

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE)
JUSTICE *HAINES*)
)

TUESDAY, THE 28TH
DAY OF FEBRUARY, 2017



IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, C. C-36, AS AMENDED

IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
1462598 ONTARIO INC., carrying on business as TRICON FILMS AND TELEVISION,
AND THE OTHER COMPANIES LISTED IN SCHEDULE "A"

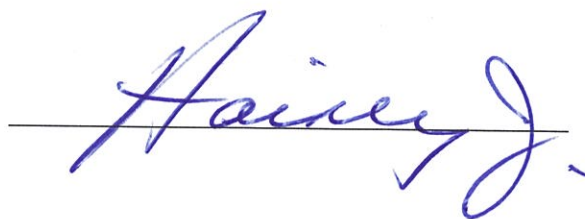
Applicants

ORDER

THIS MOTION, made by the Applicants, for an order extending the stay of proceedings granted under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "**CCAA**"), as amended, pursuant to the Initial Order of Justice Wilton-Siegel dated December 12, 2016 (as amended and restated, the "**Initial Order**") to March 31, 2017, and for certain other relief as set out in the Applicants' Notice of Motion, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record of the Applicants, the Third Report to Court of KSV Kofman Inc. as CCAA monitor (the "**Monitor**") dated February 25, 2017 (the "**Third Report**") and the Monitor's Supplement to the Third Report dated February 27, 2017 (the "**Supplemental Report**"), and on hearing the submissions of counsel for the Applicants, SunTrust Bank, the Monitor, Shutterbugs Productions Inc. and such other parties in attendance at the hearing of the motion,

1. **THIS COURT ORDERS AND DECLARES** that the time for service and filing of the Applicants' Notice of Motion, the Third Report and the Supplemental Report is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the stay of proceedings granted under the CCAA pursuant to the Initial Order is hereby extended to March 31, 2017.
3. **THIS COURT ORDERS** that the activities of the Monitor as described in the Third Report and the Supplemental Report are hereby approved.
4. **THIS COURT ORDERS** that the Amending and Extension Agreement to Interim Financing Term Sheet made as of the 27th day of February, 2017 between the Applicants and SunTrust Bank, including the increase in the amount of the Facility (as defined therein) to \$1,550,000 and the extension of the term thereof to March 31, 2017, is hereby approved, and that the entire Facility, in the increased amount approved herein, is secured by the DIP Lender's Charge with the priority provided in the Initial Order.



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Schedule "A"

1. 1462598 Ontario Inc.
2. Operator Post Inc.
3. Tricon Education Inc.
4. Tricon Films Inc.
5. Tricon Interactive Inc.
6. Tricon Television Inc.
7. Tricon Television10 Inc.
8. Tricon Television44 Inc.
9. Tricon Television49 Inc.
10. Tricon Television54 Inc.
11. Tricon Television55 Inc.
12. Tricon Television58 Inc.
13. Tricon Television59 Inc.
14. Tricon Television62 Inc.
15. Tricon Television63 Inc.
16. Tricon Television64 Inc.
17. Tricon Television65 Inc.
18. Tricon Television66 Inc.
19. Tricon Television67 Inc.
20. Tricon Television68 Inc.
21. Tricon Television69 Inc.
22. Tricon Television70 Inc.
23. Tricon Television71 Inc.
24. Tricon Television72 Inc.
25. Tricon Television73 Inc.
26. Tricon Television74 Inc.
27. Tricon Television75 Inc.
28. Tricon Television76 Inc.
29. Tricon Television77 Inc.
30. Tricon Television78 Inc.
31. Tricon Television79 Inc.
32. Tricon Television80 Inc.
33. Tricon Television81 Inc.
34. Tricon Television82 Inc.
35. Tricon Television83 Inc.
36. Tricon Television84 Inc.
37. Tricon Television85 Inc.
38. Tricon Television86 Inc.
39. Tricon Television87 Inc.
40. Tricon Media Holdings, Inc.
41. Tricon Media Productions, Inc.
42. Tricon Media, Inc.
43. Tricon US Productions1 Inc.
44. Tricon US Productions14 Inc.
45. Tricon US Productions15 Inc.
46. Tricon Films (UK) Limited

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IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED

IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF 1462598 ONTARIO INC., CARRYING ON BUSINESS AS TRICON FILMS AND TELEVISION, AND THE COMPANIES LISTED IN SCHEDULE "A"

Applicants

Court File No. CV16-11634-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceedings commenced at Toronto

ORDER

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