the early part of next week?

Yours truly,

RSM CANADA LIMITED, solely in its capacity as
Trustee of the Estate of Creative Wealth Media Finance
Corp. and not in its personal or corporate capacity

Per:

Arif Dhanani, CPA, CA, CIRP, LIT
Vice-President

Encl.

THE POWER OF BEING UNDERSTOOD
AUDIT | TAX | CONSULTING



Industry Canada

Office of the Superintendent
of Bankruptcy Canada

Industrie Canada

Bureau du surintendant
des faillites Canada

District of: Ontario
 Division No.: 09 - Toronto
 Court No.: 31-3003083
 Estate No.: 31-3003083

In the Matter of the Bankruptcy of:

Creative Wealth Media Finance Corp.

Debtor

RSM Canada Limited

Licensed Insolvency Trustee

Ordinary Administration

| | | | |
|-----------------------|---|--------------------|-------------|
| Date of bankruptcy: | November 28, 2023 | Security: | \$0.00 |
| Meeting of creditors: | December 15, 2023, 11:00 Meeting ID: 894 2200 650 Passcode: 036986 -, Ontario Canada, | | |
| Chair: | Trustee | Designated person: | Jason Cloth |

CERTIFICATE OF ASSIGNMENT - Paragraph 50.4(8)(b.1) of the Act

-- AMENDED --

I, the undersigned, official receiver in and for this bankruptcy district, do hereby certify that:

- a notice of intention in respect of the aforementioned debtor was filed under section 50.4 of the *Bankruptcy and Insolvency Act*;
- the debtor has failed to file a cash-flow statement or a proposal within the provided period following the filing of the notice of intention or within any Court-granted extension and is thereupon deemed to have made an assignment.

The said trustee is required:

- to provide to me, without delay, security in the aforementioned amount;
- to send to all creditors, within five days after the date of the trustee's appointment, a notice of the bankruptcy; and
- when applicable, to call in the prescribed manner a first meeting of creditors, to be held at the aforementioned time and place or at any other time and place that may be later requested by the official receiver.

Date: December 28, 2023

E-File/Dépôt Electronique

Official Receiver

151 Yonge Street, 4th Floor, Toronto, Ontario, Canada, M5C2W7, (877)376-9902

Canada

This is Exhibit "K" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.

A. Rizas

Commissioner for Taking Affidavits (or as may be)

Rizor, Anton

From: Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>
Sent: Tuesday, January 16, 2024 8:27 PM
To: Jason.cloth@cwmmoviefund.ca
Cc: Dhanani, Arif
Subject: Creative Wealth Media Finance Corp. (CWMF) - Bankruptcy

Mr. Cloth

As you are aware, RSM Canada Limited now acts as trustee for the bankruptcy of CWMF.

We request your availability for a meeting to discuss, among other things, the following:

- Your understanding of the background information as to the causes of the bankruptcy;
- Delivery of the Company's books and records to the Trustee for review of same;
- information and documents relating to CWMF's bank account(s).
- a description of the nature and breakdown of the \$67 million of accounts receivable listed on the Company's Statement of Affairs, as sworn by you. We obtained partial information from Mr. Golden but require more specifics; and,
- information relating to the categorization of creditor's claims as against CWMF.

Your prompt response would be appreciated.

Thank you.

Bryan

Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT/ FPAIR, SAI
President

Review/Reset/Rebuild <https://www.rsm.global/restructuring>

RSM Canada Limited

11 King St. W., Suite 700, Box 27, Toronto, Ontario, Canada, M5H 4C7

D: 416-238-5055 **F:** 416-480-2646 | **E:** bryan.tannenbaum@rsmcanada.com **W:** www.rsmcanada.com



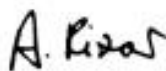
WE ARE **PROUD TO BE RECOGNIZED**
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This is Exhibit "L" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.

A handwritten signature in black ink, appearing to read "A. Rizal".

Commissioner for Taking Affidavits (or as may be)

Rizor, Anton

From: Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>
Sent: Friday, January 19, 2024 10:50 AM
To: Jason.cloth@cwmmoviefund.ca
Cc: Dhanani, Arif
Subject: Creative Wealth Media Finance Corp. (CWMF) - Bankruptcy - SECOND REQUEST

SECOND REQUEST

Mr. Cloth

Just following up for a response on my email of January 16, 2024 below.

Thanks.

Bryan

Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT/ FPAIR, SAI
President

Review/Reset/Rebuild <https://www.rsm.global/restructuring>

RSM Canada Limited

11 King St. W., Suite 700, Box 27, Toronto, Ontario, Canada, M5H 4C7

D: 416-238-5055 **F:** 416-480-2646 | **E:** bryan.tannenbaum@rsmcanada.com **W:** www.rsmcanada.com



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From: Tannenbaum, Bryan
Sent: Tuesday, January 16, 2024 8:27 PM
To: Jason.cloth@cwmmoviefund.ca
Cc: Dhanani, Arif <arif.dhanani@rsmcanada.com>
Subject: Creative Wealth Media Finance Corp. (CWMF) - Bankruptcy

Mr. Cloth

As you are aware, RSM Canada Limited now acts as trustee for the bankruptcy of CWMF.

We request your availability for a meeting to discuss, among other things, the following:

- Your understanding of the background information as to the causes of the bankruptcy;
- Delivery of the Company's books and records to the Trustee for review of same;
- information and documents relating to CWMF's bank account(s).
- a description of the nature and breakdown of the \$67 million of accounts receivable listed on the Company's Statement of Affairs, as sworn by you. We obtained partial information from Mr. Golden but require more specifics; and,
- information relating to the categorization of creditor's claims as against CWMF.

Your prompt response would be appreciated.

Thank you.

Bryan

Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT/ FPAIR, SAI
President

Review/Reset/Rebuild <https://www.rsm.global/restructuring>

RSM Canada Limited

11 King St. W., Suite 700, Box 27, Toronto, Ontario, Canada, M5H 4C7

D: 416-238-5055 **F:** 416-480-2646 | **E:** bryan.tannenbaum@rsmcanada.com **W:** www.rsmcanada.com

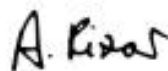


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This is Exhibit "M" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.



Commissioner for Taking Affidavits (or as may be)

Rizor, Anton

From: Amy Casella <Amy@chaitons.com>
Sent: Monday, January 22, 2024 12:05 PM
To: jason.cloth@cwmmoviefund.ca
Cc: Tannenbaum, Bryan; George Benchetrit; Dhanani, Arif
Subject: Bankruptcy of Creative Wealth Media Finance Corp.
Attachments: letter to Jason Cloth.pdf

Mr. Cloth. Please see attached letter from Mr. Benchetrit. Thank you.



Amy Casella | Assistant to George Benchetrit
T: 416.218.1769 E: Amy@chaitons.com
5000 Yonge St, 10th Floor, Toronto, ON, M2N 7E9
chaitons.com

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Please consider the environment before printing this email



REPLY TO: GEORGE BENCHETRIT
FILE NO.:
DIRECT: 416-218-1141
FAX: 416-218-1141
EMAIL: george@chaitons.com

January 22, 2024

VIA EMAIL

Jason Cloth (jason.cloth@cwmoviefund.ca)

Re: Bankruptcy of Creative Wealth Media Finance Corp. ("CWMF")

Dear Mr. Cloth,

We are counsel to RSM Canada Ltd., in its capacity as trustee in bankruptcy of CWMF (the "**Trustee**").

We understand from the Trustee that you have not responded to its two emails last week asking for a meeting to discuss various issues and delivery of CWMF's books and records to the Trustee (copies attached).

The Trustee will be attending at the office of CWMF at 151 Bloor Street West, Suite 700, Toronto, Ontario on January 23, 2024, at 10:00am for the purpose of taking possession of the company's books and records, including electronic records. Your attendance at that time is required in order to facilitate the process, and it is your legal obligation to do so pursuant to the Bankruptcy and Insolvency Act as an officer and director of the company.

You are hereby notified that your failure to cooperate with the Trustee in this regard will attract severe legal consequences.

Yours truly,
CHAITONS LLP

A blue ink handwritten signature, appearing to be "George Benchetrit", with a long horizontal line extending to the right.

George Benchetrit
PARTNER*

*Denotes Professional Corporation

GB/AC
Encl.

c. Bryan Tannenbaum, RSM Canada Limited

DOC#11244412v1

From: Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>
Sent: Friday, January 19, 2024 10:50 AM
To: Jason.cloth@cwmmoviefund.ca
Cc: Dhanani, Arif
Subject: Creative Wealth Media Finance Corp. (CWMF) - Bankruptcy - SECOND REQUEST

SECOND REQUEST

Mr. Cloth

Just following up for a response on my email of January 16, 2024 below.

Thanks.

Bryan

Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT/ FPAIR, SAI
 President

Review/Reset/Rebuild <https://www.rsm.global/restructuring>

RSM Canada Limited

11 King St. W., Suite 700, Box 27, Toronto, Ontario, Canada, M5H 4C7

D: 416-238-5055 **F:** 416-480-2646 | **E:** bryan.tannenbaum@rsmcanada.com **W:** www.rsmcanada.com



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From: Tannenbaum, Bryan
Sent: Tuesday, January 16, 2024 8:27 PM
To: Jason.cloth@cwmmoviefund.ca
Cc: Dhanani, Arif <arif.dhanani@rsmcanada.com>
Subject: Creative Wealth Media Finance Corp. (CWMF) - Bankruptcy

Mr. Cloth

As you are aware, RSM Canada Limited now acts as trustee for the bankruptcy of CWMF.

We request your availability for a meeting to discuss, among other things, the following:

- Your understanding of the background information as to the causes of the bankruptcy;
- Delivery of the Company's books and records to the Trustee for review of same;
- information and documents relating to CWMF's bank account(s).
- a description of the nature and breakdown of the \$67 million of accounts receivable listed on the Company's Statement of Affairs, as sworn by you. We obtained partial information from Mr. Golden but require more specifics; and,
- information relating to the categorization of creditor's claims as against CWMF.

Your prompt response would be appreciated.

Thank you.

Bryan

Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT/ FPAIR, SAI
President

Review/Reset/Rebuild <https://www.rsm.global/restructuring>

RSM Canada Limited

11 King St. W., Suite 700, Box 27, Toronto, Ontario, Canada, M5H 4C7

D: 416-238-5055 **F:** 416-480-2646 | **E:** bryan.tannenbaum@rsmcanada.com **W:** www.rsmcanada.com



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This is Exhibit "N" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.

A. Rizas

Commissioner for Taking Affidavits (or as may be)

Rizor, Anton

From: Jason Cloth <jason@c2motionpictures.com>
Sent: Tuesday, January 30, 2024 6:18 PM
To: Ariyana Botejue; Nowina, Michael
Cc: David T. Ullmann; Eric Golden; arif.dhanani@rsmcanada.com;
'bryan.tannenbaum@rsmcanada.com'; Jason.cloth@cwmmoviefund.ca
Subject: [EXTERNAL] Re: Bankruptcy of Creative Wealth Media Finance Corp.

Jenifer is not in the office tomorrow and I'm gone after 1:30. I'm not just giving them access to random information. If that's what's going to happen. Nobody will be in the office tomorrow

Please be advised that effective immediately, my email address has changed to;

jason@c2motionpictures.com

Jason Cloth | C2 | Managing Partner | C2 Motion Picture Group | Shaggy Dog Media Finance Corp. | 416-917-5431
<https://c2motionpictures.com>

Mission Impossible: Dead Reckoning Part 1 is now streaming



From: Ariyana Botejue <ABotejue@blaney.com>
Sent: Tuesday, January 30, 2024 2:42:11 PM
To: Michael.Nowina@bakermckenzie.com <Michael.Nowina@bakermckenzie.com>
Cc: David T. Ullmann <DUllmann@blaney.com>; Eric Golden <egolden@blaney.com>; arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>; 'bryan.tannenbaum@rsmcanada.com' <bryan.tannenbaum@rsmcanada.com>; Jason.cloth@cwmmoviefund.ca <Jason.cloth@cwmmoviefund.ca>; Jason Cloth <jason@c2motionpictures.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

Michael,

I understand that you are taking over this matter from George Benchetrit.

I am writing about the proposed meeting tomorrow. I will write to you separately with respect to George's email of January 25, 2024.

To begin with Mr. Cloth is available tomorrow to meet to facilitate access to the premises (although 1:30 might prove problematic). However, I am writing to report to you my findings from visiting the premises and to ask if the meeting is really necessary or likely to be helpful. In my view the answer is no. After my visit to the premises I have two observations.

The first is that, as I suggested in my first note to you, the premises houses multiple other businesses. Unfortunately, there is no clear section of the premises which deals with just the bankrupt company. Everything is intermingled. As such, I do not think the trustee can simply attend and take anything from the premises the way it often would do in other cases. Rather, I think both you and I would have to assign an associate to have the tedious task of sorting through the papers to make sure the trustee did not take what they were not entitled to and to make sure they did not damage the other business by removing other records. It may also be that counsel would be required for the other companies to protect privacy and privilege issues. I also note there is at least one in-house counsel office in the premises and I would be cautious, as I am sure you would be, before looking through anything in that office without his permission and involvement.

The second and more pressing issue however, is that there is really very little in the way of hard copies of anything at the premises. I believe there may have been a copy of the minute book, but little else. I spent about 90 minutes there yesterday opening filing cabinets and walking around the offices (which are not terribly large) and I did not find anything which seemed likely to be of use in terms of figuring out the books and records of the company. Generally, most cabinets were empty. There was certainly no central filing cabinet with organized company records of the bankrupt.

My understanding is that during Covid, the company ceased working in its offices and moved everything to digital (as best they could). There is no central server located at the premise and all records, such as they are, are located on an Office 365 cloud location. This presumably explains why there is not much paper on site.

Also, unfortunately that cloud account is not segregated and could not simply be turned over to you without page by page review. Similarly, I understand that the email accounts are intermingled.

I do understand that books, records and relevant information had previously been assembled and provided to Mr. Rosen in connection with the NOI filing. I have seen communication from Mr. Rosen indicating he does not have the books and records of the company, which is true as it relates to physical records, but I wonder if the electronic records assembled for the NOI are really all you need? Presumably he can provide that to you, perhaps after consulting with Mr. Preger, who was his counsel I believe.

Finally, having met with Mr. Cloth and his assistant Ms. Jenifer George, I can advise you that it is really Ms. George, rather than Mr. Cloth, who is most likely to be useful if the trustee remains committed to actually attempting to review the physical records on the premises, such as they are. Unfortunately, although I met with Ms. George in person yesterday, I understand

she lives in Bobcaygeon and is not expected to be in the office tomorrow. A meeting with her can be scheduled if necessary, although my theme of this letter remains that it is not.

Therefore, for my part I see no purpose in having a meeting with Mr. Cloth at the offices. I would suggest instead that I provide you with copies of the minute book and that the trustee focus its efforts thereafter on deciding what it wants to do with the intermingled electronic records.

Please let me know how you would like to proceed. I remain available to attend tomorrow. I would ask that the meeting be at 2:30. I do not see any reason for Mr. Cloth to be there, but let me know your view.

Regards,

Sent on behalf David

Ariyana Botejue
 Legal Assistant to Stephen Gaudreau & David Ullmann
abotejue@blaney.com
 ☎ 416-593-1221 ext. 4777

From: Nowina, Michael <Michael.Nowina@bakermckenzie.com>
Sent: Tuesday, January 30, 2024 11:47:17 AM
To: 'David T. Ullmann' <DUllmann@blaney.com>
Cc: arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; Jason.cloth@cwmmoviefund.ca <Jason.cloth@cwmmoviefund.ca>; Eric Golden <egolden@blaney.com>; 'Jason Cloth' <jason@c2motionpictures.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

Hello David,

We have been retained by the bankruptcy trustee and will be taking over this matter from George. The Trustee would like to confirm tomorrow's attendance at 1:30 as RSM's forensics team will be attending to image the computers and servers. If you are planning to attend tomorrow, let me know. I am also available for a call today to discuss any logistics necessary to make tomorrow's attendance run smoothly.

In addition, the Trustee would like to receive a response to the requests outlined in George's email below.

Best regards,
 Michael

Michael Nowina (he/him/his)
 Partner, Pro Bono Chair (Toronto)
 Baker & McKenzie LLP
 Brookfield Place, Suite 2100
 181 Bay Street, P.O. Box 874
 Toronto, Ontario, Canada M5J 2T3
 Direct: +1 416 865 2312
 Mobile: +1 647 339 7896
 Fax: +1 416 863 6275
 LinkedIn: <http://www.linkedin.com/pub/michael-nowina/26/8a1/8b4>



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Baker's Global Restructuring & Insolvency Blog: <http://restructuring.bakermckenzie.com>

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From: George Benchetrit <George@chaitons.com>
Sent: Thursday, January 25, 2024 7:38 PM
To: 'David T. Ullmann' <DUllmann@blaney.com>
Cc: arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; Jason.cloth@cwmmoviefund.ca; Eric Golden <egolden@blaney.com>; 'Jason Cloth' <jason@c2motionpictures.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

David,

We will accommodate your request to postpone the attendance at the company's office to Wednesday January 31 at 1:30 pm.

In the meantime, we are asking for the following information and documents as soon as possible:

- **Online access to the CWMF TD bank accounts** – Please provide the necessary username, passwords and/or other information to access the bank accounts.
- **Banking documents** – Please provide electronic copies of statements for all CWMF's bank accounts, cheques deposited and written, incoming and outgoing wire payments and receipts and all supporting documentation for same for the 3 year period prior to the date of bankruptcy.
- **\$67,000,000 recoverable from various productions** - The Statement of Affairs sworn by Mr. Cloth refers to "Good" accounts receivable of \$67 million. The Trustee's Preliminary Report to Creditors (Rosen Goldberg Inc.) issued December 14, 2023 indicates: *Pursuant to the sworn Statement of Affairs, the Company estimates that approximately \$67,000,000 will be recovered, as follows: Bron CCAA \$7,000,000; Various productions \$60,000,000. The \$60,000,000 is anticipated to be collected over the next 12 months from Series B, Series D, Series E, Series F and Series H projects.* Please provide details of the Series B-H projects and supporting documents.
- **Payments to Conacher/Olympus Projects** – Eric's email to Bryan sent January 15 included the following statement: *I am advised by Jason Cloth that of the \$67M in CWMF receivables, approximately \$50M including interest is in respect of the Conacher Kingston project, and another one called Olympus involving the same recently deceased promoter.* Please provide evidence of those payments and all documents supporting the related transactions. Also please clarify the discrepancy between Eric's statement regarding the Conacher and Olympus projects and the statements regarding accounts receivable in the Statement of Affairs and the Trustee's Preliminary Report to Creditors.

George Benchetrit | Partner*
 *Denotes Professional Corporation
Chaitons LLP | T: 416.218.1141

From: David T. Ullmann <DUllmann@blaney.com>
Sent: Tuesday, January 23, 2024 10:00 PM
To: George Benchetrit <George@chaitons.com>; 'Jason Cloth' <jason@c2motionpictures.com>
Cc: arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>;
Jason.cloth@cwmoviefund.ca; Eric Golden <egolden@blaney.com>
Subject: Re: Bankruptcy of Creative Wealth Media Finance Corp.

CAUTION: [External]

George, in my email to you yesterday I commented that I had not spoken to Mr. Cloth. I have now corresponded with him and I understand he is in Los Angeles until next week. As such, we cannot have a meeting on Thursday with him in Toronto. However, Mr. Cloth has confirmed to me that he is available on Wednesday next week to meet with you at the business premises, if that remains necessary. I am also generally available on Wednesday. In the interim, in his absence, I am going to try to see what I can learn about the books and records in question and perhaps mitigate the need for a meeting.

Regards,

David

Sent from my Bell Samsung device over Canada's largest network.

From: George Benchetrit <George@chaitons.com>
Sent: Tuesday, January 23, 2024 8:52:50 a.m.
To: 'Jason Cloth' <jason@c2motionpictures.com>; 'David T. Ullmann' <DUllmann@blaney.com>
Cc: arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; Jason.cloth@cwmoviefund.ca <Jason.cloth@cwmoviefund.ca>; Eric Golden <egolden@blaney.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

Jason,

Thursday afternoon was proposed by David below. Your attendance at that time is required.

George Benchetrit | Partner*
 *Denotes Professional Corporation
Chaitons LLP | T: 416.218.1141

From: Jason Cloth <jason@c2motionpictures.com>
Sent: Tuesday, January 23, 2024 8:42 AM

To: George Benchetrit <George@chaitons.com>; 'David T. Ullmann' <DUllmann@blaney.com>
Cc: arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>;
Jason.cloth@cwmmoviefund.ca; Eric Golden <egolden@blaney.com>
Subject: Re: Bankruptcy of Creative Wealth Media Finance Corp.

CAUTION: [External]

Nobody will be at the office then. We will need to set it up for mid next week.

Please be advised that effective immediately, my email address has changed to;

jason@c2motionpictures.com

Jason Cloth | C2 | Managing Partner | C2 Motion Picture Group | Shaggy Dog Media Finance Corp. | 416-917-5431
<https://c2motionpictures.com>

Mission Impossible: Dead Reckoning Part 1 is now streaming



From: George Benchetrit <George@chaitons.com>
Sent: Tuesday, January 23, 2024 8:21:31 AM
To: 'David T. Ullmann' <DUllmann@blaney.com>
Cc: arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; Jason.cloth@cwmmoviefund.ca <Jason.cloth@cwmmoviefund.ca>; Eric Golden <egolden@blaney.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

David,

We will accommodate your request to postpone the attendance at the company's office to Thursday at 2:30 pm.

Please let me know if you will be attending. Please also confirm which party(ies) Blaneys represents.

George Benchetrit | Partner*
*Denotes Professional Corporation
Chaitons LLP | T: 416.218.1141

From: David T. Ullmann <DUllmann@blaney.com>
Sent: Monday, January 22, 2024 7:43 PM
To: Eric Golden <egolden@blaney.com>; George Benchetrit <George@chaitons.com>
Cc: arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>;
Jason.cloth@cwmoviefund.ca
Subject: Re: Bankruptcy of Creative Wealth Media Finance Corp.

CAUTION: [External]

George,

As per Eric's emails, please do ensure that I'm copied on all correspondence going forward.

As Eric rightly guessed, there is no way we can be ready to hold a constructive meeting with the trustee on what is effectively half a day's notice. Given that this bankruptcy has been outstanding for months, I can't imagine how anybody's statutory obligations would be impacted by waiting a few more days to ensure that a meeting is as productive as possible. As a starting point, I haven't even been able to speak to Mr. Cloth about this and I have no idea if the records you're seeking are at the premises you've suggested you are going to attend.

I can also advise you that if the trustee attempts to attend the premises without us, he will likely be turned away because there are other active and operating businesses on the premises in respect to which the trustee has no rights or interest, as far as I know. Should the trustee enter the premises and interfere with the existing businesses, we will expect him to be accountable for his actions.

Please let me know what your availability is like the afternoon of Thursday or the afternoon of Friday and we can see if we can accommodate this request this week. I look forward to working with you to ensure that the bankruptcy is conducted in a reasonable manner and towards appropriate goals.

Regards,

David

Sent from my Bell Samsung device over Canada's largest network.

From: Eric Golden <egolden@blaney.com>
Sent: Monday, January 22, 2024 3:18:03 p.m.
To: 'George Benchetrit' <George@chaitons.com>
Cc: David T. Ullmann <DUllmann@blaney.com>; arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>;
Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

Thx George

Going to leave that to David and Jason to co-ordinate with you and RSM later today. I have no idea whether it's doable tomorrow. This should have been co-ordinated with us and Jason as of Jan 16, given my attached email to RSM on Jan 15.

Also, the books and records don't detract from the Trustee's obligations to respond to issues we have raised since Dec 20. I appreciate Premium and funding have been the reason for the delay, but those issues also have to be addressed asap now that I assume proper funding is in place, and such funding should not only be used to fund issues Premium (which is not even a formal creditor of CWMF yet as per the determination made by Rosen Goldberg) directs the Trustee to pursue.

Eric Golden
 Partner - Co-chair, Business Reorganization & Insolvency Group
egolden@blaney.com
 ☎416-593-3927 | ☎416-596-2049

From: George Benchetrit <George@chaitons.com>
Sent: Monday, January 22, 2024 3:04 PM
To: Eric Golden <egolden@blaney.com>
Cc: David T. Ullmann <DUllmann@blaney.com>; arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

Thanks Eric. See attached as requested. The points you have raised don't detract from Mr. Cloth's obligation to comply with his requirements under the statute and his attendance tomorrow is required.

George Benchetrit | Partner*
 *Denotes Professional Corporation
Chaitons LLP | T: 416.218.1141

From: Eric Golden <egolden@blaney.com>
Sent: Monday, January 22, 2024 1:23 PM
To: George Benchetrit <George@chaitons.com>
Cc: David T. Ullmann <DUllmann@blaney.com>; arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

CAUTION: [External]

Hi George,

How are you?

I assume you have been retained as counsel

Can you send us a copy of the letter referenced below. For some reason, we keep accidentally being left out of the loop on relevant correspondence in this matter.

Also, there's a number of issues we have raised with RSM. Are you addressing those as well in your role as counsel?

Eric Golden
Partner - Co-chair, Business Reorganization & Insolvency Group

egolden@blaney.com

☎416-593-3927 | 📠416-596-2049

From: Jason Cloth <jason@c2motionpictures.com>

Sent: Monday, January 22, 2024 1:11 PM

To: Amy Casella <Amy@chaitons.com>; jason.cloth@cwmoviefund.ca

Cc: Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; George Benchetrit <George@chaitons.com>;

arif.dhanani@rsmcanada.com; Eric Golden <egolden@blaney.com>; Jenifer George <Jenifer.George@cwmoviefund.ca>

Subject: Re: Bankruptcy of Creative Wealth Media Finance Corp.

There are multiple companies who work out of that space unrelated to CW Media. We gave the books and records to the original monitor. Get them from him. Our lawyer is cc'd here

Please be advised that effective immediately, my email address has changed to;

jason@c2motionpictures.com

Jason Cloth | **C2** | Managing Partner | C2 Motion Picture Group | Shaggy Dog Media Finance Corp. | 416-917-5431

<https://c2motionpictures.com>

Mission Impossible: Dead Reckoning Part 1 is now streaming



From: Amy Casella <Amy@chaitons.com>

Sent: Monday, January 22, 2024 12:04:39 PM

To: jason.cloth@cwmoviefund.ca <jason.cloth@cwmoviefund.ca>

Cc: Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; George Benchetrit <George@chaitons.com>;

arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>

Subject: Bankruptcy of Creative Wealth Media Finance Corp.

Mr. Cloth. Please see attached letter from Mr. Benchetrit. Thank you.



Amy Casella | Assistant to George Benchetrit
T: 416.218.1769 E: Amy@chaitons.com
5000 Yonge St, 10th Floor, Toronto, ON, M2N 7E9
chaitons.com

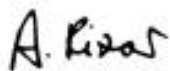
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This is Exhibit "O" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.



Commissioner for Taking Affidavits (or as may be)

Rizor, Anton

From: Eric Golden <egolden@blaney.com>
Sent: Tuesday, January 16, 2024 11:31 AM
To: Tannenbaum, Bryan
Cc: David T. Ullmann; Chad Kopach; Dhanani, Arif; 'Fried, William'; 'Bazian, Samuel'
Subject: RE: Creative Wealth Media Finance Corp Bankruptcy
Attachments: Application Response - Investor Creditors Jan 15 2024.pdf; Justice Gomery, re Bron Media Corp. (Re), 11-29.pdf; Affidavit of L. Boritz (wo exhibits) affirmed Jan 16 2024.pdf

Hi Bryan,

I thought I was out but I just got pulled back in.

I was just served with the attached Premium Application Response and related affidavit, since I am on the Bron CCAA Service List. I am not sure whether you are on that Service List, and if not whether Premium has provided you with a copy.

The attached affidavit includes much correspondence between RSM/Bron counsel/Monitor counsel, that I was excluded from. I am not sure if my exclusion was intentional or an accidental omission, but regardless what was the point of excluding me from the emails between RSM/Bron/Monitor, especially if it was Premium's intention to make them public anyway in the CCAA? Please include my firm going forward.

I am concerned because the attached affidavit, in part, seems to seek to shift the blame to Jason Cloth for any delays to date in the CWMF bankruptcy. However, it is Premium that is solely responsible for any delay, as a result of Premium taking the lead on replacing for no reason Rosen Goldberg as Trustee at the First Meeting of Creditors on December 15, 2023, with a trustee that at that time had absolutely no background in the matter and limited knowledge of the matter (through no fault at all of RSM), and then Premium not adequately funding RSM thereby preventing it from even appointing counsel (which I gather RSM has still not been able to do) which continues to prevent RSM from answering a number of critical questions I have to put it in the CWMF bankruptcy for weeks (such as whether Premium is even a creditor of CWMF, and whether the Premium lawyers are in a conflict position by representing at the same time in the Premium led Ad Hoc group (i) creditors of CWMF and (ii) non-creditors that allege they are creditors, among many other questions for RSM)

On a related note, I am also concerned that the attached application Response and related affidavit highlight how Premium is driving the CWMF bankruptcy even though RGI has already made a determination that the Premium Group is not a creditor of CWMF. It highlights why RSM requires independent counsel forthwith.

As an aside, the attached Application Response and related affidavit were served this morning for a 9am PST AVO hearing today in the Bron CCAA, in an attempt to relitigate issues previously put before the CCAA Court on the previous AVO motion by the Premium led Ad Hoc Group and that were dealt with and dismissed by Justice Gomery on that previous AVO hearing as per the attached Reasons.

I am around today if you wish to discuss.

Eric Golden
 Partner - Co-chair, Business Reorganization & Insolvency Group
egolden@blaney.com
 ☎ 416-593-3927 | 📠 416-596-2049

From: Eric Golden
Sent: Monday, January 15, 2024 8:30 PM
To: Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>
Cc: David T. Ullmann <dullmann@blaney.com>; Chad Kopach <ckopach@blaney.com>; 'Dhanani, Arif' <arif.dhanani@rsmcanada.com>; 'Fried, William' <wfried@herrick.com>; Bazian, Samuel <sbazian@herrick.com>
Subject: Creative Wealth Media Finance Corp Bankruptcy

Hi again Bryan,

I hope you had a good holiday.

Thanks for your emails of Dec 22, 2023, and Jan 11, 2024 below. I am setting out again below the outstanding issues I had previously raised, and raising a new issue re Kingston Conacher. Also, my partner David Ullmann will be assuming carriage of this matter going forward, but please keep me cc'd on correspondence given my involvement in several lawsuits involving CWMF.

1. Who has RSM retained as its independent counsel, both in Canada and the USA (and perhaps the UK based on the email I sent earlier today)?
2. Status of recognition Order of the CWMF bankruptcy in the USA?

As per the two attached emails from Herrick Feinstein to RSM on Dec 26 and 27, they have also been removed as counsel for CWMF in the two other US actions (Hudson re Shadowplay in NY state court, and the Harris in Florida), after having been removed in the Hudson action in NY federal court v. Bron, CWMF et al.

It could be severely prejudicial to actual CWMF creditors if Hudson and/or Harris are not actual creditors of CWMF, and obtain default judgments against CWMF which provide them with creditor status they should not have.

3. As per previous, Hudson's Canadian lawyer at Aird & Berlis (Josh Suttner) is an inspector in the CWMF bankruptcy. Has RSM obtained Hudson's confirmation from Josh Suttner that Hudson will not move for default judgment in the Hudson Shadowplay and the Hudson Bron/CWMF matters in NY state? Hudson is clearly in a conflict of interest if its inspector refuses to do so.
4. What is the RSM position on the conflict between creditors groups represented by Weir Foulds, and the conflict between creditor groups represented by TYR? Similarly, what is the RSM position on who can instruct it between the groups Rosen Goldberg identified as creditors, and those it identified as contingent creditors (the largest of whom, Premium Group, has one of its two principals as an inspector in the CWMF bankruptcy, was the driving force behind the replacement of Rosen Goldberg as trustee, and like it did in the Bron CCAA appears to have no interest – at least to date - in funding the court appointed officer, but wishes to free ride on actual creditors of the insolvent entity);
5. Other than dealing with the pressing matter of the recognition of the CWMF bankruptcy in the USA, without a Court Order RSM should not be using CWMF assets for any steps whatsoever (to the extent that any such assets are even available).

The creditors and contingent creditors that sought to replace Rosen Goldberg should be funding RSM. Has RSM even been funded yet for its role as CWMF trustee, and if so to what extent and by who? Or has RSM been provided with an indemnity for its costs, and if so by who and to what extent?

6. I am advised by Jason Cloth that of the \$67M in CWMF receivables, approximately \$50M including interest is in respect of the Conacher Kingston project, and another one called Olympus involving the same recently deceased promoter.

Do you have any information in this regard? I understand that RSM has been appointed as Receiver over Conacher Kingston and 5004591 Ontario Inc as per the attached Order issued Dec 6, 2023. However, I could not find this matter on the RSM website. Is there a reason it has not yet been uploaded to the RSM website, with all relevant material?

I have requested from Jason Cloth the documents related to Kingston Conacher and Olympus transactions and receivables, but it appears that this was an unsecured loan.

Assuming that CWMF is a creditor of significance in Kingston Conacher, how does RSM act both as CWMF's trustee seeking to maximize its return in Kingston Conacher, and at the same time satisfy its duties as Receiver of Kingston Conacher if any potential realization strategy only benefits the first secured creditor (and/or one or more subsequent secured creditors)

7. With respect to your questions below and in the attached RSM letter dated Jan. 3, 2024, see highlighted answers below
- the current location of the Company's books and records and request delivery to the Trustee of same;
They should all still be at CWMF's head office.
 - a description of the nature and breakdown of the \$67 million of accounts receivable listed on the Company's statement of affairs, as sworn by Mr. Cloth;
See above re Kingston/Conacher and Olympus. My understanding is that the remainder is an estimate of what was expected as future revenues from productions CWMF had arranged financing for
 - information relating to CWMFC's bank account(s);

TD Canada Trust
Branch 00572
2453 Yonge St at Erskine, Toronto, ON M4P 2H6
Accounts;
5217178
7301467
7302102
5219170

- contact information for Mr. Cloth to ask questions of and meet with him.
Jason.cloth@cwmmoviefund.ca

Jason Cloth's position is that he attended the First Creditors' Meeting, and no questions were asked of him. If you have further questions, please provide them in writing.

Eric Golden
Partner - Co-chair, Business Reorganization & Insolvency Group
egolden@blaney.com
☎ 416-593-3927 | ☎ 416-596-2049

From: Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>
Sent: Thursday, January 11, 2024 8:19 PM
To: Eric Golden <egolden@blaney.com>; Dhanani, Arif <arif.dhanani@rsmcanada.com>

Cc: David T. Ullmann <DUllmann@blaney.com>; 'Brahm Rosen' <brosen@rosengoldberg.com>; Chad Kopach <ckopach@blaney.com>

Subject: RE: In the Matter of the Bankruptcy of Creative Wealth Media Finance Corp. ("CWMFC")

Good evening, Eric,

I trust you had a good holiday break. Now that we are back in "work mode". I wanted to follow up with you in respect of information that we requested.

In late-December, 2023, when I spoke with Brahm, he said that their office was not in possession of the books and records of CWMFC. As such, we wrote to you requesting the following:

- the current location of the Company's books and records and request delivery to the Trustee of same;
- a description of the nature and breakdown of the \$67 million of accounts receivable listed on the Company's statement of affairs, as sworn by Mr. Cloth;
- information relating to CWMFC's bank account(s); and
- contact information for Mr. Cloth to ask questions of and meet with him.

We are available to meet with you and Mr. Cloth either in person or by video call and would appreciate doing this sooner rather than later.

In respect of any matters that you wish to discuss or for which you were expecting a response from us, would you kindly repeat them, and we will respond. I apologize in advance for this but given the intervention of the holidays and the inundation of emails that we have received with respect to the bankruptcy, we (I) lost focus on these requests.

Thank you!

Best regards,

Bryan

Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT/ FPAIR, SAI
President

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From: Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>

Sent: Friday, December 22, 2023 11:02 PM

To: Eric Golden <egolden@blaney.com>

Cc: David T. Ullmann <DUllmann@blaney.com>; 'Brahm Rosen' <brosen@rosengoldberg.com>; 'Fried, William' <wfried@herrick.com>; 'Bazian, Samuel' <sbazian@herrick.com>; Chad Kopach <ckopach@blaney.com>; Dhanani, Arif <arif.dhanani@rsmcanada.com>

Subject: RE: Creative Wealth Media Finance Corp Bankruptcy

Hi Eric

I will try to answer all your questions as best as I can now.

In respect of who attended the first meeting of creditors, I obtained the following from the draft minutes from RG:

Minutes of the first meeting of the creditors of Creative Wealth Media Finance Corp. ("Creative") held by zoom conference call on Friday, December 15, 2023.

Present by zoom conference call:

| | |
|---|---|
| Brahm Rosen | Rosen Goldberg Inc. Licensed Insolvency Trustee (the "Trustee") |
| Steven Goldberg | Trustee |
| Don Stubbs | |
| Ian Paisley | |
| Andrea Beneteau | |
| Braedon Kaiser | |
| Briggs | |
| Calvin Horsten – Aird Berlis | |
| Ginger | |
| Jason Cloth – representing the bankrupt corporation | |
| David Ullman – representing Janson Cloth | |
| Graeme Murray | |

Josh Sutton – Counsel for Hudson
Len Hausser
Neal Shah
Susy Mitchel
Michael Shan
Bryan Tannenbaum
Niranjan
C. Horstein
Mohan Nuthakker
Hilary Book
Dennis Weil
Cheyene Parson
Catherine Sanders
Niranjan
Stuart Green
Wojtek Jaskiewicz – WierFoulds
David Preger - counsel to the Trustee
Lisa Corne – counsel to the Trustee
Jason Wadden
Anna White
Suraj Maraboyina
Ben Muller
Chris Muth
Samuel Mosonyi
Ash Spiegelberg
Adam Somer
Joseph Marshal
C. Burr - Weiser & Koza
Sam Nestico
Emma Napper
Andy Pollack
Preethom Reddy
Taylor Hawks
Zachary Crowe
Briaas
Cindi Elliot
DRTIVI LLC
Elizabeth Ayo
Ryan
Ryan Taylor
Samuel Mosonyi – counsel
Saverio
Scmidt Financial Group
Stan
Stephanie Lee – Office of the Superintendent of Bankruptcy
Stephen Gale
Stuart Green
Tara Kaiser

Taylor Freking
Tready Smith
Sarah
GTurchan
Ross Good

In addition to those listed above several participants signed in with an identification – iPhone or iPad.

You reference the plaintiff's counsel but did not provide specific names, so you may be able to identify from this list of attendees.

As requested, attached please find the trustee's preliminary report to creditors obtained from RG. I do not think it was provided to the creditors during the meeting.

The inspectors in the estate are as follows:

- Andy Pollack
- Josh Suttner
- Stuart Green
- Tally Vanounou
- Jeffrey W. Krol
- Graeme Murray (as an alternate and observer)

You are correct that Mr. Suttner of Aird & Berlis was elected as an inspector.

We have spoken with Mr. Bazian and told him that we were not able to fund his representation.

We intend to convene a meeting of inspectors early in the new year and also reconvene the first meeting of creditors early in the new year.

As discussed, we would appreciate obtaining from your client the details and back up documentation relating to the \$67M account receivable that he included on the statement of affairs. Further, we need to obtain possession of all the books and records of CWM and request that your client provide same to our office. If it is easier, perhaps we should arrange a meeting with Mr. Cloth to discuss same.

We have not yet engaged counsel but will be doing that shortly and will advise.

In regards to your various comments regarding certain creditors actions, etc., we are not in a position to comment at this time.

If I have omitted anything in my response, please let me know by email or happy to discuss with you by telephone.

Regards,

Bryan

Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT/ FPAIR, SAI
President

Review/Reset/Rebuild <https://www.rsm.global/restructuring>

RSM Canada Limited

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D: 416-238-5055 **F:** 416-480-2646 | **E:** bryan.tannenbaum@rsmcanada.com **W:** www.rsmcanada.com



From: Eric Golden

Sent: Friday, December 22, 2023 6:33 PM

To: 'Tannenbaum, Bryan' <bryan.tannenbaum@rsmcanada.com>

Cc: David T. Ullmann <dullmann@blaney.com>; 'Brahm Rosen' <brosen@rosengoldberg.com>; 'Fried, William' <wfried@herrick.com>; 'Bazian, Samuel' <sbazian@herrick.com>; Chad Kopach <ckopach@blaney.com>

Subject: RE: Creative Wealth Media Finance Corp Bankruptcy

Hi Bryan,

Sorry for the late Friday email.

Just following up on this one as I've been cc'd on a number of emails today from the plaintiffs' counsel in the attached Florida litigation wanting to move forward asap. Were they and/or their representative at the first meeting of creditors?

Also, one thing I've learned from the Premium plaintiffs over the last five years plus is that when it is convenient for them, they are non-stop all the time. In this case, as per below, there are a number of questions and issues that require immediate responses from them to the trustee.

Eric Golden

Partner - Co-chair, Business Reorganization & Insolvency Group

egolden@blaney.com

☎ 416-593-3927 | ☎ 416-596-2049

From: Eric Golden

Sent: Wednesday, December 20, 2023 3:25 PM

To: 'Tannenbaum, Bryan' <bryan.tannenbaum@rsmcanada.com>

Cc: David T. Ullmann <dullmann@blaney.com>; 'Brahm Rosen' <brosen@rosengoldberg.com>; Fried, William <wfried@herrick.com>; 'Bazian, Samuel' <sbazian@herrick.com>; Chad Kopach <ckopach@blaney.com>

Subject: Creative Wealth Media Finance Corp Bankruptcy

Hi Bryan,

Good talking to you Monday.

I confirm that my firm are lawyers for Jason Cloth. You might recall that my partner David Ullmann attended with Cloth at the first meeting of creditors last week (the "Meeting").

I won't get into any of our discussion from Monday as it was without prejudice and off-the-record, but I have attached the Bron CCAA AVO decision, which also deals with certain positions the Premium group put forward on the CCAA (it was the lead in a group it assembled of plaintiffs that have issued claims against CWMF and others). You will note that the Premium group wanted the Bron monitor to investigate CWMF, but the Premium group was not prepared to fund that investigation and instead wanted to "free ride" on the Bron creditors (and the CCAA judge dismissed the Premium group position).

My understanding is that before they voted to replace the original trustee Rosen Goldberg Inc ("RGI") at the Meeting with RSM, the Premium group (and all other creditors or contingent creditors who took that position) did not make any inquiries of RGI about whether there were any pressing and substantive issues in the CWMF bankruptcy that required immediate attention. For example, the Premium group was so focused on replacing RGI that it did not make any inquiries of Brahm Rosen at the Meeting regarding production of or questioning about the preliminary report RGI had prepared. On that note, I now understand that the preliminary report prepared by RGI was provided to the OSB at the Meeting. Do you have a copy yet? If so, please provide me with a copy (Brahm is now away on holiday), or please take steps to obtain it from the OSB and provide me with a copy (my understanding is that it was not provided to the CWMF creditors or contingent creditors).

In addition, based on the clients Weir Foulds has recruited in the CWMF bankruptcy, it seems conflicted given the different positions that can be taken by different creditors and contingent creditors as set out below (similar concerns arise with the different clients Jason Wadden and Tyr has recruited, as I understand Tyr was putting together the largest group).

With respect to pressing matters in the CWMF bankruptcy, RGI had retained counsel in the USA (Dickinson Wright) to obtain a recognition order in the USA of the CWMF bankruptcy. I understand that discussions had begun with the plaintiffs' counsel in three actions in the USA against CWMF (two by Hudson in NY state, and a separate one by another claimant in Florida) to determine if that could proceed on consent. I understand that the Canadian lawyer for Hudson (Josh Suttner at Aird & Berlis) was appointed an Inspector at the Meeting.

The firm Herrick Feinstein has been representing CWMF in those three pieces of litigation in the USA, as per the emails below between you and Herrick. Herrick has already moved to be removed as lawyers of record on the two Hudson matters, and was successful on one of the Hudson matters earlier today.

Based on Herrick's withdrawal motions and the emails below, RSM is not instructing Herrick. But is RSM taking steps to have the CWMF bankruptcy recognized in the USA? Failure to undertake those steps could be severely prejudicial to CWMF and its creditors. In addition, RSM is obviously going to require immediate funding for these steps. As per above, this situation is now complicated by Hudson having one of its representatives as an Inspector in the CWMF bankruptcy but on the other hand continuing to proceed in the USA against CWMF in a manner that intentionally and knowingly ignores the CWMF bankruptcy in Canada. How can that be? Hudson seems hopelessly conflicted in those positions. It would obviously be less complicated and urgent if Hudson was prepared to stand down against CWMF in the USA (at least in the two NY state matters).

Furthermore, there are CWMF creditors who will likely take the position that they have first ranking position over CWMF assets. There are CWMF creditors who will likely take the position that CWMF assets should be distributed *pro rata* to

creditors, and not in first position to certain creditors. I expect all of these creditors will take the position that contingent creditors (such as Premium) have no right to proceeds of CWMF, either *pro rata* or in first position. I expect that some of those contingent creditors (including Premium) will take the position that on the one hand they are creditors of CWMF, and on the other hand take the position that funds coming into CWMF are not the property of CWMF and should be paid to them as contingent creditors.

I also expect that like in the Bron CCAA, Premium again wishes to “free ride” for whatever steps it wants RSM to take in the CWMF bankruptcy, this time at the expense of the CWMF creditors (and other contingent creditors).

These and many other issues are likely going to require the trustee to move for directions, and RSM will require funding for that as well. Are the CWMF Inspectors even discussing these issues? How can the Inspectors even provide directions given the conflicts set out above, including the Hudson one.

In the circumstances, other than dealing with the pressing matter of the recognition of the CWMF bankruptcy in the USA, RSM should not be using CWMF assets for any steps whatsoever (to the extent that any such assets are even available). The creditors and contingent creditors that sought to replace Brahm should be funding RSM.

Actually, has RSM even been funded yet for its role as CWMF trustee, and if so to what extent and by who? Or has RSM been provided with an indemnity for its costs, and if so by who and to what extent?

On a related note, has RSM appointed counsel yet? If so, who is it? If not, why not and when does RSM intend to do so? Again, RSM will require funding for that too (with respect to the recognition order in the USA, I believe that Brahm Rosen has provided you with the contact information for the relevant lawyer at Dickinson Wright).

These are all relevant questions that must be answered quickly, and I would be happy to discuss with you and your counsel at your earliest availability.

Finally, it is clear that Premium drove the bus to replace RGI, without much if any thought to the other issues at hand and in play. If Premium has not funded and will not adequately fund RSM to carry out the immediate steps and subsequent steps required in the CWMF bankruptcy (eg. the recognition order in the USA), my client (and I expect many creditors of CWMF), will surely be looking to Premium for indemnity for any damages that result.

Eric Golden
Partner - Co-chair, Business Reorganization & Insolvency Group
egolden@blaney.com
📞 416-593-3927 | 📠 416-596-2049

From: Bazian, Samuel <sbazian@herrick.com>
Sent: Wednesday, December 20, 2023 2:58 PM
To: Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>
Cc: Fried, William <wfried@herrick.com>; Eric Golden <egolden@blaney.com>; Dhanani, Arif <arif.dhanani@rsmcanada.com>
Subject: RE: Creative Wealth Bankruptcy - Litigations in the United States

Thanks, Bryan. No need for a further call.

Best,
Sam



Samuel J. Bazian
Partner

Herrick, Feinstein LLP

Two Park Avenue | New York, NY 10016
 212.592.1611 Office
SBazian@herrick.com

From: Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>
Sent: Wednesday, December 20, 2023 2:44 PM
To: Bazian, Samuel <sbazian@herrick.com>
Cc: Fried, William <wfried@herrick.com>; Eric Golden <egolden@blaney.com>; Dhanani, Arif <arif.dhanani@rsmcanada.com>
Subject: RE: Creative Wealth Bankruptcy - Litigations in the United States

Samuel

My apologies for delay in response as I was in transit this morning.

Please accept this email as our confirmation as requested in your email below.

I also have a message from you and if you wish to discuss anything further, please call me as I am now available.

Regards,

Bryan

Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT/ FPAIR, SAI
 President

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From: Bazian, Samuel <sbazian@herrick.com>
Sent: Wednesday, December 20, 2023 11:24 AM
To: bryan.tannenbaum@rsmcanada.com
Cc: Fried, William <wfried@herrick.com>; Eric Golden <egolden@blaney.com>
Subject: Update re SDNY Litigation against Creative Wealth - Hudson Private LP v. Bron Studios USA

Bryan,

I am writing to let you know that we had a conference this morning in one of the litigations in the Southern District of New York (*Hudson Private LP v. Bron Studios USA, et al.*, 21-cv-08259 (SDNY)), and the Court granted our motion to withdraw as counsel to Creative Wealth. The Court is giving Creative Wealth 30 days (until January 19, 2024) to find new counsel to represent it in this action, and if it does not do so, Plaintiffs will be free to file whatever motion they deem appropriate (e.g., a motion for default or summary judgment). This would likely result in a default judgment against Creative Wealth on Plaintiffs' claims and on Creative Wealth's counterclaims.

We also have another court conference next Wednesday (12/27) in the other Southern District of New York action against Creative Wealth (*Hudson Private LP v. Creative Wealth*, 22-cv-05520 (SDNY)), during which the Court will address our motion to withdraw as counsel in that action.

Thank you.



Samuel J. Bazian
Partner
Herrick, Feinstein LLP
Two Park Avenue | New York, NY 10016
212.592.1611 Office
SBazian@herrick.com

From: Bazian, Samuel <sbazian@herrick.com>
Sent: Tuesday, December 19, 2023 7:44 PM
To: bryan.tannenbaum@rsmcanada.com
Cc: Fried, William <wfried@herrick.com>; Eric Golden <egolden@blaney.com>
Subject: Creative Wealth Bankruptcy - Litigations in the United States

Bryan,

Based on our discussions this afternoon, it is my understanding that the bankruptcy estate does not have the funds to continue to litigate the three pending actions that we discussed previously (*Hudson Private LP v. Creative Wealth*, 22-cv-05520 (SDNY), *Hudson Private LP v. Bron Studios USA, et al.*, 21-cv-08259

(SDNY) and *Robert Scot Building Venture LLC et al. v. Creative Wealth*, 9:23-cv-80282 (SDFL)). It is therefore our understanding that our firm (as well as our local counsel in the Florida matter, Berger Singerman) is no longer authorized to continue representing Creative Wealth in those matters. Would you please confirm?

Given the upcoming deadlines in these matters and the prior trustee's direction that we were not authorized to proceed, we had no choice but to file motions to withdraw in the two New York matters. Once you confirm the above, we will file a motion to withdraw in the Florida action as well.

Thank you.



Samuel J. Bazian

Partner

Herrick, Feinstein LLP

Two Park Avenue | New York, NY 10016

212.592.1611 Office

SBazian@herrick.com

The information in this message may be privileged, intended only for the use of the named recipient. If you received this communication in error, please immediately notify us by return e-mail and delete the original and any copies.

This is Exhibit "P" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.

A. Rizas

Commissioner for Taking Affidavits (or as may be)

Rizor, Anton

From: Nowina, Michael
Sent: Tuesday, February 6, 2024 2:00 PM
To: David T. Ullmann; Ariyana Botejue; Jason.cloth@cwmmoviefund.ca; jason@c2motionpictures.com; Eric Golden
Cc: Bryan Tannenbaum; Arif Dhanani
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.
Attachments: 2024-02-06 Letter to Counsel (Blaney McMurtry) w enclosure(419339933.1).pdf

David,

Further to our meeting last week, attached is our letter summarizing what was discussed and setting out a number of issues that the Trustees needs a response. I do not have Brian Kozack's email but I would like to send him this letter so please send me his coordinates.

Best regards,
Michael

Michael Nowina (he/him/his)
Partner, Pro Bono Chair (Toronto)
Baker & McKenzie LLP
Brookfield Place, Suite 2100
181 Bay Street, P.O. Box 874
Toronto, Ontario, Canada M5J 2T3
Direct: +1 416 865 2312
Mobile: +1 647 339 7896
Fax: +1 416 863 6275
LinkedIn: <http://www.linkedin.com/pub/michael-nowina/26/8a1/8b4>



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& INSOLVENCY**

Baker's Global Restructuring & Insolvency Blog: <http://restructuring.bakermckenzie.com>

From: David T. Ullmann <DUllmann@blaney.com>
Sent: Tuesday, January 30, 2024 6:28 PM
To: Nowina, Michael <Michael.Nowina@bakermckenzie.com>; Ariyana Botejue <ABotejue@blaney.com>; Jason.cloth@cwmmoviefund.ca; jason@c2motionpictures.com; Eric Golden <egolden@blaney.com>
Cc: 'bryan.tannenbaum@rsmcanada.com' <bryan.tannenbaum@rsmcanada.com>; arif.dhanani@rsmcanada.com
Subject: [EXTERNAL] Re: Bankruptcy of Creative Wealth Media Finance Corp.

Michael, can I call you this evening? I'm just out right now with my family but I would be free around 9:00 if that could work for you for a call tonight

Sent from my Bell Samsung device over Canada's largest network.

From: Nowina, Michael <Michael.Nowina@bakermckenzie.com>
Sent: Tuesday, January 30, 2024 6:11:54 PM
To: Ariyana Botejue <ABotejue@blaney.com>; David T. Ullmann <DUllmann@blaney.com>;

Jason.cloth@cwmmoviefund.ca <Jason.cloth@cwmmoviefund.ca>; jason@c2motionpictures.com <jason@c2motionpictures.com>; Eric Golden <egolden@blaney.com>

Cc: 'bryan.tannenbaum@rsmcanada.com' <bryan.tannenbaum@rsmcanada.com>; arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>

Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

Thanks David for the response,

The trustee would like to meet with Mr. Cloth tomorrow and we can move that part of the meeting until 2:30 as you have requested. Unless the time conflict is yours, the trustee would also like to attend at the office at 1:30 to take possession of the physical records.

We need to get more details regarding how exactly the electronic records of Creative Wealth Media Finance Corp. (CWMF) are "intermingled" with non-bankrupt entities. Microsoft's Office 365 systems makes it fairly easy to separate and control access to data. There are various techniques that can be employed to electronically separate the records, but we need to have more information about how the records are intermingled. It is likely easier for RSM's people to speak directly with the person managing the Office 365 account about this tomorrow. The trustee intends to take possession of the physical and electronic records of CWMF tomorrow and we will work cooperatively with you to find a practical solution to ensure that the records of non-bankrupt entities are excluded including, for example, by taking custody of all of the data on the Office 365 cloud, but not extracting the data until there is agreement on how the records that do not belong to CWMF will be dealt with. This is a practical solution that addresses your concerns about privacy and privilege while allowing the trustee to take possession of the records of CWMF. We are sure that your clients share the goal of maximizing the recoveries for the creditors of CWMF and understand that the trustee needs to begin its work by taking possession of the records.

For our meeting tomorrow, the trustee is requesting the following:

1. Please explain in more detail how the records were intermingled.
2. Please confirm the name of person who is managing the Office 365 account and have that person available to meet with RSM's forensic team.
3. Confirm whether there are separate email mailboxes for employees of CWMF as that is one technique for segregating the records.
4. Please segregate the computers used by former employees of CWMF. If those computers are being used by the other businesses then that is an issue we can discuss tomorrow.
5. Please confirm what steps have been taken since the bankruptcy to preserve and prevent the destruction, alteration or deletion of relevant information and records of CWMF and if those steps have not been taken to take them now.

Regards,
Michael

Michael Nowina (he/him/his)
Partner, Pro Bono Chair (Toronto)
Baker & McKenzie LLP
181 Bay Street, Suite 2100
Toronto, Ontario, Canada M5J 2T3
Direct: +1 416 865 2312
Mobile: +1 647 339 7896
Fax: +1 416 863 6275

From: Ariyana Botejue <ABotejue@blaney.com>

Sent: Tuesday, January 30, 2024 2:42 PM

To: Nowina, Michael <Michael.Nowina@bakermckenzie.com>

Cc: David T. Ullmann <DUllmann@blaney.com>; Eric Golden <egolden@blaney.com>; arif.dhanani@rsmcanada.com; 'bryan.tannenbaum@rsmcanada.com' <bryan.tannenbaum@rsmcanada.com>; Jason.cloth@cwmmoviefund.ca; jason@c2motionpictures.com

Subject: [EXTERNAL] RE: Bankruptcy of Creative Wealth Media Finance Corp.

Michael,

I understand that you are taking over this matter from George Benchetrit.

I am writing about the proposed meeting tomorrow. I will write to you separately with respect to George's email of January 25, 2024.

To begin with Mr. Cloth is available tomorrow to meet to facilitate access to the premises (although 1:30 might prove problematic). However, I am writing to report to you my findings from visiting the premises and to ask if the meeting is really necessary or likely to be helpful. In my view the answer is no. After my visit to the premises I have two observations.

The first is that, as I suggested in my first note to you, the premises houses multiple other businesses. Unfortunately, there is no clear section of the premises which deals with just the bankrupt company. Everything is intermingled. As such, I do not think the trustee can simply attend and take anything from the premises the way it often would do in other cases. Rather, I think both you and I would have to assign an associate to have the tedious task of sorting through the papers to make sure the trustee did not take what they were not entitled to and to make sure they did not damage the other business by removing other records. It may also be that counsel would be required for the other companies to protect privacy and privilege issues. I also note there is at least one in-house counsel office in the premises and I would be cautious, as I am sure you would be, before looking through anything in that office without his permission and involvement.

The second and more pressing issue however, is that there is really very little in the way of hard copies of anything at the premises. I believe there may have been a copy of the minute book, but little else. I spent about 90 minutes there yesterday opening filing cabinets and walking around the offices (which are not terribly large) and I did not find anything which seemed likely to be of use in terms of figuring out the books and records of the company. Generally, most cabinets were empty. There was certainly no central filing cabinet with organized company records of the bankrupt.

My understanding is that during Covid, the company ceased working in its offices and moved everything to digital (as best they could). There is no central server located at the premise and all records, such as they are, are located on an Office 365 cloud location. This presumably explains why there is not much paper on site.

Also, unfortunately that cloud account is not segregated and could not simply be turned over to you without page by page review. Similarly, I understand that the email accounts are intermingled.

I do understand that books, records and relevant information had previously been assembled and provided to Mr. Rosen in connection with the NOI filing. I have seen communication from Mr. Rosen indicating he does not have the books and records of the company, which is true as it relates to physical records, but I wonder if the electronic records assembled for the NOI are really all you need? Presumably he can provide that to you, perhaps after consulting with Mr. Preger, who was his counsel I believe.

Finally, having met with Mr. Cloth and his assistant Ms. Jenifer George, I can advise you that it is really Ms. George, rather than Mr. Cloth, who is most likely to be useful if the trustee remains committed to actually attempting to review the physical records on the premises, such as they are. Unfortunately, although I met with Ms. George in person yesterday, I understand she lives in Bobcaygeon and is not expected to be in the office tomorrow. A meeting with her can be scheduled if necessary, although my theme of this letter remains that it is not.

Therefore, for my part I see no purpose in having a meeting with Mr. Cloth at the offices. I would suggest instead that I provide you with copies of the minute book and that the trustee focus its efforts thereafter on deciding what it wants to do with the intermingled electronic records.

Please let me know how you would like to proceed. I remain available to attend tomorrow. I would ask that the meeting be at 2:30. I do not see any reason for Mr. Cloth to be there, but let me know your view.

Regards,

Sent on behalf David

Ariyana Botejue
 Legal Assistant to Stephen Gaudreau & David Ullmann
abotejue@blaney.com
 ☎ 416-593-1221 ext. 4777

From: Nowina, Michael <Michael.Nowina@bakermckenzie.com>
Sent: Tuesday, January 30, 2024 11:47:17 AM
To: 'David T. Ullmann' <DUllmann@blaney.com>
Cc: arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; Jason.cloth@cwmmoviefund.ca <Jason.cloth@cwmmoviefund.ca>; Eric Golden <egolden@blaney.com>; 'Jason Cloth' <jason@c2motionpictures.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

Hello David,

We have been retained by the bankruptcy trustee and will be taking over this matter from George. The Trustee would like to confirm tomorrow's attendance at 1:30 as RSM's forensics team will be attending to image the computers and servers. If you are planning to attend tomorrow, let me know. I am also available for a call today to discuss any logistics necessary to make tomorrow's attendance run smoothly.

In addition, the Trustee would like to receive a response to the requests outlined in George's email below.
 Best regards,
 Michael

Michael Nowina (he/him/his)
 Partner, Pro Bono Chair (Toronto)
 Baker & McKenzie LLP
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 181 Bay Street, P.O. Box 874
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 Direct: +1 416 865 2312
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LinkedIn: <http://www.linkedin.com/pub/michael-nowina/26/8a1/8b4>



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From: George Benchetrit <George@chaitons.com>
Sent: Thursday, January 25, 2024 7:38 PM
To: 'David T. Ullmann' <DUllmann@blaney.com>
Cc: arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; Jason.cloth@cwmmoviefund.ca; Eric Golden <egolden@blaney.com>; 'Jason Cloth' <jason@c2motionpictures.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

David,

We will accommodate your request to postpone the attendance at the company's office to Wednesday January 31 at 1:30 pm.

In the meantime, we are asking for the following information and documents as soon as possible:

- **Online access to the CWMF TD bank accounts** – Please provide the necessary username, passwords and/or other information to access the bank accounts.
- **Banking documents** – Please provide electronic copies of statements for all CWMF's bank accounts, cheques deposited and written, incoming and outgoing wire payments and receipts and all supporting documentation for same for the 3 year period prior to the date of bankruptcy.
- **\$67,000,000 recoverable from various productions** - The Statement of Affairs sworn by Mr. Cloth refers to "Good" accounts receivable of \$67 million. The Trustee's Preliminary Report to Creditors (Rosen Goldberg Inc.) issued December 14, 2023 indicates: *Pursuant to the sworn Statement of Affairs, the Company estimates that approximately \$67,000,000 will be recovered, as follows: Bron CCAA \$7,000,000; Various productions \$60,000,000. The \$60,000,000 is anticipated to be collected over the next 12 months from Series B, Series D, Series E, Series F and Series H projects.* Please provide details of the Series B-H projects and supporting documents.
- **Payments to Conacher/Olympus Projects** – Eric's email to Bryan sent January 15 included the following statement: *I am advised by Jason Cloth that of the \$67M in CWMF receivables, approximately \$50M including interest is in respect of the Conacher Kingston project, and another one called Olympus involving the same recently deceased promoter.* Please provide evidence of those payments and all documents supporting the related transactions. Also please clarify the discrepancy between Eric's statement regarding the Conacher and Olympus projects and the statements regarding accounts receivable in the Statement of Affairs and the Trustee's Preliminary Report to Creditors.

George Benchetrit | Partner*
*Denotes Professional Corporation
Chaitons LLP | T: 416.218.1141

From: David T. Ullmann <DUllmann@blaney.com>
Sent: Tuesday, January 23, 2024 10:00 PM
To: George Benchetrit <George@chaitons.com>; 'Jason Cloth' <jason@c2motionpictures.com>
Cc: arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>;
Jason.cloth@cwmmoviefund.ca; Eric Golden <egolden@blaney.com>
Subject: Re: Bankruptcy of Creative Wealth Media Finance Corp.

CAUTION: [External]

George, in my email to you yesterday I commented that I had not spoken to Mr. Cloth. I have now corresponded with him and I understand he is in Los Angeles until next week. As such, we cannot have a meeting on Thursday with him in Toronto. However, Mr. Cloth has confirmed to me that he is available on Wednesday next week to meet with you at the business premises, if that remains necessary. I am also generally available on Wednesday. In the interim, in his absence, I am going to try to see what I can learn about the books and records in question and perhaps mitigate the need for a meeting.

Regards,

David

Sent from my Bell Samsung device over Canada's largest network.

From: George Benchetrit <George@chaitons.com>
Sent: Tuesday, January 23, 2024 8:52:50 a.m.
To: 'Jason Cloth' <jason@c2motionpictures.com>; 'David T. Ullmann' <DUllmann@blaney.com>
Cc: arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; Jason.cloth@cwmmoviefund.ca <Jason.cloth@cwmmoviefund.ca>; Eric Golden <egolden@blaney.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

Jason,

Thursday afternoon was proposed by David below. Your attendance at that time is required.

George Benchetrit | Partner*
*Denotes Professional Corporation
Chaitons LLP | T: 416.218.1141

From: Jason Cloth <jason@c2motionpictures.com>
Sent: Tuesday, January 23, 2024 8:42 AM
To: George Benchetrit <George@chaitons.com>; 'David T. Ullmann' <DULLmann@blaney.com>
Cc: arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; Jason.cloth@cwmoviefund.ca; Eric Golden <egolden@blaney.com>
Subject: Re: Bankruptcy of Creative Wealth Media Finance Corp.

CAUTION: [External]

Nobody will be at the office then. We will need to set it up for mid next week.

Please be advised that effective immediately, my email address has changed to;

jason@c2motionpictures.com

Jason Cloth | C2 | Managing Partner | C2 Motion Picture Group | Shaggy Dog Media Finance Corp. | 416-917-5431
<https://c2motionpictures.com>

Mission Impossible: Dead Reckoning Part 1 is now streaming



From: George Benchetrit <George@chaitons.com>
Sent: Tuesday, January 23, 2024 8:21:31 AM
To: 'David T. Ullmann' <DULLmann@blaney.com>
Cc: arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; Jason.cloth@cwmoviefund.ca <Jason.cloth@cwmoviefund.ca>; Eric Golden <egolden@blaney.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

David,

We will accommodate your request to postpone the attendance at the company's office to Thursday at 2:30 pm.

Please let me know if you will be attending. Please also confirm which party(ies) Blaneys represents.

George Benchetrit | Partner*
*Denotes Professional Corporation
Chaitons LLP | T: 416.218.1141

From: David T. Ullmann <DUllmann@blaney.com>
Sent: Monday, January 22, 2024 7:43 PM
To: Eric Golden <egolden@blaney.com>; George Benchetrit <George@chaitons.com>
Cc: arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>;
Jason.cloth@cwmmoviefund.ca
Subject: Re: Bankruptcy of Creative Wealth Media Finance Corp.

CAUTION: [External]

George,

As per Eric's emails, please do ensure that I'm copied on all correspondence going forward.

As Eric rightly guessed, there is no way we can be ready to hold a constructive meeting with the trustee on what is effectively half a day's notice. Given that this bankruptcy has been outstanding for months, I can't imagine how anybody's statutory obligations would be impacted by waiting a few more days to ensure that a meeting is as productive as possible. As a starting point, I haven't even been able to speak to Mr. Cloth about this and I have no idea if the records you're seeking are at the premises you've suggested you are going to attend.

I can also advise you that if the trustee attempts to attend the premises without us, he will likely be turned away because there are other active and operating businesses on the premises in respect to which the trustee has no rights or interest, as far as I know. Should the trustee enter the premises and interfere with the existing businesses, we will expect him to be accountable for his actions.

Please let me know what your availability is like the afternoon of Thursday or the afternoon of Friday and we can see if we can accommodate this request this week. I look forward to working with you to ensure that the bankruptcy is conducted in a reasonable manner and towards appropriate goals.

Regards,

David

Sent from my Bell Samsung device over Canada's largest network.

From: Eric Golden <egolden@blaney.com>
Sent: Monday, January 22, 2024 3:18:03 p.m.
To: 'George Benchetrit' <George@chaitons.com>
Cc: David T. Ullmann <DUllmann@blaney.com>; arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>;
Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

Thx George

Going to leave that to David and Jason to co-ordinate with you and RSM later today. I have no idea whether it's doable tomorrow. This should have been co-ordinated with us and Jason as of Jan 16, given my attached email to RSM on Jan 15.

Also, the books and records don't detract from the Trustee's obligations to respond to issues we have raised since Dec 20. I appreciate Premium and funding have been the reason for the delay, but those issues also have to be addressed asap now that I assume proper funding is in place, and such funding should not only be used to fund issues Premium (which is not even a formal creditor of CWMF yet as per the determination made by Rosen Goldberg) directs the Trustee to pursue.

Eric Golden
Partner - Co-chair, Business Reorganization & Insolvency Group

egolden@blaney.com

☎416-593-3927 | ☎416-596-2049

From: George Benchetrit <George@chaitons.com>
Sent: Monday, January 22, 2024 3:04 PM
To: Eric Golden <egolden@blaney.com>
Cc: David T. Ullmann <DUllmann@blaney.com>; arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

Thanks Eric. See attached as requested. The points you have raised don't detract from Mr. Cloth's obligation to comply with his requirements under the statute and his attendance tomorrow is required.

George Benchetrit | Partner*
*Denotes Professional Corporation
Chaitons LLP | T: 416.218.1141

From: Eric Golden <egolden@blaney.com>
Sent: Monday, January 22, 2024 1:23 PM
To: George Benchetrit <George@chaitons.com>
Cc: David T. Ullmann <DUllmann@blaney.com>; arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

CAUTION: [External]

Hi George,

How are you?

I assume you have been retained as counsel

Can you send us a copy of the letter referenced below. For some reason, we keep accidentally being left out of the loop on relevant correspondence in this matter.

Also, there's a number of issues we have raised with RSM. Are you addressing those as well in your role as counsel?

Eric Golden
 Partner - Co-chair, Business Reorganization & Insolvency Group
egolden@blaney.com
 ☎416-593-3927 | ☎416-596-2049

From: Jason Cloth <jason@c2motionpictures.com>
Sent: Monday, January 22, 2024 1:11 PM
To: Amy Casella <Amy@chaitons.com>; jason.cloth@cwmoviefund.ca
Cc: Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; George Benchetrit <George@chaitons.com>; arif.dhanani@rsmcanada.com; Eric Golden <egolden@blaney.com>; Jenifer George <Jenifer.George@cwmoviefund.ca>
Subject: Re: Bankruptcy of Creative Wealth Media Finance Corp.

There are multiple companies who work out of that space unrelated to CW Media. We gave the books and records to the original monitor. Get them from him. Our lawyer is cc'd here

Please be advised that effective immediately, my email address has changed to;

jason@c2motionpictures.com

Jason Cloth | C2 | Managing Partner | C2 Motion Picture Group | Shaggy Dog Media Finance Corp. | 416-917-5431
<https://c2motionpictures.com>

Mission Impossible: Dead Reckoning Part 1 is now streaming



From: Amy Casella <Amy@chaitons.com>
Sent: Monday, January 22, 2024 12:04:39 PM
To: jason.cloth@cwmoviefund.ca <jason.cloth@cwmoviefund.ca>
Cc: Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; George Benchetrit <George@chaitons.com>; arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>
Subject: Bankruptcy of Creative Wealth Media Finance Corp.

Mr. Cloth. Please see attached letter from Mr. Benchetrit. Thank you.



Amy Casella | Assistant to George Benchetrit

T: 416.218.1769 E: Amy@chaitons.com

5000 Yonge St, 10th Floor, Toronto, ON, M2N 7E9

chaitons.com

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This is Exhibit "Q" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.

A. Rizas

Commissioner for Taking Affidavits (or as may be)

Baker McKenzie.

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* Associated Firm

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Advogados

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Fax: +1 416 863 6275
www.bakermckenzie.com

February 6, 2024

David Ullmann
Blaney McMurtry LLP
2 Queen St. East
Toronto, ON M5C 3G5

By email: dullmann@blaney.com

Dear David:

Bankruptcy of Creative Wealth Media Finance Corp. ("CWMF")

As you know, on December 15, 2023, RSM Canada Limited was substituted as trustee (the "Trustee") of the estate of Creative Wealth Media Finance Corp. ("CWMF"), a bankrupt, in place of Rosen Goldberg Inc. by CWMF's creditors. We have been retained as counsel to the Trustee. For your records, effective February 1, 2024, RSM Canada Limited was acquired by its service practice leaders, Bryan Tannenbaum, Arif Dhanani, and Jeff Berger. The name of the Trustee is being changed to TDB Restructuring Limited.

We are writing to recap what was discussed at the meeting on January 31, 2024, at the former business premises of CWMF located at 700 – 151 Bloor Street West, which was scheduled at the request of the Trustee for the purpose of taking possession of the books and records of CWMF:

- The persons at the meeting were Arif Dhanani for the Trustee, Michael Nowina as counsel for the Trustee, David Ullmann as counsel for CWMF and Jason Cloth, Brian Kozack as counsel for Creative Wealth Media Lending Inc. ("CWML"), and Jason Cloth (for parts of the meeting).
- The Trustee was shown around the premises and Jason Cloth confirmed that there are no material hard copy books and records at the premises because all of the books and records were digitized and are stored on the cloud. We understand that the cloud services are Microsoft Office 365, but please confirm.
- The Trustee requested access to the book and records on the cloud which was not provided. Instead, we were advised that your office would be sending a letter setting out CWMF's position on providing access to the books and records.
- We were further advised by you that there are no separate email accounts for CWMF and CWML and that the email accounts would be used to conduct business for multiple companies. The books and records of CWMF were described by you as being intermingled with the books and records of CWML and other companies. Brian Kozack confirmed that CWML's records were on the shared cloud account, that he

was unaware of the Trustee's requests for access to CWMF's books and records, and that he was asserting privilege on the contents of his office and his records that are stored on the cloud. The Trustee requested confirmation of the names and contact information for all of the companies that shared access to the cloud services where CWMF's books and records are stored.

- Jason Cloth advised that there are separate folders containing documents for all of the films that CWMF provided funding to and that these documents are segregated. The Trustee was not given access to these documents either, but it appears that these are the low-hanging fruit in terms of segregated documents and the Trustee repeats its request for immediate access.
- We were advised prior to the meeting that Jennifer George is the person who manages access to the information stored on the cloud and that she was not available on January 31 or February 1. At the meeting, the Trustee requested the contact information for Ms. George and you were instructed by Mr. Kozack not to provide her contact information. We understand that your firm also acts for or previously acted for CWML, which is a point we will return to at the end of this letter.
- Jason Cloth was asked to provide any information he had on the \$67 million in receivables that are listed as an asset of CWMF on the Statement of Affairs sworn by Mr. Cloth. You advised on Mr. Cloth's behalf that he had no information to share at the meeting and that a letter would be sent from your office setting out Mr. Cloth and CWMF's position on sharing information with the bankruptcy trustee concerning the \$67M in receivables.
- In light of ongoing US litigation, Jason Cloth was asked to confirm whether CWMF had any assets in Florida and he advised that it did not.
- The bankruptcy trustee set forth its position that it was entitled to take possession of the books and records and that the appropriate course of action would be to permit the bankruptcy trustee to take custody of all the records on the cloud but with an undertaking not to access them until the issue of how to exclude the records of CWML and the other companies was determined. Both you and Mr. Kozack advised that this was not acceptable.

On January 25, the former counsel to the Trustee sent a specific list of questions:

- **Online access to the CWMF TD bank accounts** – Please provide the necessary username, passwords and/or other information to access the bank accounts.
- **Banking documents** – Please provide electronic copies of statements for all CWMF's bank accounts, cheques deposited and written, incoming and outgoing wire payments and receipts and all supporting documentation for same for the 3 year period prior to the date of bankruptcy.



- **\$67,000,000 recoverable from various productions** - The Statement of Affairs sworn by Mr. Cloth refers to “Good” accounts receivable of \$67 million. The Trustee’s Preliminary Report to Creditors (Rosen Goldberg Inc.) issued December 14, 2023 indicates: *Pursuant to the sworn Statement of Affairs, the Company estimates that approximately \$67,000,000 will be recovered, as follows: Bron CCAA \$7,000,000; Various productions \$60,000,000. The \$60,000,000 is anticipated to be collected over the next 12 months from Series B, Series D, Series E, Series F and Series H projects.* Please provide details of the Series B-H projects and supporting documents.

Payments to Conacher/Olympus Projects – Eric [Cloth]’s email to Bryan [Tannenbaum] sent January 15 included the following statement: I am advised by Jason Cloth that of the \$67M in CWMF receivables, approximately \$50M including interest is in respect of the Conacher Kingston project, and another one called Olympus involving the same recently deceased promoter. Please provide evidence of those payments and all documents supporting the related transactions. Also please clarify the discrepancy between Eric’s statement regarding the Conacher and Olympus projects and the statements regarding accounts receivable in the Statement of Affairs and the Trustee’s Preliminary Report to Creditors.

Prior to the meeting, we sent also the following list of questions:

1. Please explain in more detail how the records were intermingled.
2. Please confirm the name of person who is managing the Office 365 account and have that person available to meet with RSM’s forensic team.
3. Confirm whether there are separate email mailboxes for employees of CWMF as that is one technique for segregating the records.
4. Please segregate the computers used by former employees of CWMF. If those computers are being used by the other businesses then that is an issue we can discuss tomorrow.
5. Please confirm what steps have been taken since the bankruptcy to preserve and prevent the destruction, alteration or deletion of relevant information and records of CWMF and if those steps have not been taken to take them now.

The in-person meeting assisted the Trustee somewhat on questions 1-3, but the Trustee is very concerned that access to the books and records has not been provided and no explanation was provided on what steps have been taken or would be taken to preserve CWMF’s books and records. This is a pressing issue because the Trustee has \$67M in receivables to collect, but no information or records concerning those receivables.

As you are aware, the meeting on January 31 was rescheduled to that date at your client’s request and yet Mr. Cloth was unprepared or unwilling at that meeting to provide meaningful information or assistance to the Trustee. We are attaching the statutory duties of officers of

bankrupt companies under the BIA. It is the Trustee's view that Mr. Cloth has not fulfilled his duties under sections 158(b) and (k) of the BIA.

Your firm previously acted for both as litigation counsel for CWMF and CWML in the Bron Media CCAA and other Ontario litigation. Please provide a list of the litigation that Blaney McMurty represent CWMF and confirm the following:

- When Blaney McMurty began representing Mr. Cloth in his personal capacity?
- Whether Blaney McMurty are still retained by CWML?

We look forward to the letter you advised would be forthcoming. Please ensure that you address the questions set out in this letter.

Yours truly,
BAKER & McKENZIE LLP



Michael Nowina
Partner
+1 416 865 2312
michael.nowina@bakermckenzie.com

cc: Bryan Tannenbaum
Arif Dhanani
J. Cloth
B. Kozack

Encl.

BANKRUPTCY AND INSOLVENCY ACT

Notice to Bankrupts or Officers of a Bankrupt Corporation

You are hereby notified of the duties imposed upon you by the *Bankruptcy and Insolvency Act* and certain other features of this *Act* that affect you as a bankrupt or in your capacity as an officer of the bankrupt designated by Section 159 of the *Bankruptcy and Insolvency Act*. You are expected to study this document carefully, as a breach of your duty hereunder set out would make you liable to criminal prosecution.

DUTIES OF BANKRUPTS

Section 158. A bankrupt shall

- (a) make discovery of and deliver all his property that is under his possession or control to the trustee or to any person authorized by the trustee to take possession of it or any part thereof;
- (a.1) in such circumstances as are specified in directives of the Superintendent, deliver to the trustee, for cancellation, all credit cards issued to and in the possession or control of the bankrupt;
- (b) deliver to the trustee all books, records, documents, writings and papers including, without restricting the generality of the foregoing, title papers, insurance policies and tax records and returns and copies thereof in any way relating to his property or affairs;
- (c) at such time and place as may be fixed by the official receiver, attend before the official receiver or before any other official receiver delegated by the official receiver for examination under oath with respect to his conduct, the causes of his bankruptcy and the disposition of his property;
- (d) within five days following the bankruptcy, unless the time is extended by the official receiver, prepare and submit to the trustee in quadruplicate a statement of the bankrupt's affairs in the prescribed form verified by affidavit and showing the particulars of the bankrupt's assets and liabilities, the names and addresses of the bankrupt's creditors, the securities held by them respectively, the dates when the securities were respectively given and such further or other information as may be required, but where the affairs of the bankrupt are so involved or complicated that the bankrupt alone cannot reasonably prepare a proper statement of affairs, the official receiver may, as an expense of the administration of the estate, authorize the employment of a qualified person to assist in the preparation of the statement;
- (e) make or give all the assistance within his power to the trustee in making an inventory of his assets;
- (f) make disclosure to the trustee of all property disposed of within the period beginning on the day that is one year before the date of the initial bankruptcy event or beginning on such other antecedent date as the court may direct, and ending on the date of the bankruptcy, both dates included, and how and to whom and for what consideration any part thereof was

disposed of except such part as had been disposed of in the ordinary manner of trade or used for reasonable personal expenses;

- (g) make disclosure to the trustee of all property disposed of by gift or settlement without adequate valuable consideration within the period beginning on the day that is five years before the date of the initial bankruptcy event and ending on the date of the bankruptcy, both dates included;
- (h) attend the first meeting of his creditors unless prevented by sickness or other sufficient cause and submit thereat to examination;
- (i) when required, attend other meetings of his creditors or of the inspectors, or attend on the trustee;
- (j) submit to such other examinations under oath with respect to his property or affairs as required;
- (k) aid to the utmost of his power in the realization of his property and the distribution of the proceeds among his creditors;
- (l) execute any powers of attorney, transfers, deeds and instruments or acts that may be required;
- (m) examine the correctness of all proofs of claims filed, if required by the trustee;
- (n) in case any person has to his knowledge filed a false claim, disclose the fact immediately to the trustee;
- (n.1) inform the trustee of any material change in the bankrupt's financial situation;
- (o) generally do all such acts and things in relation to his property and the distribution of the proceeds among his creditors as may be reasonably required by the trustee, or may be prescribed by the General Rules, or may be directed by the court by any special order made with reference to any particular case or made on the occasion of any special application by the trustee, or any creditor or person interested; and
- (p) until his application for discharge has been disposed of and the administration of the estate completed, keep the trustee advised at all times of his place of residence or address.

WHERE BANKRUPT IS A CORPORATION

Section 159. Where a bankrupt is a corporation, the officer executing the assignment, or such

(a) officer of the corporation, or

(b) person who has, or has had, directly or indirectly, control in fact of the corporation

as the official receiver may specify, shall attend before the official receiver for examination and shall perform all of the duties imposed on a bankrupt by section 158, and, in case of failure to do so, the officer or person is punishable as though that officer or person were the bankrupt.

PROPERTY OF BANKRUPT

Section 67. (1) The property of a bankrupt divisible among his creditors shall not comprise

- (a) property held by the bankrupt in trust for any other person;
- (b) any property that as against the bankrupt is exempt from execution or seizure under any laws applicable in the province within which the property is situated and within which the bankrupt resides;
 - (b.1) goods and services tax credit payments that are made in prescribed circumstances to the bankrupt and that are not property referred to in paragraph (a) or (b);
 - (b.2) prescribed payments relating to the essential needs of an individual that are made in prescribed circumstances to the bankrupt and that are not property referred to in paragraph (a) or (b); or
 - (b.3) without restricting the generality of paragraph (b), property in a registered retirement savings plan or a registered retirement income fund, as those expressions are defined in the [Income Tax Act](#), or in any prescribed plan, other than property contributed to any such plan or fund in the 12 months before the date of bankruptcy,

but it shall comprise

- (c) all property wherever situated of the bankrupt at the date of the bankruptcy or that may be acquired by or devolve on the bankrupt before their discharge, including any refund owing to the bankrupt under the [Income Tax Act](#) in respect of the calendar year — or the fiscal year of the bankrupt if it is different from the calendar year — in which the bankrupt became a bankrupt, except the portion that
 - (i) is not subject to the operation of this Act, or
 - (ii) in the case of a bankrupt who is the judgment debtor named in a garnishee summons served on Her Majesty under the [Family Orders and Agreements Enforcement Assistance Act](#), is garnishable money that is payable to the bankrupt and is to be paid under the garnishee summons, and
- (d) such powers in or over or in respect of the property as might have been exercised by the bankrupt for his own benefit.

DISCHARGE OF BANKRUPT

Debts not released by order of discharge

Section 178. (1) An order of discharge does not release the bankrupt from

- (a) any fine, penalty, restitution order or other order similar in nature to a fine, penalty or restitution order, imposed by a court in respect of an offence, or any debt arising out of a recognizance or bail;
 - (a.1) any award of damages by a court in civil proceedings in respect of
 - (i) bodily harm intentionally inflicted, or sexual assault, or
 - (ii) wrongful death resulting therefrom;
- (b) any debt or liability for alimony or alimentary pension;

- (c) any debt or liability arising under a judicial decision establishing affiliation or respecting support or maintenance, or under an agreement for maintenance and support of a spouse, former spouse, former common-law partner or child living apart from the bankrupt;
- (d) any debt or liability arising out of fraud, embezzlement, misappropriation or defalcation while acting in a fiduciary capacity or, in the Province of Quebec, as a trustee or administrator of the property of others;
- (e) any debt or liability resulting from obtaining property or services by false pretences or fraudulent misrepresentation, other than a debt or liability that arises from an equity claim;
- (f) liability for the dividend that a creditor would have been entitled to receive on any provable claim not disclosed to the trustee, unless the creditor had notice or knowledge of the bankruptcy and failed to take reasonable action to prove his claim;
- (g) any debt or obligation in respect of a loan made under the [Canada Student Loans Act](#), the [Canada Student Financial Assistance Act](#) or any enactment of a province that provides for loans or guarantees of loans to students where the date of bankruptcy of the bankrupt occurred
 - (i) before the date on which the bankrupt ceased to be a full- or part-time student, as the case may be, under the applicable Act or enactment, or
 - (ii) within seven years after the date on which the bankrupt ceased to be a full- or part-time student; or
- (h) any debt for interest owed in relation to an amount referred to in any of paragraphs (a) to (g).

Court may order non-application of subsection (1)

(1.1) At any time after five years after a bankrupt who has a debt referred to in paragraph (1)(g) ceases to be a full- or part-time student, as the case may be, under the applicable Act or enactment, the court may, on application, order that subsection (1) does not apply to the debt if the court is satisfied that

- (a) the bankrupt has acted in good faith in connection with the bankrupt's liabilities under the debt; and
- (b) the bankrupt has and will continue to experience financial difficulty to such an extent that the bankrupt will be unable to pay the debt.

Claims released

(2) Subject to subsection (1), an order of discharge releases the bankrupt from all claims provable in bankruptcy.

BANKRUPTCY OFFENCES

Section 198. (1) Any bankrupt who

- (a) makes any fraudulent disposition of the bankrupt's property before or after the date of the initial bankruptcy event,
- (b) refuses or neglects to answer fully and truthfully all proper questions put to the bankrupt at any examination held pursuant to this Act,
- (c) makes a false entry or knowingly makes a material omission in a statement or accounting,
- (d) after or within one year immediately preceding the date of the initial bankruptcy event, conceals, destroys, mutilates, falsifies, makes an omission in or disposes of, or is privy to the concealment, destruction, mutilation, falsification, omission from or disposition of, a book or document affecting or relating to the bankrupt's property or affairs, unless the bankrupt had no intent to conceal the state of the bankrupt's affairs,
- (e) after or within one year immediately preceding the date of the initial bankruptcy event, obtains any credit or any property by false representations made by the bankrupt or made by any other person to the bankrupt's knowledge,
- (f) after or within one year immediately preceding the date of the initial bankruptcy event, fraudulently conceals or removes any property of a value of fifty dollars or more or any debt due to or from the bankrupt, or
- (g) after or within one year immediately preceding the date of the initial bankruptcy event, hypothecates, pawns, pledges or disposes of any property that the bankrupt has obtained on credit and has not paid for, unless in the case of a trader the hypothecation, pawning, pledging or disposing is in the ordinary way of trade and unless the bankrupt had no intent to defraud,

is guilty of an offence and is liable, on summary conviction, to a fine not exceeding five thousand dollars or to imprisonment for a term not exceeding one year or to both, or on conviction on indictment, to a fine not exceeding ten thousand dollars or to imprisonment for a term not exceeding three years, or to both.

Failure to comply with duties

(2) A bankrupt who, without reasonable cause, fails to comply with an order of the court made under section 68 or to do any of the things required of the bankrupt under section 158 is guilty of an offence and is liable

- (a) on summary conviction, to a fine not exceeding five thousand dollars or to imprisonment for a term not exceeding one year, or to both; or
- (b) on conviction on indictment, to a fine not exceeding ten thousand dollars or to imprisonment for a term not exceeding three years, or to both.

Failure to disclose fact of being undischarged

Section 199. An undischarged bankrupt who

- (a) engages in any trade or business without disclosing to all persons with whom the undischarged bankrupt enters into any business transaction that the undischarged bankrupt is an undischarged bankrupt, or
- (b) obtains credit to a total of \$1,000 or more from any person or persons without informing them that the undischarged bankrupt is an undischarged bankrupt,

is guilty of an offence punishable on summary conviction and is liable to a fine not exceeding five thousand dollars or to imprisonment for a term not exceeding one year, or to both.

Bankrupt failing to keep proper books of account

Section 200. (1) Any person becoming bankrupt or making a proposal who has on any previous occasion been bankrupt or made a proposal to the person's creditors is guilty of an offence punishable on summary conviction and is liable to a fine not exceeding five thousand dollars or to imprisonment for a term not exceeding one year, or to both, if

- (a) being engaged in any trade or business, at any time within the period beginning on the day that is two years before the date of the initial bankruptcy event and ending on the date of the bankruptcy, both dates included, that person has not kept and preserved proper books of account; or
- (b) within the period mentioned in paragraph (a), that person conceals, destroys, mutilates, falsifies or disposes of, or is privy to the concealment, destruction, mutilation, falsification or disposition of, any book or document affecting or relating to the person's property or affairs, unless the person had no intent to conceal the state of the person's affairs.

Proper books of account defined

(2) For the purposes of this section, a debtor shall be deemed not to have kept proper books of account if he has not kept such books or accounts as are necessary to exhibit or explain his transactions and financial position in his trade or business, including a book or books containing entries from day to day in sufficient detail of all cash received and cash paid, and, where the trade or business has involved dealings in goods, also accounts of all goods sold and purchased, and statements of annual and other stock-takings.

You are also notified that, under the Canada Corporations Act and the Companies Acts of the various Provinces, you may not be the Director of a limited company while an undischarged bankrupt.

Rizor, Anton

From: Nowina, Michael
Sent: Tuesday, February 6, 2024 2:00 PM
To: David T. Ullmann; Ariyana Botejue; Jason.cloth@cwmmoviefund.ca; jason@c2motionpictures.com; Eric Golden
Cc: Bryan Tannenbaum; Arif Dhanani
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.
Attachments: 2024-02-06 Letter to Counsel (Blaney McMurtry) w enclosure(419339933.1).pdf

David,

Further to our meeting last week, attached is our letter summarizing what was discussed and setting out a number of issues that the Trustees needs a response. I do not have Brian Kozack's email but I would like to send him this letter so please send me his coordinates.

Best regards,
Michael

Michael Nowina (he/him/his)
Partner, Pro Bono Chair (Toronto)
Baker & McKenzie LLP
Brookfield Place, Suite 2100
181 Bay Street, P.O. Box 874
Toronto, Ontario, Canada M5J 2T3
Direct: +1 416 865 2312
Mobile: +1 647 339 7896
Fax: +1 416 863 6275
LinkedIn: <http://www.linkedin.com/pub/michael-nowina/26/8a1/8b4>



**RESTRUCTURING
& INSOLVENCY**

Baker's Global Restructuring & Insolvency Blog: <http://restructuring.bakermckenzie.com>

From: David T. Ullmann <DUllmann@blaney.com>
Sent: Tuesday, January 30, 2024 6:28 PM
To: Nowina, Michael <Michael.Nowina@bakermckenzie.com>; Ariyana Botejue <ABotejue@blaney.com>; Jason.cloth@cwmmoviefund.ca; jason@c2motionpictures.com; Eric Golden <egolden@blaney.com>
Cc: 'bryan.tannenbaum@rsmcanada.com' <bryan.tannenbaum@rsmcanada.com>; arif.dhanani@rsmcanada.com
Subject: [EXTERNAL] Re: Bankruptcy of Creative Wealth Media Finance Corp.

Michael, can I call you this evening? I'm just out right now with my family but I would be free around 9:00 if that could work for you for a call tonight

Sent from my Bell Samsung device over Canada's largest network.

From: Nowina, Michael <Michael.Nowina@bakermckenzie.com>
Sent: Tuesday, January 30, 2024 6:11:54 PM
To: Ariyana Botejue <ABotejue@blaney.com>; David T. Ullmann <DUllmann@blaney.com>;

Jason.cloth@cwmmoviefund.ca <Jason.cloth@cwmmoviefund.ca>; jason@c2motionpictures.com <jason@c2motionpictures.com>; Eric Golden <egolden@blaney.com>

Cc: 'bryan.tannenbaum@rsmcanada.com' <bryan.tannenbaum@rsmcanada.com>; arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>

Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

Thanks David for the response,

The trustee would like to meet with Mr. Cloth tomorrow and we can move that part of the meeting until 2:30 as you have requested. Unless the time conflict is yours, the trustee would also like to attend at the office at 1:30 to take possession of the physical records.

We need to get more details regarding how exactly the electronic records of Creative Wealth Media Finance Corp. (CWMF) are "intermingled" with non-bankrupt entities. Microsoft's Office 365 systems makes it fairly easy to separate and control access to data. There are various techniques that can be employed to electronically separate the records, but we need to have more information about how the records are intermingled. It is likely easier for RSM's people to speak directly with the person managing the Office 365 account about this tomorrow. The trustee intends to take possession of the physical and electronic records of CWMF tomorrow and we will work cooperatively with you to find a practical solution to ensure that the records of non-bankrupt entities are excluded including, for example, by taking custody of all of the data on the Office 365 cloud, but not extracting the data until there is agreement on how the records that do not belong to CWMF will be dealt with. This is a practical solution that addresses your concerns about privacy and privilege while allowing the trustee to take possession of the records of CWMF. We are sure that your clients share the goal of maximizing the recoveries for the creditors of CWMF and understand that the trustee needs to begin its work by taking possession of the records.

For our meeting tomorrow, the trustee is requesting the following:

1. Please explain in more detail how the records were intermingled.
2. Please confirm the name of person who is managing the Office 365 account and have that person available to meet with RSM's forensic team.
3. Confirm whether there are separate email mailboxes for employees of CWMF as that is one technique for segregating the records.
4. Please segregate the computers used by former employees of CWMF. If those computers are being used by the other businesses then that is an issue we can discuss tomorrow.
5. Please confirm what steps have been taken since the bankruptcy to preserve and prevent the destruction, alteration or deletion of relevant information and records of CWMF and if those steps have not been taken to take them now.

Regards,
Michael

Michael Nowina (he/him/his)
Partner, Pro Bono Chair (Toronto)
Baker & McKenzie LLP
181 Bay Street, Suite 2100
Toronto, Ontario, Canada M5J 2T3
Direct: +1 416 865 2312
Mobile: +1 647 339 7896
Fax: +1 416 863 6275

From: Ariyana Botejue <ABotejue@blaney.com>

Sent: Tuesday, January 30, 2024 2:42 PM

To: Nowina, Michael <Michael.Nowina@bakermckenzie.com>

Cc: David T. Ullmann <DUllmann@blaney.com>; Eric Golden <egolden@blaney.com>; arif.dhanani@rsmcanada.com; 'bryan.tannenbaum@rsmcanada.com' <bryan.tannenbaum@rsmcanada.com>; Jason.cloth@cwmmoviefund.ca; jason@c2motionpictures.com

Subject: [EXTERNAL] RE: Bankruptcy of Creative Wealth Media Finance Corp.

Michael,

I understand that you are taking over this matter from George Benchetrit.

I am writing about the proposed meeting tomorrow. I will write to you separately with respect to George's email of January 25, 2024.

To begin with Mr. Cloth is available tomorrow to meet to facilitate access to the premises (although 1:30 might prove problematic). However, I am writing to report to you my findings from visiting the premises and to ask if the meeting is really necessary or likely to be helpful. In my view the answer is no. After my visit to the premises I have two observations.

The first is that, as I suggested in my first note to you, the premises houses multiple other businesses. Unfortunately, there is no clear section of the premises which deals with just the bankrupt company. Everything is intermingled. As such, I do not think the trustee can simply attend and take anything from the premises the way it often would do in other cases. Rather, I think both you and I would have to assign an associate to have the tedious task of sorting through the papers to make sure the trustee did not take what they were not entitled to and to make sure they did not damage the other business by removing other records. It may also be that counsel would be required for the other companies to protect privacy and privilege issues. I also note there is at least one in-house counsel office in the premises and I would be cautious, as I am sure you would be, before looking through anything in that office without his permission and involvement.

The second and more pressing issue however, is that there is really very little in the way of hard copies of anything at the premises. I believe there may have been a copy of the minute book, but little else. I spent about 90 minutes there yesterday opening filing cabinets and walking around the offices (which are not terribly large) and I did not find anything which seemed likely to be of use in terms of figuring out the books and records of the company. Generally, most cabinets were empty. There was certainly no central filing cabinet with organized company records of the bankrupt.

My understanding is that during Covid, the company ceased working in its offices and moved everything to digital (as best they could). There is no central server located at the premise and all records, such as they are, are located on an Office 365 cloud location. This presumably explains why there is not much paper on site.

Also, unfortunately that cloud account is not segregated and could not simply be turned over to you without page by page review. Similarly, I understand that the email accounts are intermingled.

I do understand that books, records and relevant information had previously been assembled and provided to Mr. Rosen in connection with the NOI filing. I have seen communication from Mr. Rosen indicating he does not have the books and records of the company, which is true as it relates to physical records, but I wonder if the electronic records assembled for the NOI are really all you need? Presumably he can provide that to you, perhaps after consulting with Mr. Preger, who was his counsel I believe.

Finally, having met with Mr. Cloth and his assistant Ms. Jenifer George, I can advise you that it is really Ms. George, rather than Mr. Cloth, who is most likely to be useful if the trustee remains committed to actually attempting to review the physical records on the premises, such as they are. Unfortunately, although I met with Ms. George in person yesterday, I understand she lives in Bobcaygeon and is not expected to be in the office tomorrow. A meeting with her can be scheduled if necessary, although my theme of this letter remains that it is not.

Therefore, for my part I see no purpose in having a meeting with Mr. Cloth at the offices. I would suggest instead that I provide you with copies of the minute book and that the trustee focus its efforts thereafter on deciding what it wants to do with the intermingled electronic records.

Please let me know how you would like to proceed. I remain available to attend tomorrow. I would ask that the meeting be at 2:30. I do not see any reason for Mr. Cloth to be there, but let me know your view.

Regards,

Sent on behalf David

Ariyana Botejue
 Legal Assistant to Stephen Gaudreau & David Ullmann
abotejue@blaney.com
 ☎ 416-593-1221 ext. 4777

From: Nowina, Michael <Michael.Nowina@bakermckenzie.com>
Sent: Tuesday, January 30, 2024 11:47:17 AM
To: 'David T. Ullmann' <DUllmann@blaney.com>
Cc: arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; Jason.cloth@cwmmoviefund.ca <Jason.cloth@cwmmoviefund.ca>; Eric Golden <egolden@blaney.com>; 'Jason Cloth' <jason@c2motionpictures.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

Hello David,

We have been retained by the bankruptcy trustee and will be taking over this matter from George. The Trustee would like to confirm tomorrow's attendance at 1:30 as RSM's forensics team will be attending to image the computers and servers. If you are planning to attend tomorrow, let me know. I am also available for a call today to discuss any logistics necessary to make tomorrow's attendance run smoothly.

In addition, the Trustee would like to receive a response to the requests outlined in George's email below.
 Best regards,
 Michael

Michael Nowina (he/him/his)
 Partner, Pro Bono Chair (Toronto)
 Baker & McKenzie LLP
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 Toronto, Ontario, Canada M5J 2T3
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**RESTRUCTURING
& INSOLVENCY**

Baker's Global Restructuring & Insolvency Blog: <http://restructuring.bakermckenzie.com>

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From: George Benchetrit <George@chaitons.com>
Sent: Thursday, January 25, 2024 7:38 PM
To: 'David T. Ullmann' <DUllmann@blaney.com>
Cc: arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; Jason.cloth@cwmmoviefund.ca; Eric Golden <egolden@blaney.com>; 'Jason Cloth' <jason@c2motionpictures.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

David,

We will accommodate your request to postpone the attendance at the company's office to Wednesday January 31 at 1:30 pm.

In the meantime, we are asking for the following information and documents as soon as possible:

- **Online access to the CWMF TD bank accounts** – Please provide the necessary username, passwords and/or other information to access the bank accounts.
- **Banking documents** – Please provide electronic copies of statements for all CWMF's bank accounts, cheques deposited and written, incoming and outgoing wire payments and receipts and all supporting documentation for same for the 3 year period prior to the date of bankruptcy.
- **\$67,000,000 recoverable from various productions** - The Statement of Affairs sworn by Mr. Cloth refers to "Good" accounts receivable of \$67 million. The Trustee's Preliminary Report to Creditors (Rosen Goldberg Inc.) issued December 14, 2023 indicates: *Pursuant to the sworn Statement of Affairs, the Company estimates that approximately \$67,000,000 will be recovered, as follows: Bron CCAA \$7,000,000; Various productions \$60,000,000. The \$60,000,000 is anticipated to be collected over the next 12 months from Series B, Series D, Series E, Series F and Series H projects.* Please provide details of the Series B-H projects and supporting documents.
- **Payments to Conacher/Olympus Projects** – Eric's email to Bryan sent January 15 included the following statement: *I am advised by Jason Cloth that of the \$67M in CWMF receivables, approximately \$50M including interest is in respect of the Conacher Kingston project, and another one called Olympus involving the same recently deceased promoter.* Please provide evidence of those payments and all documents supporting the related transactions. Also please clarify the discrepancy between Eric's statement regarding the Conacher and Olympus projects and the statements regarding accounts receivable in the Statement of Affairs and the Trustee's Preliminary Report to Creditors.

George Benchetrit | Partner*
*Denotes Professional Corporation
Chaitons LLP | T: 416.218.1141

From: David T. Ullmann <DUllmann@blaney.com>
Sent: Tuesday, January 23, 2024 10:00 PM
To: George Benchetrit <George@chaitons.com>; 'Jason Cloth' <jason@c2motionpictures.com>
Cc: arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>;
Jason.cloth@cwmmoviefund.ca; Eric Golden <egolden@blaney.com>
Subject: Re: Bankruptcy of Creative Wealth Media Finance Corp.

CAUTION: [External]

George, in my email to you yesterday I commented that I had not spoken to Mr. Cloth. I have now corresponded with him and I understand he is in Los Angeles until next week. As such, we cannot have a meeting on Thursday with him in Toronto. However, Mr. Cloth has confirmed to me that he is available on Wednesday next week to meet with you at the business premises, if that remains necessary. I am also generally available on Wednesday. In the interim, in his absence, I am going to try to see what I can learn about the books and records in question and perhaps mitigate the need for a meeting.

Regards,

David

Sent from my Bell Samsung device over Canada's largest network.

From: George Benchetrit <George@chaitons.com>
Sent: Tuesday, January 23, 2024 8:52:50 a.m.
To: 'Jason Cloth' <jason@c2motionpictures.com>; 'David T. Ullmann' <DUllmann@blaney.com>
Cc: arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; Jason.cloth@cwmmoviefund.ca <Jason.cloth@cwmmoviefund.ca>; Eric Golden <egolden@blaney.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

Jason,

Thursday afternoon was proposed by David below. Your attendance at that time is required.

George Benchetrit | Partner*
*Denotes Professional Corporation
Chaitons LLP | T: 416.218.1141

From: Jason Cloth <jason@c2motionpictures.com>
Sent: Tuesday, January 23, 2024 8:42 AM
To: George Benchetrit <George@chaitons.com>; 'David T. Ullmann' <DULLmann@blaney.com>
Cc: arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; Jason.cloth@cwmoviefund.ca; Eric Golden <egolden@blaney.com>
Subject: Re: Bankruptcy of Creative Wealth Media Finance Corp.

CAUTION: [External]

Nobody will be at the office then. We will need to set it up for mid next week.

Please be advised that effective immediately, my email address has changed to;

jason@c2motionpictures.com

Jason Cloth | C2 | Managing Partner | C2 Motion Picture Group | Shaggy Dog Media Finance Corp. | 416-917-5431
<https://c2motionpictures.com>

Mission Impossible: Dead Reckoning Part 1 is now streaming



From: George Benchetrit <George@chaitons.com>
Sent: Tuesday, January 23, 2024 8:21:31 AM
To: 'David T. Ullmann' <DULLmann@blaney.com>
Cc: arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; Jason.cloth@cwmoviefund.ca <Jason.cloth@cwmoviefund.ca>; Eric Golden <egolden@blaney.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

David,

We will accommodate your request to postpone the attendance at the company's office to Thursday at 2:30 pm.

Please let me know if you will be attending. Please also confirm which party(ies) Blaneys represents.

George Benchetrit | Partner*
*Denotes Professional Corporation
Chaitons LLP | T: 416.218.1141

From: David T. Ullmann <DUllmann@blaney.com>
Sent: Monday, January 22, 2024 7:43 PM
To: Eric Golden <egolden@blaney.com>; George Benchetrit <George@chaitons.com>
Cc: arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>;
Jason.cloth@cwmmoviefund.ca
Subject: Re: Bankruptcy of Creative Wealth Media Finance Corp.

CAUTION: [External]

George,

As per Eric's emails, please do ensure that I'm copied on all correspondence going forward.

As Eric rightly guessed, there is no way we can be ready to hold a constructive meeting with the trustee on what is effectively half a day's notice. Given that this bankruptcy has been outstanding for months, I can't imagine how anybody's statutory obligations would be impacted by waiting a few more days to ensure that a meeting is as productive as possible. As a starting point, I haven't even been able to speak to Mr. Cloth about this and I have no idea if the records you're seeking are at the premises you've suggested you are going to attend.

I can also advise you that if the trustee attempts to attend the premises without us, he will likely be turned away because there are other active and operating businesses on the premises in respect to which the trustee has no rights or interest, as far as I know. Should the trustee enter the premises and interfere with the existing businesses, we will expect him to be accountable for his actions.

Please let me know what your availability is like the afternoon of Thursday or the afternoon of Friday and we can see if we can accommodate this request this week. I look forward to working with you to ensure that the bankruptcy is conducted in a reasonable manner and towards appropriate goals.

Regards,

David

Sent from my Bell Samsung device over Canada's largest network.

From: Eric Golden <egolden@blaney.com>
Sent: Monday, January 22, 2024 3:18:03 p.m.
To: 'George Benchetrit' <George@chaitons.com>
Cc: David T. Ullmann <DUllmann@blaney.com>; arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>;
Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

Thx George

Going to leave that to David and Jason to co-ordinate with you and RSM later today. I have no idea whether it's doable tomorrow. This should have been co-ordinated with us and Jason as of Jan 16, given my attached email to RSM on Jan 15.

Also, the books and records don't detract from the Trustee's obligations to respond to issues we have raised since Dec 20. I appreciate Premium and funding have been the reason for the delay, but those issues also have to be addressed asap now that I assume proper funding is in place, and such funding should not only be used to fund issues Premium (which is not even a formal creditor of CWMF yet as per the determination made by Rosen Goldberg) directs the Trustee to pursue.

Eric Golden
Partner - Co-chair, Business Reorganization & Insolvency Group

egolden@blaney.com

☎416-593-3927 | ☎416-596-2049

From: George Benchetrit <George@chaitons.com>
Sent: Monday, January 22, 2024 3:04 PM
To: Eric Golden <egolden@blaney.com>
Cc: David T. Ullmann <DUllmann@blaney.com>; arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

Thanks Eric. See attached as requested. The points you have raised don't detract from Mr. Cloth's obligation to comply with his requirements under the statute and his attendance tomorrow is required.

George Benchetrit | Partner*

*Denotes Professional Corporation

Chaitons LLP | T: 416.218.1141

From: Eric Golden <egolden@blaney.com>
Sent: Monday, January 22, 2024 1:23 PM
To: George Benchetrit <George@chaitons.com>
Cc: David T. Ullmann <DUllmann@blaney.com>; arif.dhanani@rsmcanada.com; Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>
Subject: RE: Bankruptcy of Creative Wealth Media Finance Corp.

CAUTION: [External]

Hi George,

How are you?

I assume you have been retained as counsel

Can you send us a copy of the letter referenced below. For some reason, we keep accidentally being left out of the loop on relevant correspondence in this matter.

Also, there's a number of issues we have raised with RSM. Are you addressing those as well in your role as counsel?

Eric Golden
Partner - Co-chair, Business Reorganization & Insolvency Group
egolden@blaney.com
☎416-593-3927 | ☎416-596-2049

From: Jason Cloth <jason@c2motionpictures.com>
Sent: Monday, January 22, 2024 1:11 PM
To: Amy Casella <Amy@chaitons.com>; jason.cloth@cwmoviefund.ca
Cc: Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; George Benchetrit <George@chaitons.com>; arif.dhanani@rsmcanada.com; Eric Golden <egolden@blaney.com>; Jenifer George <Jenifer.George@cwmoviefund.ca>
Subject: Re: Bankruptcy of Creative Wealth Media Finance Corp.

There are multiple companies who work out of that space unrelated to CW Media. We gave the books and records to the original monitor. Get them from him. Our lawyer is cc'd here

Please be advised that effective immediately, my email address has changed to;

jason@c2motionpictures.com

Jason Cloth | C2 | Managing Partner | C2 Motion Picture Group | Shaggy Dog Media Finance Corp. | 416-917-5431
<https://c2motionpictures.com>

Mission Impossible: Dead Reckoning Part 1 is now streaming



From: Amy Casella <Amy@chaitons.com>
Sent: Monday, January 22, 2024 12:04:39 PM
To: jason.cloth@cwmoviefund.ca <jason.cloth@cwmoviefund.ca>
Cc: Tannenbaum, Bryan <bryan.tannenbaum@rsmcanada.com>; George Benchetrit <George@chaitons.com>; arif.dhanani@rsmcanada.com <arif.dhanani@rsmcanada.com>
Subject: Bankruptcy of Creative Wealth Media Finance Corp.

Mr. Cloth. Please see attached letter from Mr. Benchetrit. Thank you.



Amy Casella | Assistant to George Benchetrit

T: 416.218.1769 E: Amy@chaitons.com

5000 Yonge St, 10th Floor, Toronto, ON, M2N 7E9

chaitons.com

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This is Exhibit "**R**" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.

A. Rizas

Commissioner for Taking Affidavits (or as may be)

Rizor, Anton

From: Nowina, Michael
Sent: Monday, February 19, 2024 9:47 AM
To: David T. Ullmann; Ariyana Botejue; Jason.cloth@cwmmoviefund.ca;
jason@c2motionpictures.com; Eric Golden; Brian.koscak@cwmmoviefund.ca
Cc: Bryan Tannenbaum; Arif Dhanani; Rizor, Anton
Subject: Bankruptcy of Creative Wealth Media Finance Corp.

David,

We are writing to follow-up on our meeting on January 31st and the letter sent on February 6th. As you are aware, the Trustee is statutorily entitled to take possession of a bankrupt's books and records and is entitled to require production from any person in possession of those books and records. The fact CWML has intermingled its records with those of the bankrupt is an issue that can be dealt with but it is unacceptable that your clients are not providing the Trustee with access to the online records of the bankrupt. We repeat the proposal made on January 31st and set out in our letter which is that the appropriate course of action is to permit the Trustee to take custody of all the records on the Microsoft cloud but with an undertaking not to access them until the issue of how to exclude the records of CWML and the other entities that share the Microsoft cloud together is determined.

Your clients have had sufficient time to consider and respond to the Trustee's proposal.

Michael

Michael Nowina (he/him/his)
Partner, Pro Bono Chair (Toronto)
Baker & McKenzie LLP
Brookfield Place, Suite 2100
181 Bay Street, P.O. Box 874
Toronto, Ontario, Canada M5J 2T3
Direct: +1 416 865 2312
Mobile: +1 647 339 7896
Fax: +1 416 863 6275
LinkedIn: <http://www.linkedin.com/pub/michael-nowina/26/8a1/8b4>



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This is Exhibit "S" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.

A. Rizal

Commissioner for Taking Affidavits (or as may be)

Redacted for Confidentiality

Rizor, Anton

From: Nowina, Michael
Sent: Tuesday, February 13, 2024 10:34 AM
To: Vandervoort, Natalia; Sainsbury, Caitlin R.
Cc: Bryan Tannenbaum; Arif Dhanani
Subject: Creative Wealth Media Finance Corp

Natalia,

Further to our call, we are writing to confirm that the trustee is requesting production from you of all the emails and other documents you have in your possession regarding the bankrupt company. Pursuant to section 164 of the Bankruptcy and Insolvency Act, the trustee can require production from any person who has possession of records relating to a bankrupt. We understand from our call that these documents were provided to you by the US firm Herrick, Feinstein LLP on the directions of Jason Cloth [REDACTED]

One question that we did not discuss but we would also like to confirm is how the documents were collected in order to ensure that all relevant documents were produced. If you have information regarding how the documents were collected (e.g. keyword, date range and custodian search terms), please confirm this as well.

Best regards,
 Michael

Michael Nowina (he/him/his)
 Partner, Pro Bono Chair (Toronto)
 Baker & McKenzie LLP
 Brookfield Place, Suite 2100
 181 Bay Street, P.O. Box 874
 Toronto, Ontario, Canada M5J 2T3
 Direct: +1 416 865 2312
 Mobile: +1 647 339 7896
 Fax: +1 416 863 6275
 LinkedIn: <http://www.linkedin.com/pub/michael-nowina/26/8a1/8b4>



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 & INSOLVENCY**

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This is Exhibit "T" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.

A. Rizal

Commissioner for Taking Affidavits (or as may be)

S-235084
Vancouver Registry

SERVICE LIST

(As of January 10, 2024)

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

| PARTY | METHOD OF DELIVERY | ROLE / INTEREST |
|--|--------------------|--------------------|
| <p>BRON GROUP OF COMPANIES 5542 Short Street Burnaby, BC V5J 1L9 Canada Tel: 604.628.5568</p> <p>Aaron Gilbert Email: ag@bronstudios.com</p> <p>Steven Thibault Email: st@bronstudios.com</p> | <p>Email</p> | <p>Petitioners</p> |

- 2 -

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|--|-------|---------------------------------|
| <p>MILLER THOMSON LLP 700 West Georgia Street - Suite 2200 Vancouver, BC V7Y 1K8</p> <p>Asim Iqbal Tel: 416.597.6008 Email: aiqbal@millერთhompson.com</p> <p>Bryan Hicks Tel: 604.643.1242 Email: bjhicks@millერთhompson.com</p> <p>Monica Faheim Tel: 416.597.6087 Email: mfaheim@millერთhompson.com</p> <p>Matthew Cressatti Tel: 416.597.4311 Email: mcressatti@millერთhompson.com</p> | Email | Counsel to the Petitioners |
| <p>JONES & WALDEN LLC 699 Piedmont Ave NE Atlanta, GA 30308, USA</p> <p>Cameron M. McCord, Esq. Tel: 404.564.9300 Email: cmccord@joneswalden.com</p> | Email | U.S. Counsel to the Petitioners |
| <p>GRANT THORNTON LIMITED Suite 1600 - 333 Seymour Street Vancouver BC V6B 0A4</p> <p>Mark Wentzell Tel: 604.443.2173 Email: Mark.Wentzell@ca.gt.com</p> <p>James Saxton Tel: 403.260.2552 Email: james.saxton@ca.gt.com</p> <p>Eric Jamieson Tel: 604.687.2711 Email: Eric.Jamieson@ca.gt.com</p> <p>Bruce Bando Tel: 416 369 6418 Email: Bruce.Bando@ca.gt.com</p> | Email | Monitor |

- 3 -

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|--|---------|--------------------------------------|
| <p>CASSELS BROCK & BLACKWELL LLP Suite 2200, HSBC Building 885 West Georgia Street Vancouver, BC V6C 3E8</p> <p>John Birch Tel: 416 860 5225 Email: jbirch@cassels.com</p> <p>Forrest Finn Tel: 778 372 6779 Email: ffinn@cassels.com</p> | Email | Counsel to the Monitor |
| GOVERNMENTAL AGENCIES | | |
| <p>CANADA REVENUE AGENCY Surrey National Verification and Collection Centre 9755 King George Boulevard Surrey BC V3T 5E1</p> <p>Tel: 1.866.891.7403 Fax: 1.833.697.2389</p> | Courier | Creditor |
| <p>DEPARTMENT OF JUSTICE CANADA</p> <p>British Columbia Regional Office 900 - 840 Howe Street Vancouver, British Columbia V6Z 2S9</p> <p>Ontario Regional Office National Litigation Sector 120 Adelaide Street West - Suite 400 Toronto, Ontario M5H 1T1 Attention: Diane Winters Fax: 416.973.0810</p> <p>Christine Matthews Tel: 604.666.5891 Email: Christine.Matthews@justice.gc.ca Email: Marina.Karpova@justice.gc.ca</p> | Email | Counsel to the Canada Revenue Agency |
| <p>MINISTRY OF THE ATTORNEY GENERAL (ONTARIO) McMurtry-Scott Building 720 Bay Street, 11th floor Toronto, Ontario M7A 2S9</p> <p>Email: cloc.reception@ontario.ca</p> | Email | Governmental Agency |

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|--|-------|---|
| <p>ONTARIO MINISTRY OF FINANCE 33 King Street West PO Box 625 Oshawa, Ontario L1H 8H9</p> <p>Steven Groeneveld, Counsel Oshawa Legal Services Branch Tel: 905.431.8380 Email: Steven.Groeneveld@ontario.ca</p> <p>Insolvency Unit Email: Insolvency.Unit@ontario.ca</p> | Email | Creditor |
| SECURED CREDITORS | | |
| <p>BENNETT JONES LLP 666 Burrard Street, Suite 2500 Vancouver, BC V6C 2X8</p> <p>Peter Dunne Tel: 416.777.5099 Email: dunnep@bennettjones.com</p> <p>Mike Shakra Tel: 416.777.6236 Email: shakram@bennettjones.com</p> <p>David Gruber Tel: 604.891.5150 Email: gruberd@bennettjones.com</p> <p>Joshua Foster Tel: 416.777.7906 Email: fosterj@bennettjones.com</p> <p>Kelsey J. Meyer Tel: 403.298.3323 Email: meyerk@bennettjones.com</p> <p>Michael Selnes Tel: 403.298.3311 Email: selnesm@bennettjones.com</p> | Email | Canadian Counsel to Creative Wealth Media Lending LP 2016 |

- 5 -

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|--|-------|--|
| <p>BLAKE, CASSELS & GRAYDON LLP 595 Burrard Street, Suite 2600 Vancouver, BC V7X 1L3</p> <p>Peter Rubin Tel: 604.631.3315 Email: peter.rubin@blakes.com</p> <p>Peter Bychawski Tel: 604.631.4218 Email: peter.bychawski@blakes.com</p> | Email | Counsel to Access Road Capital LLC |
| <p>BLANEY MCMURTRY LLP 2 Queen Street East, Suite 1500 Toronto, Ontario M5C 3G5</p> <p>Eric Golden Tel: 416.593.3927 Email: egolden@blaney.com</p> | Email | Litigation counsel to Creative Wealth Media Finance Corp. and Creative Wealth Media Lending Inc. |
| <p>PARKER, HUDSON, RAINER & DOBBS LLP 303 Peachtree Street NE, Suite 3600 Atlanta, GA 30308, USA</p> <p>Bryan Bates Tel: 404.420.4333 Email: bbates@phrd.com</p> | Email | US counsel to Creative Wealth Media Lending LP 2016 |
| <p>COMERICA BANK (AS ADMINISTRATIVE AGENT) 210 - 2000 Avenue Of The Stars Los Angeles, CA 90067, USA</p> <p>Attn: Adam J. Korn and Jeff Colvin Email: ajkorn@comerica.com Email: jdcovin@comerica.com Email: corpfinadmin@comerica.com</p> | Email | Secured Creditor |
| <p>DENTONS CANADA LLP 77 King St W, Suite 400 Toronto, ON M5K 0A1</p> <p>John Salmas Tel: 416 863 4737 Email: john.salmas@dentons.com</p> | Email | Canadian Counsel to Comerica Bank |
| | | |

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|---|---------|--|
| <p>AKIN GUMP STRAUSS HAUER & FELD LLP 2300 N. Field St., Suite 1800 Dallas, TX 75201, USA</p> <p>David F. Staber Tel: +1 214.969.4664 Email: dstaber@akingump.com</p> | Email | U.S. Counsel to Comerica Bank |
| <p>ALEJANDRO GARCIA PEREZ 9255 Sunset Blvd - Suite 515 West Hollywood, CA 90069, USA</p> <p>Email: agarcia@animaestudios.com alejandro.garcia@helloanima.com</p> | Email | US UCC Financing Statement Registrant |
| <p>BLAC CORP. 151 Bloor Street West, Suite 700 Toronto, ON M5S 1S4</p> | Courier | Secured Creditor |
| <p>CASEY OAKS</p> <p>C/o: Suraj MaraBoyna Email: suraj@maraboyinacapital.com</p> | Email | Secured Creditor |
| <p>LOFTUS & EISENBERG, LTD. 161 N. Clark, suite 1600 Chicago, IL 60601</p> <p>Ross M. Good Email: ross@loftusandeisenberg.com</p> <p>Alex Loftus Email: alex@loftusandeisenberg.com</p> | | |
| <p>CHENG FAMILY ASSET MANAGEMENT, LLC 1731 Holt Avenue Los Altos, CA 94024, USA</p> <p>Christoher Cheng Email: winecpc@gmail.com</p> | Email | Secured Creditor |
| <p>CHRISTINE HAEBLER AND TERMINAL CITY PICTURES</p> <p>Chistine Haebler Email: christinehaebler@gmail.com</p> | Email | Secured Creditor |

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| | | |
|---|-------|--|
| <p>DENNIS L. WEIL LIVING TRUST AGREEMENT u/a/d June 29, 1992, as amended by its Trustee, Dennis L. Weil 221 Hancock Court Safety Harbour, Florida USA 34695</p> <p>Dennis J. Weil Email: dennis@weilbox.com</p> | Email | Secured Creditor |
| <p>AIRD & BERLIS LLP Brookfield Place, 181 Bay Street, Suite 1800 Toronto, ON M5J 2T9</p> <p>Mark van Zandvoort Tel : 416.865.4742 Email: mvanzandvoort@airdberlis.com</p> <p>Josh Suttner Tel : 647.426.2820 jsuttner@airdberlis.com</p> | Email | Canadian counsel to Hudson Private Corp. and Hudson LP |

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| | | |
|--|-------|---|
| <p>BOOK LAW 365 Bay Street, 2nd Floor Toronto, ON M5H 2V1</p> <p>Hilary Book Tel: 416-613-9161 Email: hilary@booklaw.ca</p> <p>Elizabeth Ayo Tel: 647-578-9731 Email: elizabeth@booklaw.ca</p> <p>US COUNSEL:</p> <p>BRACEWELL LLP 31 W. 52nd Street, Suite 1900 New York, NY 10019-6118</p> <p>Rachel Goldman Tel: 212-508-6135 Email: rachel.goldman@bracewell.com</p> <p>David Shargel Tel: 212-508-6154 Email: david.shargel@bracewell.com</p> <p>Mark Wulfe Tel: 212-508-6170 Email: mark.wulfe@bracewell.com</p> <p>Mark Dendinger Tel: 212-508-6141 Email: mark.dendinger@bracewell.com</p> <p>Seth DuCharme Tel: 212-508-6165 Email: seth.ducharme@bracewell.com</p> <p>Kayleigh Ruggles Tel : 647-847-6806 Email : kayleigh@booklaw.ca</p> | Email | Bayshore Capital Advisors, LLC, GCA Alternative Income Fund LP and Rocking T. Ranch LLP |
| PPR REGISTRANTS: | | |
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| CREATE MUSIC GROUP, INC. 1320 N. Wilton Place Los Angeles CA 90028 USA | Mailing Address | U.S. Creditor |
| DAEDREAM ENTERTAINMENT 52 St. Silas heights St. James barbados | Mailing Address | U.S. Creditor |
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| RHINO ENTERTAINMENT COMPANY 777 South Santa Fe Avenue Los Angeles CA 90021 USA | Mailing Address | U.S. Creditor |
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| UNIVERSAL MUSIC CORPORATION 2100 Colorado Avenue Santa Monica CA 90404 USA | Mailing Address | U.S. Creditor |
| | | |
| WALT DISNEY MUSIC COMPANY 5000 South Buena Vista Street Burbank CA 91521 USA | Mailing Address | U.S. Creditor |
| | | |
| XTATIK LIMITED 39 Gordon Street Port Of Spain Trinidad and Tobago | Mailing Address | U.S. Creditor |
| | | |
| 42WEST, LLC 150 Alhambra Circle, Suite 1200 Coral Gables FL 33134 USA | Mailing Address | U.S. Creditor |
| | | |
| BANK ROBBER MUSIC, LLC 2630 Elm Hill Pike #125 Nashville TN 37214 USA | Mailing Address | U.S. Creditor |
| | | |
| CAPTIONMAX LLC 275 Market Street Minneapolis MN 55405 USA | Mailing Address | U.S. Creditor |
| | | |
| COLOR COLLECTIVE LLC PO Box 573 Kauneonga Lake NY 12749 USA | Mailing Address | U.S. Creditor |
| | | |
| DOWNTOWN MUSIC PUBLISHING, LLC Fort Anne Douglas Fo 1M1 5PD Isle Of Man | Mailing Address | U.S. Creditor |
| | | |
| FORMOSA MUSIC GROUP 1132 Vine Street Los Angeles CA 90038 USA | Mailing Address | U.S. Creditor |
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| FORSTER MUSIC PUBLISHER, INC 5309 W Devon Ave Chicago IL 60646 USA | Mailing Address | U.S. Creditor |
| H.W. DAILY INC 4057 Riley Fuzzel Rd. #500 Spring TX 77386 USA | Mailing Address | U.S. Creditor |
| JOEY IAN NOE 4011 Armory Oaks Dr Nashville TN 37204 USA | Mailing Address | U.S. Creditor |
| RESERVOIR MEDIA MANAGEMENT INC 200 Varick Street, Suite 801a New York NY 10014 USA | Mailing Address | U.S. Creditor |
| REVELS, INC. 80 Mt Auburn St Watertown MA 02472 USA | Mailing Address | U.S. Creditor |
| SONY MUSIC PUBLISHING (US) LLC MSC 410768 Nashville TN 37241-0768 USA | Mailing Address | U.S. Creditor |
| STEPBRIDGE STUDIOS 528 Jose Street Santa Fe NM 87501 USA | Mailing Address | U.S. Creditor |
| TYROLIS HANDELS-GMBH Meilstrabe 46 Zirl 7 6170 Austria | Mailing Address | U.S. Creditor |
| UNIVERSAL MUSIC PUBLISHING GROUP 7475 Collections Center Drive Chicago IL 60693 USA | Mailing Address | U.S. Creditor |
| WIXEN MUSIC PUBLISHING, INC 24025 Park Sorrento, Suite 130 Calabasas CA 91302 USA | Mailing Address | U.S. Creditor |
| AEON MEDIA, INC 01 N 3rd St Ste 150 Minneapolis MN 55401 USA | Mailing Address | U.S. Creditor |

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| EPIC GAMES, INC. 620 Crossroads Blvd., North Carolina, 27518 United States of America Pete Maiorano Email: legal@epicgames.com | Mailing Address | U.S. Creditor |
| FRONT ROW INSURANCE VANCOUVER 1788 W Broadway Suite 801 Vancouver BC V6J 1Y1 Canada | Mailing Address | U.S. Creditor |
| JAMES BURTON | | U.S. Creditor |
| SOUND LOUNGE LLC 149 5TH Ave FL 1 New York NY 10010-6818 USA | Mailing Address | U.S. Creditor |
| DEBBIE PATRICK 201 St Charles Ave, Suite 4300 New Orleans LA 70170 USA | Mailing Address | U.S. Creditor |
| GARY SOLOMON 1100 Poydras Stree Suite 100 New Orleans LA 70163 USA | Mailing Address | U.S. Creditor |
| PATRICK PRENTISS 1401 Exposition Blvd New Orleans LA 70118 USA | Mailing Address | U.S. Creditor |
| BRAUER & CO PO Box 9274 Calabasas CA 91372 USA | Mailing Address | U.S. Creditor |
| THE HERTZ CORPORATION PO Box 121056 Dallas TX 75312-1056 USA | Mailing Address | U.S. Creditor |
| TPC LENDING & SERVICES, LLC 2041 Rosecrans Ave, Suite 322 El Segundo CA 90245 USA | Mailing Address | U.S. Creditor |
| CHENG FAMILY ASSET MANAGEMENT, LLC 1731 Holt Avenue Los Altos CA 94024 USA | Mailing Address | U.S. Creditor |

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|---|-----------------|---------------|
| FOUR J FAMILY LLC P.O. Box 5919 Buffalo Grove IL 60089 USA | Mailing Address | U.S. Creditor |
| HERETIC FILMS MEZZANINE LOAN 401 N. Tarragona Street Pensacola FL 32501 USA | Mailing Address | U.S. Creditor |
| RAYMONDS CAPITAL, LLC 5 Mason Hill Road Warren NJ 07059-6499 USA | Mailing Address | U.S. Creditor |
| C&C Financial Services Lending II, LLC 2300 Empire Avenue, 5 th Floor Burbank, CA 91504 Deirdre Owens Deirdre.Owens@castandcrew.com cc Fulcrum Advisors, LLC 422 Country Club Drive New Orleans, LA 70124 Shawn Kiefer shawnharriskiefer@gmail.com | Email | U.S. Creditor |
| BROTHER MOVIE INC. Sonya Di Rienzo Email: sdr@hawkeyepicturesinc.com Damon D'Oliveira Email : damonclp@gmail.com Poulos Aeschylus Email : aeschylus@sympatico.ca | | |

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| "ASSUMED CONTRACTS" COUNTERPARTIES | | |
|---|-----------------|---------------------------------|
| FREEWAY CAM B.V. Herikerbergweg 238, Luna Arena, 1101CM Amsterdam-Zuidoost Netherlands c/o Andrásy út 12 1061 Budapest Hungary | Mailing Address | "Assumed Contract" Counterparty |
| GUNPOWDER & SKY DISTRIBUTION, LLC 25 West 31st Street, 3rd Floor New York, NY 10001 | Mailing Address | "Assumed Contract" Counterparty |
| GUNPOWDER & SKY DISTRIBUTION, LLC 9-11 East 19th Street 5th Floor New York, NY 10003 | Mailing Address | "Assumed Contract" Counterparty |
| NIGHTINGALE FILMS HOLDINGS PTY LTD. Studio 301, 11 Randle Street Surry Hills New South Wales 2010 Australia Kristina Ceyton Email: kristina@causewayfilms.com.au | Email | "Assumed Contract" Counterparty |
| NIGHTINGALE FILMS HOLDINGS PTY LTD. NIGHTINGALE PICTURES PTY LTD. c/o Marshalls & Dent Level 21 570 Bourke Street, Melbourne 3000 Victoria Australia Email: bmenzies@mdlaw.com.au | Email | |
| COLUMBIA PICTURES INDUSTRIES, INC. 10202 West Washington Blvd. Culver City, CA 90232 General Counsel cc Executive Vice President, Theatrical Legal | | "Assumed Contract" Counterparty |

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|--|--------------------|------------------------------------|
| <p>NEW LINE PRODUCTIONS, INC. 400 Warner Boulevard Burbank, CA 91522 United States of America</p> <p>cc</p> <p>WARNER BROS. PICTURES 4000 Warner Boulevard Burbank, CA 91522</p> <p>General Counsel Fax: (818) 954-4768 Email: John.Rogovin@warnerbros.com</p> | Email | "Assumed Contract" Counterparty |
| <p>A24 DISTRIBUTION, LLC 31 West 27th Street, 11th Floor New York, NY 10001</p> <p>Matt Bires Email: bires@a24films.com</p> | Email | "Assumed Contract" Counterparty |
| <p>ROYALTY HOLDINGS LLC 4641 Leahy Street Culver City, CA 90232 United States of America</p> | Mailing Address | "Assumed Contract" Counterparty |
| <p>SONY PICTURES WORLDWIDE ACQUISITIONS INC. 10202 West Washington Boulevard Culver City, CA 90232</p> <p>Executive Vice President, Legal Affairs Tel: (310) 244-6070 Fax: (310) 244-8103 Email: spe_can_privacy@spe.sony.com</p> | Email | |
| <p>NBA Development League</p> <p>David Denenberg Email: ddenenberg@nba.com</p> | Email | "Assumed Contract" Counterparty |

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|--|--------------------|------------------------------------|
| <p>BCWB1 BLOCKER, INC. 151 Bloor Street West, Suite 700 Toronto, ON, Canada M5S 1S4</p> <p>Richard McConnell Email: richard.mcconnell@cwmedialending.com</p> | Email | "Assumed Contract" Counterparty |
| <p>CREATIVE WEALTH MEDIA EQUITY FUND I LP 151 Bloor Street West, Suite 700 Toronto, ON, Canada M5S 1S4</p> | | "Assumed Contract" Counterparty |
| <p>IMAX Corporation 902 Broadway 20th Floor New York, NY 10010</p> <p>Robert Lister, Stephen Oxman</p> | Mailing Address | "Assumed Contract" Counterparty |
| <p>NGC NETWORK US, LLC</p> <p>Robert Harris Email: robert.harris@natgeo.com</p> | Email | "Assumed Contract" Counterparty |
| <p>CHUBB INSURANCE CO. OF CANADA 250 Howe Street Suite 1650 Vancouver, British Columbia V6C 3R8</p> <p>chubbcustomercare@chubb.com</p> | Mailing Address | "Assumed Contract" Counterparty |
| <p>FRONT ROW INSURANCE BROKERS INC. 1788 W. Broadway Street 801 Vancouver, British Columbia V6J1Y1</p> | Mailing Address | "Assumed Contract" Counterparty |
| <p>SUBNATION MEDIA, INC 2205 Campus Drive, El Segundo, California 90245</p> <p>Seven Volpone Email: svolpone@subnation.gg</p> | Email | "Assumed Contract" Counterparty |
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|---|-----------------|---------------------------------|
| FINTAGE COLLECTION ACCOUNT MANAGEMENT B.V. Schipholweg 71, 2316 ZL Leiden The Netherlands | Mailing Address | "Assumed Contract" Counterparty |
| FREEWAY CAM B.V. Herikerbergweg 238, Luna Arena, 1101CM Amsterdam-Zuidoost Netherlands c/o Piarista köz 2 1052 Budapest Hungary | Mailing Address | "Assumed Contract" Counterparty |
| ANNAPURNA PRODUCTIONS, LLC 812 N. Robertson Boulevard West Hollywood, CA 90069 Chris Corabi Email: chrisc@annapurnapics.com | Email | "Assumed Contract" Counterparty |
| MAD SOLAR PRODUCTIONS, LLC Board of Directors Dennis Cummings Email: dc@mad-solar.com | Email | "Assumed Contract" Counterparty |
| Lake Effect Productions LLC c/o David Schachter Email: dschachter@lpmla.com | Email | "Assumed Contract" Counterparty |
| Scott Mescudi c/o David Schachter Email: dschachter@lpmla.com | Email | "Assumed Contract" Counterparty |
| Dennis Cummings c/o David Schachter Email: dschachter@lpmla.com | Email | "Assumed Contract" Counterparty |
| Lions Gate Films Inc. Email: jbiondo@lionsgate.com | Email | "Assumed Contract" Counterparty |

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|---|--------------------|------------------------------------|
| New Mandate Films, LLC Email: matti@newmandatefilms.com | Email | "Assumed Contract" Counterparty |
| Gracia Perez, Alejandro | | "Assumed Contract" Counterparty |
| LITTLE LAMB PRODUCTIONS INC. info@littlambfilms.com Ashley Levinson ashleylev@gmail.com cc SLOSS ECKHOUSE LAWCO LLP 26 Broadway, Suite 1415 New York, NY 10004 Jacqueline Eckhouse, Esq. office@slosslaw.com | Mailing Address | "Assumed Contract" Counterparty |
| TUMBLEDOWN, LLC c/o 5542 Short Street Burnaby, BC V5J 1L9 | Mailing Address | "Assumed Contract" Counterparty |
| NOW//WITH VENTURES LLC Abra Potkin Email: abra@nowwith.com Eisner, LLP 9601 Wilshire Boulevard, Suite 700 Beverly Hills, CA 90210 Email: meisner@eisnerlaw.com | Mailing Address | "Assumed Contract" Counterparty |
| EMJAG PRODUCTIONS, INC. c/o Winningham Becker & Company LLP 21031 Ventura Blvd., Suite 1000 Woodland Hills, CA 91364-2227 Jeffrey A. Becker E-mail: jbecker@wbac.com | Email | "Assumed Contract" Counterparty |

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|--|-----------------|---------------------------------|
| <p>ALEXANDRA MILCHAN-LAMBERT, CO-TRUSTEE OF THE LAMBERT 2010 TRUST DATED DECEMBER 29, 2010, AS AMENDED c/o Winningham Becker & Company LLP 21031 Ventura Blvd., Suite 1000 Woodland Hills, CA 91364-2227</p> <p>Jeffrey A. Becker E-mail: jbecker@wbac.com</p> | Email | "Assumed Contract" Counterparty |
| <p>ALEXANDRA MILCHAN-LAMBERT</p> <p>Email: amilchan@emjag.ne</p> | Email | "Assumed Contract" Counterparty |
| <p>EPIC STORY MEDIA INC. EPIC STORY INVESTMENTS INC. 1750-1055 West Georgia Vancouver, BC V6E 3P3</p> <p>Ken Faier Email: ken.faiier@epicstorymedia.com</p> <p>cc</p> <p>Michael, Evrensel & Pawar LLP Suite 1750, 1055 West Georgia Street Vancouver, British Columbia V6E 3P3</p> <p>Elyot Waller Fax: (604) 669-1953 Email: ewaller@meplaw.ca</p> | Email | "Assumed Contract" Counterparty |
| <p>UNIVERSAL PICTURES VISUAL PROGRAMMING LIMITED 1 Central Saint Giles, St. Giles High Street, London WC2H 8NU</p> <p>SVP of Business and Legal Affairs UPHE, Content Group</p> | Mailing Address | "Assumed Contract" Counterparty |

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|---|-----------------|---------------------------------|
| <p>VERTICAL ENTERTAINMENT, LLC Colorado Center 2500 Broadway, Suite F-125 Santa Monica, CA 90404 Business and Legal Affairs</p> <p>cc</p> <p>AKERMAN LLP 601 West 5th Street, Suite 300 Los Angeles, CA 90071 Jose L. Martinez, Jr</p> | Mailing Address | "Assumed Contract" Counterparty |
| <p>METRO-GOLDWYN-MAYER PICTURES INC. 245 North Beverly Driver Beverly Hills, 90210 Email: clipstill@mgm.com</p> | Email | "Assumed Contract" Counterparty |
| <p>OUR ALCHEMY, LLC 5900 Wilshire Boulevard, 18th Floor Los Angeles, CA 90036</p> <p>Legal Affairs Tel: 310-893-6289 Fax: 323-937-0750 Email: notice@ouralchemy.com</p> | Email | "Assumed Contract" Counterparty |
| <p>UNIVERSAL CITY STUDIOS PRODUCTIONS LLLP 100 Universal City Plaza Universal City, CA 91608-1002 United States of America VP of Legal and Business Affairs UPIE</p> | Mailing Address | "Assumed Contract" Counterparty |
| <p>My Abandonment, LLC 153 West 27th Street, Suite 204 New York, NY 10001 United States of America</p> | Mailing Address | "Assumed Contract" Counterparty |
| <p>Cinefinance, LLC 160 Gould Street, Suite 121 Needham MA 02494 United States of America</p> <p>_____ Email: idel@fore33.com</p> | Mailing Address | "Assumed Contract" Counterparty |

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|--|-----------------|---------------------------------|
| Screen Australia 150 William Street, Level 4 Woolloomooloo, New South Wales 2011 Australia Email: pocu@screenaustralia.gov.au | Mailing Address | "Assumed Contract" Counterparty |
| The Crown In Right Of Tasmania Represented By The Department of State Growth 22 Elizabeth Street, Level 3 Hobart, TAS 7000 Australia Email: cis@stategrowth.tas.gov.au | Mailing Address | "Assumed Contract" Counterparty |
| Fulcrum Media Finance 2 Pty Ltd 2 Paddington Street Paddington, New South Wales 2021 Australia Email: zp@fulcrum-media.com | Mailing Address | "Assumed Contract" Counterparty |
| Fulcrum Media Finance 3 Pty Ltd 2 Paddington Street, Paddington New South Wales 2021 Australia Email: zp@fulcrum-media.com | | "Assumed Contract" Counterparty |
| Fifth Season LLC (formerly Endeavor Content, LLC) Yogita Puri YPuri@fifthseason.com Megan Kane MKane@fifthseason.com Simon Read SRead@fifthseason.com | Email | "Assumed Contract" Counterparty |
| | | |

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|---|-----------------|---------------------------------|
| <p>Loudmouth Documentary, LLC 116 Decatur Street, Unit A Brooklyn, NY 11216 United States of America</p> <p>Attn: Josh Alexander</p> <p>Cc</p> <p>Gray Schwrtz, LLP 207 West 25th Street - 6th Floor New York, NY 10001</p> <p>Attn: Jonathan Gray</p> | Mailing Address | "Assumed Contract" Counterparty |
| <p>Scott Lambert, Co-Trustee of the Lambert 2020 Trust Dated December 29, 2010, as amended</p> <p>c/o Winningham Becker & Company LLP 21031 Ventura Blvd., Suite 1000 Woodland Hills, CA 91364-2227</p> <p>Jeffrey A. Becker E-mail: jbecker@wbac.com</p> | Email | "Assumed Contract" Counterparty |
| <p>Endgame Entertainment Company LLC 627 Landwehr Road Northbrook, IL 60062</p> <p>James D. Stern Email: JDStern@endgameent.com and accounting@endgameent.com</p> | Email | "Assumed Contract" Counterparty |
| <p>PICTURETART, LLC 8330 W 3rd St, Los Angeles CA 90048, United States Email: info@picturestart.com</p> | Email | "Assumed Contract" Counterparty |
| <p>Film 45, LLC 2040 Stoner Ave, Suite A Los Angeles, CA 90025</p> <p>Trina Shek Rizzo Email: TRizzo@endeavorco.com</p> | Email | "Assumed Contract" Counterparty |
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|---|-----------------|---------------------------------|
| Entertainment in Motion 5455 Centinela Avenue, Suit 100 Los Angeles, CA 90066 Neal Rothman | Mailing Address | "Assumed Contract" Counterparty |
| Sierra/Affinity LLC 9378 Wilshire Boulevard, Suite 210 Beverly Hills, CA 90212 Email: cynthia@sierra-affinity.com | Email | "Assumed Contract" Counterparty |
| Leonine Licensing AG Kaufingerstr. 24 80331 Munich Germany | Mailing Address | "Assumed Contract" Counterparty |
| STUDIOCANAL PTY LIMITED Level 2, 47-49 Murray Street, Pymont, New South Wales, 2009, Australia | Mailing Address | "Assumed Contract" Counterparty |
| Focus Features LLC 100 Universal City Plaza, Building 2160/Suite 7C Universal City, California 91608 USA Attn: Executive Vice President, Business Affairs | Mailing Address | "Assumed Contract" Counterparty |
| Paramount Pictures Corporation 555 Melrose Avenue Hollywood, CA 90038 United States | Mailing Address | "Assumed Contract" Counterparty |
| Blank Rome LLP 1201 N. Market Street Suite 800 Wilmington, DE 19801 Stanley B. Tarr Tel : 1.302.425.6479 Email : stanley.tarr@blankrome.com | Email | Counsel to A24 Films LLC |

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|--|-------|--------------------------|
| <p>A24 Films LLC 750 N. San Vicente Blvd., RW 1200, Los Angeles, CA 90069 USA</p> <p>Hilary Riedel Email: hriedel@a24films.com</p> | Email | Counsel to A24 Films LLC |
| <p>Adam Davids Law, LPPC</p> <p>Adam Davids Email: adam@adamdavids.com</p> | Email | |
| <p>Miller Thomson LLP</p> <p>Larry Ellis Tel: 416.595.8639 Email: lellis@millerthomson.com</p> <p>David Ward Tel: 416.595.8625 Email: dward@millerthomson.com</p> <p>Patryk Sawicki Tel: 416.597.6051 Email: psawicki@millerthomson.com</p> | Email | |
| <p>Aird Berlis</p> <p>Steven L. Graff Tel: 416.865.7726 Email: sgraff@airdberlis.com</p> | | |

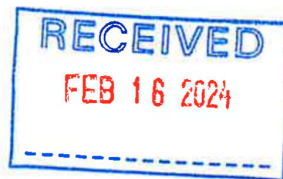
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 cmccord@joneswalden.com; Mark.Wentzell@ca.gt.com; james.saxton@ca.gt.com;
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 jbuhlman@weirfoulds.com; mstatham@weirfoulds.com; pcho@weirfoulds.com;
 wjaskiewicz@weirfoulds.com; dennis@weilbox.com; mvanzandvoort@airdberlis.com;
 jsuttner@airdberlis.com; hilary@booklaw.ca; elizabeth@booklaw.ca;
 rachel.goldman@bracewell.com; david.shargel@bracewell.com; mark.wulfe@bracewell.com;
 mark.dendinger@bracewell.com; seth.ducharme@bracewell.com; ugo.campello@gmail.com;
 valeria.campello@gmail.com; kesaw@osler.com; Bruce.Bando@ca.gt.com; bbates@phrd.com;
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 rich@richarddolan.com; Deirdre.Owens@castandcrew.com; shawnharriskiefer@gmail.com;
 kristina@causewayfilms.com.au; bmenzies@mdlaw.com.au; John.Rogovin@warnerbros.com;
 bires@a24films.com; spe_can_privacy@spe.sony.co ; richard.mcconnell@cwmedialending.com
 ; robert.harris@natgeo.com ; chubbcustomer@chubb.com ; svolpone@subnation.gg ;
 chrisc@annapurnapics.com ; dc@mad-solar.com ; dschachter@lpmla.com ;
 jbiondo@lionsgate.com ; matti@newmandatefilms.com ; info@littlelambfilms.com ;
 ashleylet@gmail.com ; office@slosslaw.com ; abra@nowwith.com ; meisner@eisnerlaw.com ;
 jbecker@wbac.com ; amilchan@emjag.ne ; ken.faiet@epicstorymedia.com ;
 ewaller@meplaw.ca ; clipstill@mgm.com ; notice@ouralchemistry.com ; idel@fore33.com ;
 pocu@screenaustralia.gov.au ; cis@stategrowth.tas.gov.au ; zp@fulcrum-media.com ;
 YPuri@fifthseason.com ; MKane@fifthseason.com ; SRead@fifthseason.com ;
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 TRizzo@endgameent.com ; cynthia@sierra-affinity.com ; ajayp@amazon.com ;
 adam@adamdavids.com; slee@dga.org; ddenenberg@nba.com; mbuttery@osler.com;
 lellis@millerthomson.com; dward@millerthomson.com; psawicki@millerthomson.com;
 sgraff@airdberlis.com ; jwadden@tyrllp.com ; awhite@tyrllp.com ; daniel.szirmak@blakes.com
 brittany.town@blakes.com ; ross@loftusandeisenberg.com ; alex@loftusandeisenberg.com;
 bryan.tannenbaum@rsmcanada.com; arif.dhanani@rsmcanada.com;
 sdr@hawkeyepicturesinc.com; damonclp@gmail.com; aeschylus@sympatico.ca;
 brosen@rosengoldberg.com

This is Exhibit "U" referred to in the **Affidavit of ARIF DHANANI**,
sworn before me this 4th day of March, 2024.

A. Rizas

Commissioner for Taking Affidavits (or as may be)



Bryan E. Bates
 d: 404 420 4333
bbates@phrd.com

February 1, 2024

VIA FIRST CLASS MAIL AND EMAIL

RSM Canada Limited, as Trustee of the Estate of Creative Wealth Media Finance Corp.

ATTN: Bryan Tannenbaum, Arif Dhanani

11 King St. W. Suite 700, Box 27

Toronto, Ontario, Canada, M5H 4C7

E-mail: bryan.tannenbaum@rsmcanada.com

arif.dhanani@rsmcanada.com

Re: Termination of Creative Wealth Media Finance Corp. Engagement / Withdrawal Procedures

As we have discussed, in 2023, this Firm was engaged jointly by: (i) Creative Wealth Media Finance Corp. (“**CWMF**”), and (ii) Creative Wealth Media Lending LP 2016 and Creative Wealth Media Lending Inc. (collectively, the “**Other Entities**”) to represent CWMF and the Other Entities in the Chapter 15 bankruptcy cases of BRON Media Holdings USA Corp. and related entities (“**BRON**”) in the United States Bankruptcy Court for the Northern District of Georgia (the “**Bankruptcy Court**”) for the purpose of obtaining U.S. recognition of Orders entered in BRON Media’s Canadian insolvency proceedings.

I am informed and understand that CWMF is now in Canadian insolvency proceedings itself, and that you serve as Trustee in such proceedings. In such capacity, and in light of CWMF’s Canadian bankruptcy proceedings, you have advised that the Firm cannot continue to represent CWMF absent authorization in CWMF’s bankruptcy proceedings, which you do not intend to seek. Accordingly, this letter hereby confirms the termination of CWMF’s engagement of the Firm.

The local rules of the Bankruptcy Court require that the Firm take action to officially confirm withdrawal of the representation in the pending U.S. matters. There are two options: (i) the Firm can either file a motion to withdraw, or (ii) we can submit a consented-to withdrawal signed by you, in the form required by the Bankruptcy Court (which is enclosed herewith and further described below). Recognizing that your signing the required consent document is optional, this letter is intended to satisfy the requirements of both options.

Option 1 -- Motion to Withdraw, without executed Certificate of Consent to Withdraw

Absent execution of the Certificate of Consent to Withdraw discussed below, the Firm intends to request the permission of the Bankruptcy Court to withdraw as counsel to CWMF in the jointly administered Chapter 15 bankruptcy cases of *In re: BRON Media Holdings USA Corp. et al.*,¹ Case No.: 23-56798-pmb,

¹ The jointly administered cases are: *In re BRON Creative USA, Corp.*, Case No. 23-56799; *In re BRON Digital USA, LLC*, Case No. 23-56801; *In re BRON Life USA Inc. f/k/a BRON Legacy USA Inc.*, Case No. 23-56802; *In re BRON Media Holdings USA Corp.*, Case No. 23-56798; *In re BRON Releasing USA Inc.*, Case No. 23-56803; *In re BRON Studios USA Inc.*, Case No. 23-56804; *In re BRON Ventures 1, LLC*, Case No. 23-56806; *In re BRON Studios USA Developments Inc.*, Case No. 23-56805; *In re Bakhorma, LLC*, Case No. 23-56807; *In re Drunk Parents, LLC*, Case No. 23-56808; *In re Fables Holdings USA, LLC*, Case No. 23-56809; *In re Fables Productions USA Inc.*, Case No. 23-56810; *In re Gossamer Holdings USA, LLC*, Case No. 23-56811; *In re Gossamer Productions USA Inc.*, Case No. 23-56812; *In re Harry Haft*



for the reasons set forth above. The information provided herein is intended to comply with our Court's withdrawal rules.

Contact information for Debtors' counsel in each of the BRON Media cases is:

JONES & WALDEN LLC
 Cameron M. McCord
 Mark Gensburg
 699 Piedmont Ave NE
 Atlanta, Georgia 30308
 (404) 564-9300
cmccord@joneswalden.com;
mgensburg@joneswalden.com

Debtors' counsel has been asked to include you in noticing in the BRON Media cases.

The address and telephone number of the Court Clerk's office is:

| | |
|--|--|
| <p>Street Address: Richard B. Russell Federal Building and United States Courthouse 75 Ted Turner Drive, SW Atlanta, GA 30303 Telephone: (404) 215-1000</p> | <p>Mailing Address: United States Bankruptcy Court Room 1340 75 Ted Turner Drive, SW Atlanta, GA 30303</p> |
|--|--|

The Clerk's Office and public intake counter are located on the 13th Floor, Room 1340, and are open to the public from 8:00 am to 4:00 pm, Monday through Friday, excluding holidays.

The Bankruptcy Court retains jurisdiction of the pending matters.

Please be advised that if withdrawal is permitted by the Court:

(i) CWMF will have the obligation to promptly file with the Bankruptcy Court, and mail to all adverse parties or their counsel, a written statement showing:

(A) the names of the parties and the number of each case, adversary proceeding, or contested matter in which CWMF is a party, and

Productions, Inc., Case No. 23-56813; *In re Heavyweight Holdings, LLC f/k/a Harry Haft Films, LLC*, Case No. 23-56815; *In re I Am Pink Productions, LLC*, Case No. 23-56817; *In re Lucite Desk, LLC*, Case No. 23-56818; *In re National Anthem Holdings, LLC f/k/a BCDC Holdings, LLC*, Case No. 23-56819; *In re National Anthem ProdCo Inc.*, Case No. 23-56820; *In re Oakland Pictures Holdings, LLC*, Case No. 23-56821; *In re Pathway Productions, LLC*, Case No. 23-56823; *In re Robin Hood Digital PC USA Inc.*, Case No. 23-56824; *In re Robin Hood Digital USA, LLC*, Case No. 23-56825; *In re Solitary Holdings USA, LLC*, Case No. 23-56826; *In re Surrounded Holdings USA LLC*, Case No. 23-56827; *In re Welcome To Me, LLC*, Case No. 23-56828.



(B) CWMF's current name, telephone number, mailing address, and e-mail address (which must be amended promptly if CWMF's name, telephone number, mailing address, or e-mail address changes);

(ii) CWMF will have the obligation to respond to any discovery or motions, to take other actions as are appropriate or required, and to prepare for any trial or hearing that may be scheduled in any matter, or to hire other counsel to do so;

(iii) The failure or refusal of CWMF to meet these obligations may result in adverse consequences;

(iv) Service of notices, pleadings, and other papers may be made upon CWMF at CWMF's last known address; and

(v) As an entity, CWMF may only be represented in the Bankruptcy Court by an attorney, an attorney must sign all pleadings submitted to the Bankruptcy Court, an officer may not represent the entity in the Bankruptcy Court unless that officer is also an attorney, and failure to comply with this rule could result in adverse consequences to CWMF.

You were previously advised of the hearing scheduled for January 30, 2024 regarding final recognition of the Canadian Orders. That hearing was conducted, and the Bankruptcy Court has entered an Order granting final recognition of the Canadian Orders. No further hearings or trials have been scheduled in the jointly administered BRON Media cases.

Separately, nineteen related Chapter 15 bankruptcy cases were recently filed in the Bankruptcy Court, styled *In re: Front Runner Productions, Inc. et al.*, Case No.: 24-50790-pmb.² You were previously advised of the hearing scheduled for January 30, 2024 regarding provisional recognition requests regarding those cases. That hearing was conducted, and the Bankruptcy Court has entered an Order granting on a provisional basis recognition of those Canadian proceedings related to the BRON Media cases. Furthermore, the Bankruptcy Court has scheduled a hearing on February 27, 2024, at 1:30 p.m. (eastern), to consider final recognition of those Canadian proceedings. The holding of such hearing and any deadlines will not be affected by the withdrawal of counsel.

CWMF has fourteen (14) days from the date of service of this letter to contact the undersigned and state any objections to the Firm's withdrawal. Absent objection, the Firm will proceed with the motion to withdraw.

² The jointly administered cases in those proceedings are: *In re: Brown Amy, LLC*, Case No. 24-50791-pmb; *In re: Fonzo Production Services, Inc.*, Case No. 24-50792-pmb; *In re: Fonzo, LLC*, Case No. 24-50794-pmb; *In re: Front Runner, LLC*, Case No. 24-50795-pmb; *In re: Green Moon Inc.*, Case No. 24-50796-pmb; *In re: Harmon Films, LLC*, Case No. 24-50797-pmb; *In re: Harmon Monster Films, Inc.*, Case No. 24-50800-pmb; *In re: Needle in a Timestack, LLC*, Case No. 24-50802-pmb; *In re: Para Productions, LLC*, Case No. 24-50804-pmb; *In re: Red Sea LLC*, Case No. 24-50805-pmb; *In re: Red Sea Productions Inc.*, Case No. 24-50806-pmb; *In re: Surrounded Productions USA Inc.*, Case No. 24-50807-pmb; *In re: Tully Productions, LLC*, Case No. 24-50808-pmb; *In re: TWWMD Holdings, LLC*, Case No. 24-50809-pmb; *In re: TWWMD Productions, Inc.*, Case No. 24-50810-pmb; *In re: Villains Pictures, LLC*, Case No. 24-50812-pmb; *In re: Villains Production Services, Inc.*, Case No. 24-50813-pmb; and *In re: October Series Holdings, LLC*, Case No. 24-50814-pmb.



Option 2 -- Certificate of Consent to Withdraw

Enclosed for your review and consideration is a form of Certificate of Consent to Withdraw, which, pursuant to the Bankruptcy Court's rules, if executed would effectuate withdrawal without the need for the motion procedure described above. As noted therein, the proposed Certificate reflects that RSM Canada Limited has been appointed as Trustee of the estate of CWMF, a bankrupt entity subject to insolvency proceedings in Canada, and that the Trustee has advised the Firm that: (i) it may not continue to serve as legal counsel for CWMF without further judicial authorization in those proceedings, (ii) the Trustee does not intend to seek such authorization, and (iii) the Trustee consents to the Firm's withdrawal as CWMF's counsel in BRON Media's U.S. bankruptcy cases.

The proposed Certificate further reflects that, in light of CWMF's bankruptcy, the financial condition of its estate, and in consideration that BRON Media's U.S. bankruptcy cases are in the nature of recognition proceedings corollary to the Debtors' primary proceedings in Canada (which have substantially concluded), the Trustee has not selected replacement counsel in the cases, and currently does not intend to select counsel to actively participate in the cases.

If you are willing to execute the enclosed Certificate, then please physically sign where indicated, scan a copy back to me, and I will file it on the docket in BRON Media's U.S. bankruptcy cases.

Please do not hesitate to contact me with any questions.

Sincerely,

A handwritten signature in blue ink, appearing to be "B. Bates", written over a printed name.

Bryan E. Bates

Encl.

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

| | |
|---|--|
| In re: BRON Media Holdings USA Corp. et al., Debtors. | Chapter 15 Case No.: 23-56798-pmb Jointly Administered |
|---|--|

CERTIFICATE OF CONSENT TO WITHDRAW

COMES NOW, the law firm of Parker, Hudson, Rainer & Dobbs LLP (“**PHRD**”), pursuant to Rule 9010-5 of the Local Rules of Practice for the United States Bankruptcy Court for the Northern District of Georgia, and files this Certificate of Consent to Withdraw as attorneys of record for Creative Wealth Media Finance Corp. (“**CWMF**”) in the above-captioned jointly administered bankruptcy cases.¹ The undersigned respectfully sets forth as follows pursuant to BLR 9010-5(c):

1. RSM Canada Limited has been appointed as trustee (“**Trustee**”) of the estate of CWMF, which is a bankrupt entity subject to insolvency proceedings in Canada. The Trustee has advised that PHRD may not continue to serve as legal counsel for CWMF without further judicial

¹ The jointly administered cases are: *In re BRON Creative USA, Corp.*, Case No. 23-56799; *In re BRON Digital USA, LLC*, Case No. 23-56801; *In re BRON Life USA Inc. f/k/a BRON Legacy USA Inc.*, Case No. 23-56802; *In re BRON Media Holdings USA Corp.*, Case No. 23-56798; *In re BRON Releasing USA Inc.*, Case No. 23-56803; *In re BRON Studios USA Inc.*, Case No. 23-56804; *In re BRON Ventures 1, LLC*, Case No. 23-56806; *In re BRON Studios USA Developments Inc.*, Case No. 23- 56805; *In re Bakhorma, LLC*, Case No. 23-56807; *In re Drunk Parents, LLC*, Case No. 23-56808; *In re Fables Holdings USA, LLC*, Case No. 23-56809; *In re Fables Productions USA Inc.*, Case No. 23-56810; *In re Gossamer Holdings USA, LLC*, Case No. 23-56811; *In re Gossamer Productions USA Inc.*, Case No. 23-56812; *In re Harry Haft Productions, Inc.*, Case No. 23-56813; *In re Heavyweight Holdings, LLC f/k/a Harry Haft Films, LLC*, Case No. 23-56815; *In re I Am Pink Productions, LLC*, Case No. 23-56817; *In re Lucite Desk, LLC*, Case No. 23-56818; *In re National Anthem Holdings, LLC f/k/a BCDC Holdings, LLC*, Case No. 23-56819; *In re National Anthem ProdCo Inc.*, Case No. 23-56820; *In re Oakland Pictures Holdings, LLC*, Case No. 23-56821; *In re Pathway Productions, LLC*, Case No. 23-56823; *In re Robin Hood Digital PC USA Inc.*, Case No. 23-56824; *In re Robin Hood Digital USA, LLC*, Case No. 23-56825; *In re Solitary Holdings USA, LLC*, Case No. 23-56826; *In re Surrounded Holdings USA LLC*, Case No. 23-56827; *In re Welcome To Me, LLC*, Case No. 23-56828.

authorization in those proceedings, that the Trustee does not intend to seek such authorization, and that the Trustee consents to PHRD's withdrawal as CWMF's counsel in the above-captioned jointly administered bankruptcy cases.

2. In light of CWMF's bankruptcy, the financial condition of its estate, and in consideration that these U.S. cases are in the nature of recognition proceedings corollary to the Debtors' primary proceedings in Canada (which have substantially concluded), the Trustee has not selected replacement counsel in these cases, and currently does not intend to select counsel to actively participate in these cases.

3. The Trustee is advised of BLR 9010-5(d), and hereby provides the following contact information for service of notices and papers to CWMF:

Creative Wealth Media Finance Corp.
 Attn: RSM Canada Limited, solely in its capacity as Trustee of the Estate of Creative Wealth Media Finance Corp., a bankrupt, and not in its personal or corporate capacity
 ATTN: Bryan Tannenbaum, Arif Dhanani
 11 King St. W. Suite 700, Box 27
 Toronto, Ontario, Canada, M5H 4C7
 Tel: (647) 725-0183
 E-mail: bryan.tannenbaum@rsmcanada.com; arif.dhanani@rsmcanada.com

4. The Trustee having not retained substitute counsel, undersigned counsel has advised the Trustee, pursuant to BLR 9010-5(c), of the matters set forth in BLR 9010-5(b)(1), specifically:

(b) Withdrawal Procedure. An attorney desiring to withdraw as counsel must comply with the following procedure:

(1) The attorney must give fourteen days' notice to the client of the attorney's intention to request permission to withdraw. Such notice must be served on the client personally or by U.S. Mail at the client's last known address and must contain at least the following:

(A) That the attorney wishes to withdraw and intends to file a motion to withdraw;

(B) The style of the case(s), adversary proceeding(s), and contested matter(s) in which counsel seeks to withdraw; for each, the name(s) address(es), telephone number(s),

and e-mail address of opposing counsel; and the address and telephone number of the Bankruptcy Clerk.

(C) That the Bankruptcy Court retains jurisdiction of the matters;

(D) That, if the attorney's withdrawal is permitted:

(1) The client will have the obligation to promptly file with the Bankruptcy Court, and mail to all adverse parties or their counsel, a written statement showing (A) the names of the parties and the number of each case, adversary proceeding, or contested matter in which the client is a party and (B) the client's current name, telephone number, mailing address, and e-mail address, and that the statement must be amended promptly if the client's name, telephone number, mailing address, or e-mail address changes;

(2) The client will have the obligation to respond to any discovery or motions, to take other actions as are appropriate or required, and to prepare for any trial or hearing that may be scheduled in any matter, or to hire other counsel to do so;

(3) The failure or refusal of the client to meet these obligations may result in adverse consequences;

(4) Service of notices, pleadings, and other papers may be made upon the client at the client's last known address; and

(5) If the client is a corporation or other artificial entity, such entity may only be represented in the Bankruptcy Court by an attorney, an attorney must sign all pleadings submitted to the Bankruptcy Court, an officer may not represent the entity in the Bankruptcy Court unless that officer is also an attorney, and failure to comply with this rule could result in adverse consequences to the entity;

(E) The dates of any hearings or trials that have been scheduled and any applicable deadlines (such as deadlines for responding to discovery or motions or for filing pleadings, motions, or other papers), and that the holding of such hearings or trials and any deadlines will not be affected by the withdrawal of counsel; and

(F) Unless the withdrawal is with the client's consent, that the client has fourteen days from the date of service of the notice to contact the attorney and state any objections to the attorney's withdrawal.

5. As evidenced by their signatures below, all parties hereby consent to the requested withdrawal of counsel.

[signatures on following page]

Respectfully submitted this ____ day of February, 2024.

PARKER, HUDSON, RAINER & DOBBS LLP

/s/ Bryan E. Bates

Bryan E. Bates (Bar No. 140856)
 bbates@phrd.com
 303 Peachtree Street NE, Suite 3600
 Atlanta, Georgia 30308
 Telephone: (404) 420-4333
 Facsimile: (404) 522-8409

/s/ Kennedy R. Bodnarek

Kennedy R. Bodnarek (Bar No. 623383)
 kbodnarek@phrd.com
 303 Peachtree Street NE, Suite 3600
 Atlanta, Georgia 30308
 Telephone: (404) 880-4762
 Facsimile: (404) 522-8409

CREATIVE WEALTH MEDIA FINANCE CORP.

by: *RSM CANADA LIMITED, solely in its capacity as Trustee of
 the Estate of Creative Wealth Media Finance Corp., a
 bankrupt, and not in its personal or corporate capacity*

 Name: _____
 Title: _____
 11 King St. W., Suite 700, Box 27
 Toronto, Ontario, Canada, M5H 4C7

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing **CERTIFICATE OF CONSENT TO WITHDRAW** via CM/ECF to all parties entitled to such service.

Dated: February __, 2024

/s/Kennedy R. Bodnarek

Kennedy R. Bodnarek (Bar No. 623383)
kbodnarek@phrd.com
PARKER, HUDSON, RAINER & DOBBS LLP
303 Peachtree Street NE, Suite 3600
Atlanta, Georgia 30308

This is Exhibit "V" referred to in the **Affidavit of ARIF DHANANI**, sworn before me this 4th day of March, 2024.

A. Rizas

Commissioner for Taking Affidavits (or as may be)

IN THE SUPREME COURT OF BRITISH COLUMBIA

Citation: *Bron Media Corp. (Re)*,
2023 BCSC 2109

Date: 20231129
Docket: S235084
Registry: Vancouver

**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. B16, as Amended**

And

**In the Matter of a Plan of Compromise or Arrangement of Bron Media Corp.
and the entities listed at Schedule "A"**

Petitioners

Before: The Honourable Justice Gomery

Reasons for Judgment

In Chambers

Counsel for the Petitioners:

D. Ward
B.J. Hicks
A. Iqbal
M. Faheim

Counsel for Access Road Capital:

P. Bychawski
M. Greyell, Articled Student

Counsel for the Directors Guild of America
Inc. the Screen Actors Guild and Writers
Guild of America West Inc:

K. Esaw

Counsel for the Monitor, Grant Thornton
Limited:

J.N. Birch
F.D. Finn

| | |
|--|--|
| Hudson Private Corp. and Hudson LP | M. Van Zandvoort (November 7 only) |
| Counsel for Premium Properties Limited and an Ad Hoc Group of Investors: | W. Jaskiewicz |
| Counsel for Three Point Capital Holdings, LLC: | C. Hildebrand |
| Counsel for Hercules Film Investors: | T. Jeffries (November 7 only) |
| Catalyst Growth Media Fund I LLC | J. Wadden |
| Counsel for Creative Wealth Media Lending LP 2016: | D. Gruber M. Shakra |
| Union of BC Performers | D. Cieloszczyk (November 7 only) |
| Desert Media Partners LLC | D. Michaud S. Mosonyi |
| Bayshore Capital Advisors, LLC, GCA Alternative Income Fund LP, and Rocking T. Ranch LLP | H. Book W. McLennan |
| Media Res Studio, LLC | R. Schwill (November 24 only) |
| James Richardson and Niink Holdings Inc. | R. Taylor |
| William Morris Endeavor Entertainment, LLC | D.J. Miller |
| C&C Financial Services Lending II, LLC | S. Kiefer |
| Place and Date of Hearing: | Vancouver, B.C. November 7 & 24, 2023 |
| Place and Date of Judgment: | Vancouver, B.C. November 29, 2023 |

Introduction

[1] The petitioners, collectively “Bron”, are insolvent. They applied for relief under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. 36 [CCAA]. On July 19, 2023, I made an initial order, and on July 28 I amended and restated the initial order (the “ARIO”). On October 11, I approved a sales and investment solicitation process (“SISP”) for the marketing of Bron’s assets. The hearings on July 28 and October 11 were vigorously contested. My reasons on both occasions have been published and are indexed at 2023 BCSC 1563 and 2023 BCSC 1906. I will only repeat background provided in those reasons to the extent necessary to explain this decision.

[2] Bron carried on business developing films and video games through a multitude of project-based entities in various jurisdictions. Management was centralized in an office in Burnaby, B.C. Bron financed many projects through project-specific loans. The projects were individually risky, but held out the prospect of substantial rewards if the result was a successful film or video game. Most of the Bron entities did not prepare financial statements unless and until a project proved successful. The most up-to-date financial statements are found in a worksheet as at March 31, 2023 containing unconsolidated financial information of 7 higher-level Bron entities. There are well more than 100 Bron entities in total. All these features of Bron’s business make it unusually difficult to value Bron’s assets and the positions of secured creditors.

[3] At present, there are two secured creditors: Creative Wealth Media Lending LP 2016 (“Creative Wealth”), and Access Road Capital, LLC. Under the ARIO, Creative Wealth is the interim or “DIP” lender and is the beneficiary of a priority charge to the extent of \$6.2 million. It claims priority over Access Road in respect of the DIP loan and other financing. Access Road challenges Creative Wealth’s claim to priority in respect of certain Bron entities. Creative Wealth says that it is owed more than US\$85 million. Access Road says that it is owed more than US\$14.5 million.

[4] Initially, Comerica Bank was also a substantial secured creditor. Creative Wealth has purchased Comerica's position and acceded to a special priority position afforded Comerica under the ARIO.

[5] An Ad Hoc Group of Investor Creditors (the "Ad Hoc Group") claim as persons who made project loans to Bron entities with the intention of participating in project tax credits or project revenues. These loans were financed through "lender entities" with security held by the lender entity in trust for the investor creditors. The lender entities were Creative Wealth Media Finance Corp ("CWMF"), Creative Wealth Lending LP 2016 ("CWML") or a Bron entity with CWMF or CWML. The Ad Hoc Group say that they are owed collectively approximately US\$23 million, not including interest.

[6] CWMF has recently filed a notice of intention to make a proposal and claims against it are therefore stayed pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 [BIA].

[7] Despite the nomenclature, I am advised that Creative Wealth does not share common beneficial ownership with CWMF or CWML. It is a limited partnership with a Canadian pension fund as the sole limited partner and Creative Wealth Media GenPar Ltd. as the general partner. The general partner is a subsidiary of Creative Wealth Holdings Ltd. It would appear that the general partner is affiliated in some way with CWMF and CWML. One of its two directors is Jason Cloth, who was associated with CWMF and has served as a director of a high-level Bron entity, Bron Media Corp.

[8] Through the SISF, the Monitor and Bron considered various offers to purchase Bron's assets. They concluded that the best of these offers was a credit bid from Creative Wealth, and they ask the court to grant an approval and vesting order ("AVO") and an assignment order giving effect to a sale of almost all Bron assets to Creative Wealth. The consideration for the proposed sale is forgiveness of the secured debt owed by Bron entities to Creative Wealth, the assumption by Creative Wealth of certain ongoing obligations and liabilities of Bron entities, and

\$9,500. The AVO and assignment order would convey the assets sold to Creative Wealth free and clear of the rights and security held by Access Road. The obvious consequence is that, as the Monitor puts it with some understatement, Access Road is likely to suffer a significant shortfall in respect of the amounts owed to it by Bron.

[9] Bron and the Monitor seek certain consequential amendments to the ARIO. These include an amendment to add 19 additional Bron entities as petitioners, the removal of certain non-petitioner UK entities from a schedule, and an extension of the stay of proceedings to January 26, 2024.

[10] Unsurprisingly, Creative Wealth supports the application.

[11] Access Road opposes the application. Broadly speaking, it contends that the CCAA does not authorize the court to nullify its rights. Moreover, the proposed sale requires the addition of new Bron entities as petitioners in this proceeding, and Access Road submits that a statutory precondition to the addition of new petitioners is not satisfied. Alternatively, if the AVO is an order that can be made pursuant to ss. 11 and 36 of the CCAA, Access Road submits that it is not a fair and appropriate order in the circumstances.

[12] The Ad Hoc Group also oppose the application, though they seek a postponement rather than an outright refusal of the orders sought. They submit that the information submitted in support of the orders is insufficient to permit a proper analysis of the orders' effect on their rights, and the overall fairness of the proposed transaction. They challenge the adequacy of the SISP and maintain that Creative Wealth's bid does not comply with requirements of the order establishing the SISP. They further submit that the consideration for the assets to be acquired by Creative Wealth is grossly insufficient. They ask the court to order that certain matters be investigated by the Monitor.

[13] The Ad Hoc Group's opposition is supported by Bayshore Capital Advisors, Desert Media Partners, and C&C Financial Services, all of which are similarly situated.

Issues

[14] The issues are as follows:

1. Can the court make the proposed AVO pursuant to the provisions of the CCAA?
2. Does the CCAA permit joinder of 19 additional Bron entities as petitioners?
3. Is the information before the court sufficient to enable the exercise of the court's discretion under ss. 11 and 13 of the CCAA?
4. Are the AVO and assignment orders fair and appropriate in the circumstances?
5. Should the court order the Monitor to investigate?

Implementation of the SISP and Creative Wealth's offer

[15] The Monitor prepared a confidential information memorandum and established a virtual data room containing 2,390 documents. Within the data room, information was organized by project. An information package was sent to 340 known potential bidders, and 38 potential bidders executed non-disclosure agreements and qualified to obtain access. Potential bidders were given access to the data room starting on August 7, 2023, 20 of them prior to August 17, and 18 between August 18 and August 31.

[16] The Monitor retained an independent industry expert as a consultant to review letters of intent and final bids from qualified bidders. It took steps to prevent Creative Wealth or other bidders from obtaining a competitive advantage through access to information concerning competing bids.

[17] The Monitor fielded requests for further information from potential bidders and established procedures to ensure that Bron's replies were made available to all

potential bidders. There were some requests for information that Bron was unable to provide.

[18] Notably, Bron was blocked in providing financial information relating to three slates of motion pictures because Creative Wealth was unwilling to release information described by the Monitor as “necessary to allow potential bidders to conduct a net present value calculation to establish a value of the Carried Interest of the relevant Petitioner(s)” in each of the slates. Creative Wealth describes the information it would not provide as internally prepared estimates which would be highly conditional and subject to material revision based on market conditions and film performance. It says that it would be inappropriate for other bidders to rely on its information. The Monitor says that, so far as it can tell, it does not appear as if the Carried Interests had significant value.

[19] Also, one of the petitioners, Bron Ventures 1 LLC, holds a 24.85% interest in a third party, Media Res Studio LLC. Media Res objected to having its financial statements made available to potential bidders and they were not included in the data room. Media Res is party to agreements with Bron and Access Road that are important to Access Road’s objection to the AVO.

[20] An initial deadline for submission of letters of intent by potential bidders was extended from August 28 to September 1, 2023, and a deadline for the submission of final bids was extended from September 8 to 15.

[21] The Monitor received 11 letters of intent by the September 1 deadline and deemed all of them qualified. The Monitor received one additional letter of intent on September 5, after the deadline, and advised that potential bidder that it could not accept the bid.

[22] Between September 5 and 15, the Monitor entered into discussions with qualified bidders. The Monitor reports that considerable discussions ensued concerning various Bron assets “with particular emphasis on the Slate Projects”.

[23] The Monitor received eight final bids. All were asset bids. One was from Creative Wealth. Another was a credit bid from Comerica Bank which became moot when Comerica sold its security to Creative Wealth part-way through the process. Creative Wealth's bid was clearly superior to the other six remaining bids, all of which fell well short of paying out the secured debt owed to either Creative Wealth or Access Road.

[24] None of the bids addressed some assets being marketed through the SISF and, on October 12, the Monitor solicited further bids for those assets from qualified bidders who had submitted a final bid. Creative Wealth expanded its bid to include those assets, adding a cash component of \$9,500 to the consideration offered.

[25] Creative Wealth concluded an asset purchase agreement dated October 24, 2023 with the petitioners. It is the agreement sought to be approved and implemented by the AVO and assignment order. It requires the joinder of 19 previously unnamed Bron entities as petitioners, in order that they may be included in the sale and made a party to the DIP loan.

[26] The Monitor submits that the sale process leading to the asset purchase agreement has been fair, reasonable, and compliant with the requirements of the SISF order. In its view, the market for Bron's assets was adequately canvassed and the asset purchase agreement, if approved, will assure recoveries to certain secured creditors and stakeholders not otherwise likely to be achieved in the circumstances. It notes that Creative Wealth will assume liabilities under contracts with investors that will preserve their secured entitlements to project revenues. The Monitor states:

161. Overall, the SISF canvassed the market and the value of bids received reflects the market's view of the value of Bron's assets.

162. If the [Creative Wealth asset purchase agreement] is approved and an approval order and assignment order are granted, [Creative Wealth] through the DIP facility will fund an orderly transfer of assets to it. This will allow for the preservation of value of those assets.

163. The Monitor has concluded that, based on the information available to it, the Purchased Assets would achieve a lower value if sold in a bankruptcy or liquidation compared with the purchase price set out in the [Creative Wealth asset purchase agreement].

164. In conclusion, the Monitor believes that the SISP was a reasonable process and that it led to the maximization of value in the circumstances. The Monitor supports the transaction contemplated by the [Creative Wealth asset purchase agreement], including the vesting of assets in [Creative Wealth], and the assignment of specified contracts to [Creative Wealth], pursuant to an assignment order.

Analysis

1. Can the court make the proposed AVO pursuant to the provisions of the CCAA?

[27] The petitioners rely on ss. 11 and 36 of the CCAA. They give the court a broad discretionary power to make appropriate orders in proceedings under the statute. They provide as follows:

General power of court

11 Despite anything in the *Bankruptcy and Insolvency Act* or the *Winding-up and Restructuring Act*, if an application is made under this Act in respect of a debtor company, the court, on the application of any person interested in the matter, may, subject to the restrictions set out in this Act, on notice to any other person or without notice as it may see fit, make any order that it considers appropriate in the circumstances.

Restriction on disposition of business assets

36 (1) A debtor company in respect of which an order has been made under this Act may not sell or otherwise dispose of assets outside the ordinary course of business unless authorized to do so by a court. Despite any requirement for shareholder approval, including one under federal or provincial law, the court may authorize the sale or disposition even if shareholder approval was not obtained.

...

Factors to be considered

- (3) In deciding whether to grant the authorization, the court is to consider, among other things,
- (a) whether the process leading to the proposed sale or disposition was reasonable in the circumstances;
 - (b) whether the Monitor approved the process leading to the proposed sale or disposition;
 - (c) whether the Monitor filed with the court a report stating that in their opinion the sale or disposition would be more beneficial to the creditors than a sale or disposition under a bankruptcy;
 - (d) the extent to which the creditors were consulted;
 - (e) the effects of the proposed sale or disposition on the creditors and other interested parties; and

- (f) whether the consideration to be received for the assets is reasonable and fair, taking into account their market value.

[28] Broadly speaking, Access Road puts forward three reasons why it says the court cannot make the proposed orders.

The separate corporate entities objection

[29] Access Road's first reason is that the proposed transaction does not respect the separate corporate personality of separate corporate entities and their separate stakeholder groups. The Ad Hoc Group takes this point as well. Both maintain that Creative Wealth is unsecured against much of the asset base it proposes to acquire, and the proposed transaction would allow it to leverage unsecured or undersecured debt to displace their secured entitlements. They suggest that the transaction presupposes a substantive consolidation of the assets and liabilities of the Bron group, but the considerations that would justify a substantive consolidation are not present, citing *Northland Properties Ltd., Re*, 1988 CanLII 2924 at para. 37 and *Redstone Investment Corporation (Re)*, 2016 ONSC 4453 at para. 47.

[30] This point is not without substance. In a supplement to its third report, at para. 64, the Monitor remarks that "different secured creditors have different security over different assets". It suggests that "a receivership sale is not attractive given that there would have to be multiple receiverships, with multiple sets of costs". No one argues that a substantive consolidation is justified.

[31] On the other hand, Creative Wealth is secured against substantially all of the petitioners' assets at least to the extent of the DIP loan. Under the sale authorized by the proposed orders, it would also satisfy the other priority indebtedness secured against all the petitioners' assets under the ARIO. It would assume and pay other liabilities of Bron entities as I will describe later, and is independently secured as against at least some of the assets it would acquire.

[32] The DIP loan and other priority charges do not cover the 19 entities now sought to be added. Each is associated with a film project with little or no revenues

and many expenses. None attracted interest from bidders when marketed through the SISP. There is no evidence to suggest that these are valuable assets.

[33] Creative Wealth submits that the total value of the assets proposed to be acquired is less than the value it would be giving up of the security over those assets presently held by it. It says that the results of the SISP demonstrate this proposition because, following extensive marketing supervised by the Monitor as an independent officer of the court, no one was willing to make a better offer for the assets, whether individually or collectively.

[34] On balance, I am unpersuaded by the argument that the sale to Creative Wealth cannot be approved because it is not a secured creditor in respect of some of the assets it would acquire. Its security extends to all the assets, other than the 19 entities to be added, by virtue of the charges approved in the ARIO. What is left is an argument as to the value of the offer, and that pertains to the overall fairness and appropriateness of the proposed sale, not the court's jurisdiction to approve it.

The objection to displacement of contractual rights

[35] Access Road's second point is a submission that, while it is possible for the rights of a secured creditor to be vested off by an AVO, the court has no power under the CCAA to ignore, displace, or expropriate contractual rights of an assignee under an absolute assignment. Access Road relies on its status as the assignee of the right to receive payments from various project entities and cites *Alberta (Treasury Branches) v. Canada M.N.R.*; *Toronto-Dominion Bank v. M.N.R.*, [1996] 1 S.C.R. 963 at paras. 22 and 35 and *Pythe Navis Adjusters Corporation v. Abakhan & Associates Inc.*, 2014 BCCA 262.

[36] Access Road points to s. 11.3 of the CCAA, which authorizes the court to make an order assigning the rights and obligations of a debtor company under a contract to which the company is a party. The result must be that all contractual rights and obligations are acquired by the assignee; *Aeropostale Re Canada Corp.*, 2018 ONSC 1468 at para. 2 (decided under equivalent wording in s. 84.1 of the *BIA*). Access Road complains that, contrary to s. 11.3, the proposed orders would

have Creative Wealth acquire rights but not the associated obligations to Access Road.

[37] However, s. 11.3 is not an obstacle to a vesting order that would eliminate contractual rights that confer a security interest. A security interest is one granted to secure payment or performance of an obligation; *Personal Property Security Act*, R.S.B.C. 1996, c. 359, s. 1(1). It is contingent in nature and ceases to exist when the payment is made or obligation performed.

[38] Access Road relies upon “Irrevocable Payment Instruction Letters” issued by Bron entities requiring that certain film revenues be paid to Access Road. It submits that these instructions were absolute assignments, conferring more than a security interest and giving rise to rights that could not be eliminated by a vesting order.

[39] I find that, read in the context of the dealings between Access Road and Bron, the Instruction Letters were granted to secure Bron’s indebtedness to Access Road. They were not intended to survive repayment of Bron’s debt to Access Road. Rather, they conferred a security interest by giving effect to an assignment contained in a pledge and security agreement dated May 29, 2020 between Bron entities and Access Road, entered into in connection with a loan agreement of the same date, and were specifically contemplated in a second forbearance agreement pertaining to the loan indebtedness and dated July 23, 2021.

[40] The Instruction Letters expressly contemplated revision by a written instrument executed jointly by Bron and Access Road. In *Winnipeg Enterprises Corp. v. 4133854 Manitoba Ltd.*, 2008 MBCA 23, at paras. 35-36, the court found that similar irrevocable orders to pay created security interests, commenting that an express reference to the possibility of revocation with the consent of the beneficiary of the intended payments was only compatible with their being understood as security documentation, and not as absolute assignments.

[41] Accordingly, I reject Access Road’s second objection that the AVO would displace its contractual rights.

The objection based on Access Road's right to be paid by Media Res

[42] Access Road's third point is specific to its right to receive payments owing by Media Res to certain Bron entities. It submits that the AVO would wrongfully deprive it of this right.

[43] Media Res and several Bron entities are parties to a Transactions and Settlement Agreement dated October 27, 2021 (the "TSA"). The TSA contemplates that Media Res will purchase the Bron parties' units in Media Res for approximately US\$7.5 million. Under an Acknowledgement Agreement dated October 29, 2021 between the Bron Parties, Access Road, and Media Res, the Bron Parties have assigned to Access Road their right to be paid by Media Res. This is an assignment Access Road relies upon as affording it an absolute right that could not be displaced by a court order under the CCAA.

[44] I think it is clear from the language of the assignment in clause 2 of the Acknowledgement Agreement that the right conferred on Access Road is a contingent right in the nature of a security interest. I come to this conclusion having regard to several features of the language of assignment:

- a) Clause 2 begins, "Unless and until the Access Road Loan Agreement has been repaid in full ...";
- b) The assignment is expressly limited in effect by clause 4; it is not to be "construed to give Access Road or any of its Affiliates any legal or equitable right, benefit or remedy of any nature whatsoever against the Company [Media Res] or any of its Affiliates under or in respect of the [TSA]";
- c) The assignment terminates if Access Road delivers to Media Res binding written notice that the Access Road Loan Agreement has been repaid in full.

[45] In a third forbearance agreement dated December 20, 2021 between Bron Ventures and Access Road, the parties agreed that Bron Ventures “has a validly perfected, first priority security interest in and to the Media Res Receivable”.

[46] In short, by its terms, the assignment contained in the Acknowledgement Agreement exists to secure repayment of Bron’s indebtedness to Access Road, it continues only until the indebtedness is repaid, and it lacks the particular feature of an absolute written assignment that it transfers to the assignee the right to sue to collect the debt once the debtor has notice of the assignment; *Law and Equity Act*, R.S.B.C. 1996, c. 253, s. 36.

[47] Accordingly, I reject Access Road’s submission that its rights under the Acknowledgement Agreement cannot be displaced by an appropriate order made pursuant to ss. 11 and 36 of the CCAA.

2. Does the CCAA permit joinder of 19 additional Bron entities as petitioners?

[48] Access Road submits that 19 additional Bron entities cannot be added because the petitioners have not put forward financial statements in respect of these entities. It relies on s. 10(2) of the CCAA, which states:

Documents that must accompany initial application

- (2) An initial application must be accompanied by
- (a) a statement indicating, on a weekly basis, the projected cash flow of the debtor company;
 - (b) a report containing the prescribed representations of the debtor company regarding the preparation of the cash-flow statement; and
 - (c) copies of all financial statements, audited or unaudited, prepared during the year before the application or, if no such statements were prepared in that year, a copy of the most recent such statement.

[49] In a supplement to its third report, the Monitor states that these project-based entities did not prepare financial statements but did prepare cost reports, which it attaches to the supplementary report.

[50] Section 10(2) does not expressly state what should be the consequence if no financial statements at all are available and should be interpreted in light of its purposes. The requirement of a projected cash flow is intended to enable the court to assess the immediate financial consequences of a stay of proceedings against the petitioning company. The requirement that copies of financial statements be provided puts the court and interested parties in a position to evaluate the implications of the stay and such steps as may be taken in the course of the CCAA proceeding.

[51] Section 10(2)'s purposes are served by the cost reports appended to the Monitor's supplementary report. These cost reports are more than was available in relation to other Bron entities when the initial order was made and then restated in July 2023. Access Road did not object to the absence of financial statements at the time. To interpret s. 10(2)(c) as imposing a strict requirement that financial statements be provided without exception, would unnecessarily limit the court's ability to make an initial order where one may be warranted.

[52] I therefore reject Access Road's formal objection to the joinder of additional petitioners in the absence of financial statements from each. Section 10(2) permits the court to make an initial order in the absence of financial statements, if none are available, and the information provided is sufficient to enable a proper exercise of the court's discretion.

[53] In its written materials, Access Road submits as well that the 19 additional Bron entities cannot be joined because there is no evidence that they are insolvent and require protection under the CCAA. I disagree. They are project based entities which have incurred significant expenses and are, in the absence of a solvent parent, without visible means to continue paying expenses as they come due.

3. Is the information before the court sufficient to enable the exercise of the court's discretion under ss. 11 and 13 of the CCAA?

[54] The order sought engages consideration of the criteria listed in s. 36(3) of the CCAA. Some of these criteria are of no moment in this case. The Monitor has approved the process leading to the proposed sale, and has filed a report recommending it as more beneficial than a sale or disposition in a bankruptcy. There has been substantial consultation with creditors other than Access Road, and Access Road's opposition was so clear that neither side attempted consultation. In contrast, controversy surrounds the following criteria:

- The reasonableness of the SISP process in the circumstances (sub-s. (a));
- The effects of the proposed sale on Access Road and the Ad Hoc Group (sub-s. (e)); and
- Whether the consideration to be received is reasonable and fair, taking into account the market value of the assets (sub-s. (f)).

[55] The cases stress consideration of the interests of all parties, and the efficacy and integrity of the sale process; *Royal Bank of Canada v. Soundair Corp.* (1991), 4 O.R. (3d) 1 (C.A). It is not simply a matter of obtaining the best price.

[56] Bron, the Monitor, and Creative Wealth all press the point that Bron's assets have been exposed to the market through the SISP, the market has spoken, and they are worth no more than Creative Wealth is willing to pay. In effect, they say that the absence of a better alternative to the proposed transaction is all the court needs to know.

[57] Access Road and the Ad Hoc Group collectively make the following submissions in response:

- a) Marketing Bron's assets through the SISP did not properly test the market because the timelines were compressed;
- b) Creative Wealth's offer does not comply with the SISP;
- c) Creative Wealth sat on important financial information of interest of potential bidders pertaining to the slate films and thereby discouraged alternative bids;
- d) Information essential to valuing Bron's interest in Media Res was not disclosed; and
- e) The Monitor has declined to investigate material questions such as the status of the project loans furnished by the members of the Ad Hoc Group, the source of Bron's indebtedness to Creative Wealth and the adequacy of the security claimed by it, and the dealings between Bron and Creative Wealth through Mr. Cloth.

[58] In my view, the first two points carry little weight and the other three are matters to be considered in the exercise of my discretion, but are not obstacles to the exercise of my discretion to make the order sought.

[59] I am not persuaded that the conduct of the SISP between August 7, when access was provided to the data room, and September 5, the deadline for receipt of letters of intent, imposed a timeline that was too compressed to properly test the market. Bron was a prominent participant in the film development industry. The market for its assets was limited to sophisticated entities with an appetite for risk. This proceeding was undoubtedly well publicized, and the information package introducing the SISP was widely distributed to potential bidders. That 38 potential bidders went to the trouble of signing non-disclosure agreements to obtain access to the data room reflects substantial interest. The winnowing down to eight qualified bidders was to be expected.

[60] The Ad Hoc Group submits that Creative Wealth's offer fails to comply with clauses 34 and 35 of the SISP dealing with credit bidding, in that it:

- a) Provides for the acquisition of assets over which Creative Wealth does not hold security; and
- b) Does not allocate cash in respect of unencumbered assets.

[61] The SISP does not prohibit the acquisition of unencumbered assets by a credit bid. What clause 34 requires is that:

... (i) the secured claim portion of the such Credit Bid cannot exceed the aggregate value of the Secured Party's secured claim; and (ii) such Credit Bid must include at least sufficient cash consideration to satisfy any priority payment required to be paid that ranks ahead of such Secured Party's secured claim or otherwise assume or satisfy such obligations.

[62] It is not clear that Creative Wealth's offer fails to satisfy these conditions. Under clause 3.1 of the asset purchase agreement, the purchase price includes payment of an amount equal to "Assumed Liabilities", which are defined as including "Priority Indebtedness". Priority Indebtedness means certain indebtedness that ranks prior to Creative Wealth's interests in its capacity as interim lender under the ARIO, "in each case solely to the extent applicable and necessary to satisfy the Credit Bid Amount in accordance with paragraph 34 of the SISP". Creative Wealth is obliged to satisfy the Assumed Liabilities by "assuming, performing and/or discharging such Assumed Liabilities as and when they become due" (s. 3.3(d)). To this extent, together with Creative Wealth's further obligation to make a cash payment of \$9,500, the bid is not a credit bid.

[63] The SISP requires in clause 35 that a cash purchase price be allocated to unencumbered assets over which it does not hold security. Clause 3.2 of the asset purchase agreement provides that the parties shall agree upon the allocation of the purchase price in respect of the purchased assets within 30 days following closing. In my view, this is sufficient compliance with the clause 35.

[64] There is substance to the other three complaints advanced by Access Road and the Ad Hoc Group. Creative Wealth's refusal to provide information in its possession relevant to an assessment of the value of the carried interest of Bron entities in each of three slates of motion pictures placed other bidders at a disadvantage. Mr. Cloth's involvement on the boards of both Bron entities and Creative Wealth entities and a history of close dealings between Creative Wealth and Bron open the door to an inference that Creative Wealth knew more and was in a position to purchase assets of uncertain value with greater confidence than a wholly independent purchaser could be. Media Res' objection to making its financial information available limited the ability of all bidders to assess the value of a potentially significant asset.

[65] In my view, these are matters to be taken into consideration in my assessment of the fairness and appropriateness of the proposed transaction. They are not reasons to refuse outright to consider the proposed sale, with the result that the sale would presumably collapse, the CCAA process may well come to an end, and proceedings under the BIA or receivership proceedings would ensue. If that is to be the result, it should be because I am not satisfied of the fairness and appropriateness of the sale on its merits.

4. Are the AVO and assignment orders fair and appropriate in the circumstances?

[66] As Bron, the Monitor and Creative Wealth have emphasized, a strong consideration favouring the proposed orders is that the SISF has tested the market and no better transaction has emerged. The proposed sale of substantially all of Bron's assets to Creative Wealth would allow Bron's projects to carry on. Bron has terminated all of its employees, but there are contracting parties, including writers, actors, directors, and many others engaged in making films and video games under development by Bron, whose interests would be protected and secured. Creative Wealth would accede to Bron's position in connection with project loans such as those extended by the Ad Hoc Group, with the likely result that loans to successful

projects would be repaid, just as would have been the case had Bron stayed in business.

[67] The Ad Hoc Group objects that it is not clear that Creative Wealth is committing to repayment of their loans. In my view, this objection is mistaken. The effect of the AVO and assignment order are fairly described by the Monitor in its third report, as follows:

170. The majority of the proposed assignments involve [Creative Wealth] and the Permitted Assignee generally acquiring the overall rights of the relevant Petitioners to a series of productions at various stages of development. These assignments allow [Creative Wealth] and the Permittee to step into the shoes of the relevant Petitioners and to respect existing arrangements (including the entitlement of prior-ranking creditors to payment of monies owed to them on productions), rather than vesting out the interests of those parties/creditors. Accordingly, these assumptions benefit prior-ranking creditors ... who will retain their ability to receive payment in priority to the relevant Petitioners.

...

172. The Monitor does not believe that the requested assignments will create an unfair imposition upon or interference with third-party rights. In many cases, given that BRON is insolvent and unable to perform a number of the assigned contracts (such as those relating to productions that are at an early stage and which might never otherwise be developed), the proposed assignment to a known, operating industry player will be of benefit to counter-parties.

[68] Nevertheless, I am not persuaded that the AVO and assignment order are fair and appropriate. In my view, the fundamental difficulty is that approval of the AVO would cause a readjustment of priorities over a receivable from Media Res as between Access Road and Creative Wealth. This is not what the statute was intended to accomplish, and it would give rise to unfairness. As Deschamps J., speaking for a majority, explained in *Century Services Inc. v. Canada (Attorney General)*, 2010 SCC 60 at para. 23, the CCAA and the BIA converge when it comes to priorities and “the BIA scheme of liquidation and distribution necessarily supplies the backdrop for what will happen if a CCAA reorganization is ultimately unsuccessful”. She rejected an argument for a Crown priority that would arise under the CCAA but not in bankruptcy. At para. 47, she said that it would give rise to “a strange asymmetry”.

[69] Bron and Creative Wealth dispute that the AVO would displace Access Road's priority over a receivable from Media Res.

[70] Bron submits that there is no such receivable and Access Road maintains that there is. The dispute turns on the interpretation of clause 1 of the TSA. Bron Media Corp and Bron Ventures I LLC are parties to the TSA. It states that Media Res shall repurchase 218 units in it held by Bron Ventures:

... following the Initial Closing in one or a series of subsequent closings (as determined by the Company [Media Res] in its sole discretion) ... but no later than December 31, 2022 (collectively, the "Repurchase Transactions). To effect the purchase of Units at any Subsequent closing, the Company shall deliver written notice to Bron Ventures at least five business days prior to the date of such Subsequent Closing (as designated by the Company), specifying the date of the Subsequent Closing, the number of Units to be purchased and the aggregate purchase price for such Units, each in accordance with this Section 1. Notwithstanding anything in the foregoing to the contrary, Repurchase Transactions may occur after December 31, 2022; provided, however, that in the event that the Company shall fail for any reason to complete the Repurchase Transactions on or before December 31, 2022, then as compensation for such failure and delay, the parties agree that the portion of the Purchase Price unpaid as of such date shall thereafter bear simple interest at the rate of 8% per year, accruing from (but not including) December 31, 2022 through (and including) the date such portion is actually paid.

[Emphasis added.]

[71] The Monitor overlooked the December 31, 2022 deadline in its description of the TSA. At para. 91 of its third report, it states:

The TSA contemplated that MediaRes would acquire the remaining 218 units but only pursuant to one or more subsequent closings, which would only occur after MediaRes gave notice that it wished to undertake such closings. MediaRes had not taken steps to complete any further closings and therefore [Bron Ventures I] continues to hold 248 units of MediaRes subject to whatever rights MediaRes may still have to complete further closings pursuant to the TSA.

[Emphasis added.]

[72] Consistently with the Monitor's report, Bron submits that Media Res is not obliged to purchase the remaining 218 units contemplated for sale under the TSA, because a purchase only occurs at a closing on a date designated by Media Res in

its sole discretion. Bron is compensated by the accrual of interest since December 31, 2022 and, according to this argument, that is its only right, no matter how much time passes without designation of a closing date by Media Res.

[73] In my opinion, this is an untenable interpretation of the clause. Media Res' discretion to designate a closing date is not unlimited. It is constrained by the December 31, 2022 deadline. According to Bron's interpretation, the closing may be postponed indefinitely, but that would defeat the purpose of the TSA that a sale take place and money be paid by Media Res. As stated in recital C, Bron Ventures shall sell and Media Res shall purchase the units for an agreed price. Clause 1 begins:

1. Bron Repurchase Transactions. Subject to the terms and conditions of this Agreement, Bron Ventures hereby agrees to sell and transfer to the Company, and the Company agrees to purchase from Bron Ventures, an aggregate of 220 Units, for an aggregate purchase price of \$7,557,075 (or \$34,350.34 per Unit) ("Purchase Price") as follows: ...

[74] Media Res' obligation to pay interest after December 31, 2022 is not inconsistent with the existence of a deadline that may be enforced by Bron Ventures. It is merely an additional incentive to timely completion of the purchase contemplated by the TSA.

[75] I conclude that Bron Ventures has had the right, since December 31, 2022, to sue Media Res to compel payment of approximately US\$7.5 million payable under the TSA. There is nothing in the record that would suggest a defence to such a claim, or that Media Res would be unable to pay.

[76] In a brief submission, Media Res asked that the court's order be clear as to which party Media Res must pay. It did not intimate any doubt that money is owing.

[77] By virtue of clause 2 of the Acknowledgment Agreement, money payable by Media Res to any Bron party under the TSA must be paid to Access Road while Bron remains indebted to Access Road, although Access Road has no direct right of action against Media Res to force it to make the payment.

[78] Access Road is a judgment creditor of Bron Media Corp in an amount exceeding US\$10.9 million. Prior to the commencement of this CCAA proceeding, Access Road sought the appointment of a receiver. A receiver could have taken the steps that Access Road could not to recover money from Media Res. On March 13, 2023, Macintosh J. ordered that a receiver be appointed on May 8 if Access Road were not paid out by May 1; *Access Road Capital, LLC v. Bron Media Corp*, 2023 BCSC 497. On May 4, on an application by Creative Wealth, Justice Marchand of the Court of Appeal granted leave to appeal and stayed Macintosh J.'s order (*Creative Wealth Media Lending LP 2016 v. Access Road Capital, LLC.*, 2023 BCCA 208). That stay was still in effect when this proceeding was begun.

[79] Accordingly, as of the commencement of this proceeding, Access Road had a priority claim to the Media Res receivable, but that is not the end of the matter, because, in its credit bid, Creative Wealth assumes responsibility for claims afforded priority by ARIO. The question is whether those claims entirely or substantially displace Access Road's priority. It is necessary to address the value of the Media Res receivable, and the magnitude of the priority claims against it under the ARIO.

[80] On the face of it, the Media Res receivable is worth US\$7.6 million. It is possible that it is worth less than this, as a practical matter.

[81] The priority claims under the ARIO are:

- a) An administration charge of up to US\$500,000;
- b) A KERP charge of \$234,460;
- c) A DIP charge of up to US\$6.2 million; and
- d) A directors' charge of up to US\$742,000.

[82] The amount outstanding on the DIP loan is US\$5.37 million, and further draws are not expected through to mid-January 2024. The KERP charge funded the retention of key employees and I assume those funds were fully utilized. Having regard to the positive financial progress of the companies by comparison to initial

forecasts, it is not clear that the directors' charge and administration charge will prove necessary. Conservatively, I think it is unlikely that the priority liabilities under the ARIO that Creative Wealth has assumed will exceed US\$6.5 million.

[83] Creative Wealth has assumed the Comerica indebtedness totalling approximately US\$4 million at the start of this proceeding. The ARIO gives the Comerica security priority over priority charges secured by the ARIO (according to a formula whose details are unimportant) but only to the extent of the property secured. The Comerica security does not encompass Bron Ventures' claim to the Media Res receivable. It is irrelevant to an assessment of Access Road's claim to the receivable.

[84] I conclude that, if the Media Res receivable is worth US\$7.6 million, Access Road is likely to recover at least some of it in the event of a receivership or bankruptcy.

[85] While the Media Res receivable may be worth less than US\$7.6 million, it would be unreasonable to assume that most or all of the priority indebtedness under the ARIO would be attributed to Bron Ventures, in the event of a receivership or bankruptcy. It is only one among many Bron entities. Bron has recorded two unanticipated receipts totalling US\$2.3 million since this proceeding began in July 2023. It still has many irons in the fire, in the form of films in distribution. At the end of the day, the priority charges will fall to be satisfied on an equitable basis from all of the assets charged, not just Bron Ventures.

[86] Bron and Creative Wealth submit that the other Bron entities may not be worth very much because no bidder could be found who would attribute substantial value to Bron's assets. The proposition that the proposed sale defines market value is critical for reasons outlined by the Monitor in its supplementary report. It states:

56. The Monitor has not performed a valuation analysis for the following reasons. First, the assets are intrinsically unique in nature given they are not tangible/hard assets that are easy to ascribe value to. For example, this is not a situation where the Monitor could hire an appraiser to value equipment or land based on comparable asset values in the market. Bron's assets include productions at various stages of development/completion, minority

interests in portfolio companies, residual interests in productions whose value depends on how quickly prior-ranking creditors are paid, and digital assets where large sums have been spent on development but there is no clear market demand or proven revenue stream.

57. Second, assessing the value of Bron's assets would have been complicated by the 2023 SAG-AFTRA strike and the Writers Guild of America strike, both of which were "black swan" events that had a material impact on the film and television industry and related asset values.

58. Third, even if a valuation were possible, the cost of valuing so many assets held by the more than 50 Petitioners and non-Petitioner entities would be substantial and the valuations would take some time to complete. (To be clear, the Monitor has not identified any parties that would be able to provide a valuation if asked.) At the time of filing, BRON was unable to meet its payroll obligations and had limited resources to conduct a valuation in the circumstances. A valuation and the time associated with [undertaking] a valuation were not accounted for in the DIP budget.

59. Fourth, and most importantly, the best gauge of value is what purchasers on the open market are prepared to pay. The Monitor is of the view that the SISP exposed the assets to the market and was ultimately the key indicator of the value of the assets.

[Emphasis added.]

[87] However, the complaints by Access Road and the Ad Hoc Group that I have already reviewed give rise to some doubt that the market has truly spoken, because significant information was entirely unavailable or unavailable to parties other than Creative Wealth. Potential bidders without prior involvement in Bron's projects faced all the difficulties listed by the Monitor in deciding how much to offer. They were confronted with documentation describing a myriad of projects in various stages of development. Through Mr. Cloth and a long-time working relationship with Bron's principal, Aaron Gilbert, Creative Wealth had a better feel for what it would be buying. It must have understood the challenges faced by outside bidders.

Conclusion

[88] In brief, I am not satisfied that the AVO and assignment order are fair and appropriate in the circumstances of this case. The dominant consideration is that the AVO would unfairly divest Access Road of its secured entitlement to the Media Res receivable. On a balance of probabilities, I find that Access Road's secured entitlement has significant value. The Media Res receivable is an asset of

substance. The claims in priority to Access Road's entitlement are most unlikely to exceed US\$6.5 million and it is likely that only some portion of them will fall to be satisfied from the receivable.

5. Should the court order the Monitor to investigate?

[89] By cross-application, the Ad Hoc Group seeks an order that consideration of the proposed sale to Creative Wealth be delayed and the Monitor directed to investigate the loans, repayments, and security interests in 12 transactions to which they were parties, as well as the transaction proposed by Creative Wealth generally. The application is opposed by Bron and Creative Wealth.

[90] The Monitor does not oppose the cross-application, but offers the following observations. The loans advanced by the members of the Ad Hoc Group were advanced through CWMF or CWML, mostly CWMF. Some of the Group have sued CWMF and CWML and obtained discovery in the civil actions. All of them may request information through the trustee under CWMF's proposal in bankruptcy. If the cross-application is dismissed, they will not be without recourse.

[91] Creative Wealth opposes the cross-application. It maintains that funding of an investigation from Bron's funds would constitute an immediate event of default under the terms of the DIP loan.

[92] I am not persuaded that an investigation should be ordered, for the following reasons.

[93] I agree with Bron that that some aspects of the proposed investigation, such as the nature of the assets held in trust by CWMF, are clearly matters to be addressed through the proposal trustee. Three of the 12 transactions to be investigated involved projects undertaken by a Bron entity that is not a petitioner, and four of them involve projects undertaken by an entity that was not part of the Bron group.

[94] The magnitude and funding of the proposed investigation are problematic. It is unclear how the Monitor would investigate the financial affairs of entities outside the scope of this CCAA proceeding. It is not unrealistic to think that it might require a month or two. It would require continuation of the stay under the ARIO and, in light of the conclusion I have come to refusing approval of the proposed transaction, it is not at all clear that continuation of the stay is warranted.

[95] The Monitor estimates the cost of the proposed investigation at \$497,000 per month. The Ad Hoc Group are not offering to pay the cost. If the stay is to be continued with the Bron companies remaining on life support while an investigation takes place, there will be a dissipation of assets that could be distributed to creditors. It would be unfair to require the secured creditors with priority to pay for an investigation of transactions in which they were not involved and from which they would take no benefit.

[96] Finally, the parties seeking an investigation are not without recourse. They may obtain information from CWMF's trustee. They may seek Bron's permission or, if necessary, leave of the court to share information obtained on discovery in the civil proceedings that have taken place to date.

Disposition

[97] The application and cross-application are dismissed. The stay of proceedings under the ARIO expires on December 11, 2023. If Bron wishes to seek an extension of the stay for the purpose of putting forward some other application, I will hear counsel on short notice at a time to be scheduled through the registry.

“Gomery, J”

**IN THE MATTER OF THE BANKRUPTCY OF CREATIVE WEALTH MEDIA FINANCE CORP.
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

Court File No.: BK-24-31-3003083
Estate File No.: 31-3003083

**ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)**

Proceeding commenced at Toronto, Ontario

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Lawyers for the Trustee, RSM Canada Limited also
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District of ONTARIO
Division No. 09 – Toronto
Court File No.: BK-24-03003083-0031
Estate File No.: 31-3003083

ONTARIO
SUPERIOR COURT OF JUSTICE
(In Bankruptcy and Insolvency)

**IN THE MATTER OF THE BANKRUPTCY OF
CREATIVE WEALTH MEDIA FINANCE CORP.
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

AFFIDAVIT OF LISA BERTRAND
(Affirmed February 21, 2024)

I, **Lisa Bertrand**, of the City of Burlington, in the Province of Ontario, MAKE OATH
AND SAY:

1. I am a Supervisor of Security and Privacy Risk at RSM Canada LLP and as such have knowledge of the following matters except where I indicate that statements are based upon information provided by others, in which case I verily believe the information to be true.
2. Arif Dhanani, Managing Director at TDB Restructuring Inc. (the "**Trustee**"), asked me to assist with obtaining access to the electronic books and records of Creative Wealth Media Finance Corp. ("**CWMF**"). I was standing by to assist Mr. Dhanani had access been granted to CWMF's electronic books and records on January 31, 2024.

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3. I provide the following Affidavit in support of a motion to obtain the deeds, books, records and documents and all property of the bankrupt (collectively, the books and records) in the bankruptcy of CWMF.

4. I am a Supervisor in RSM Canada LLP's Consulting's Digital Forensics and Incident Response team. I was requested to assist in the collection and preservation of digital evidence for this matter. I hold a Diploma in Computer Engineering and an Advanced Diploma in Computer Security and Investigations from Fleming College. I have six years of experience in digital forensic investigations supporting cyber incidents as well as litigation matters. In most of the forensic cases that I work on, I deal with accessing documents from Microsoft programs including cloud-based applications such as Microsoft Office 365, OneDrive and/or SharePoint. In preparing this Affidavit, I consulted the Microsoft Knowledge Base which is a website repository of information made available to the public by Microsoft for technical support.

Access to Microsoft Office 365

5. I have read a letter dated February 6, 2024 by Mr. Nowina, the Trustee's counsel, which summarizes the meeting held on January 31, 2024. I believe based on this letter that CWMF uses Microsoft Office 365 services to store its email communications and Microsoft's One Drive and/or SharePoint cloud storage for other documents.

6. For a small business, the usual process for obtaining documents stored on Microsoft Office 365 services would typically involve a discussion with the organization's "Managed IT Service Provider" (the "**MSP**") regarding cloud data privileges. The MSP is typically a third party who manages the IT infrastructure including cloud-based services on behalf of the small business. It is unusual for a small business to manage its own IT infrastructure.

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7. Typically, to ensure that all data is recovered, I would request a Global Administrator ("GA") account. This type of account allows access to all user data, logs, and mailboxes. To obtain the records in a forensically sound manner, this is the type of access that is required specifically to obtain the logs. As discussed in greater detail below, the logs are important because they can show what documents have been deleted and what files have been accessed and by whom.

8. If a GA account is not provided, then the MSP could provide limited permissions with an E-Discovery account to extract specific user data and email. The limitation with an E-Discovery account is that I would not have full visibility into electronic documents relevant to this matter and limited visibility into potentially deleted documents. In addition, for some of the automated processes to retrieve data, I would require the GA privileges rather than "E-Discovery" privileges. These processes can be completed manually but require the MSP to grant privileges in the Microsoft Office 365 tenant for specific users – rather than the entire tenant.

It will be Difficult or Impossible to Ascertain whether Books & Records have been Deleted

9. If CWMF's books and records are stored within Microsoft Office 365, the logs within Microsoft Office 365 contain evidence of email and other file deletion. Logs are retained between 7 and 365 days depending on the company's Microsoft Office 365 license. There are several types and/or levels of licenses. In general, most organizations have a license type and/or level which provides for a log retention period of 90 days. I have no knowledge of the type and/or levels of license that CWMF uses.

10. The Trustee's ability to ascertain whether books and records have been deleted depends on CWMF's type and/or level of Microsoft Office 365 or other license and whether user accounts have been deleted.

11. It would be impossible to ascertain whether, and if so, which books and records were deleted if the user accounts have been deleted from the Microsoft Office 365 tenant over 30 days ago, which is the central data storage for any organization. Deleting the user accounts means that the logs are permanently lost. I have no knowledge of the existing user accounts and/or whether any of them have been deleted.

It may be Difficult or Impossible to Restore Deleted Books and Records

12. There are multiple avenues for trying to restore deleted emails and other files. Importantly, any recovery of any email or other file requires a GA level account.

13. First, Microsoft Office 365 has an automatic 30-day retention period for deleted user account mailboxes. During that period, user account mailboxes can be recovered. However, after 30 days any deleted user account mailboxes are permanently deleted and cannot be recovered. I have no knowledge whether, and if so when, user account mailboxes were deleted.

14. Second, for individual emails, retention and recovery policies in Microsoft Office 365 depend on the way the email was deleted. For "soft" deleted emails, Microsoft Office 365 may retain them within the "deleted items folder" of the mailbox depending on the storage policies set-up within the Microsoft Office 365 tenant by the administrator. "Hard" deleted emails may be recovered for a period of up to 14 days. I have no knowledge of whether, and if so in what way, CWMF deleted emails.

15. Third, as a default policy, files other than emails on Microsoft's cloud products (such as One Drive or SharePoint) are retained in the "recycle bin" for 93 days. If the files are not recovered within that period, then they will be permanently deleted.

16. This Affidavit is sworn for use in the Trustee's Motion for an order to compel access to CWMF's books and records and for no other purpose. This Affidavit is affirmed by video conference via Zoom. I was physically present in the City of Burlington and the commissioner was physically present in Toronto, Ontario.

AFFIRMED BEFORE ME:

in person OR by video conference

by Lisa Bertrand at the City of Toronto, in the Province of Ontario, before me on Wednesday, the 21st day of February, 2024 in accordance with [O. Reg. 431/20](#), Administering Oath or Declaration Remotely.

A. Rizor

Lisa Bertrand

Signature of Commissioner

Lisa Bertrand

Anton Rizor
LSO# 87067A

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SUPERIOR COURT OF JUSTICE
(Commercial List)**

Proceeding commenced at Toronto, Ontario

AFFIDAVIT OF LISA BERTRAND

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AMENDED MOTION RECORD OF THE TRUSTEE

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