

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) THURSDAY, THE 17th
)
JUSTICE GILMORE) DAY OF DECEMBER, 2020

**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

CCAA TERMINATION ORDER

THIS MOTION, made by KSV Restructuring Inc.¹ ("**KSV**"), in its capacity as court-appointed monitor (in such capacity, the "**Monitor**") of the Applicants other than Tricon Television82 Inc. (the "**CCAA Entities**") for an order (the "**CCAA Termination Order**"), among other things: (a) terminating the proceedings (the "**CCAA Proceedings**") of the CCAA Entities under the *Companies' Creditors Arrangement Act* (the "**CCAA**"); and (b) discharging KSV as the Monitor, was heard this day by videoconference due to the COVID-19 pandemic.

ON READING the Notice of Motion, filed, and the Ninth Report of the Monitor dated November 23, 2020 (the "**Ninth Report**"), filed, and on hearing the submissions of counsel for the Monitor and those other parties listed on the counsel slip, no one appearing for any other person on the service list, although properly served as appears from the affidavit of service of Aiden Nelms sworn November 25, 2020, filed:

¹ On August 31, 2020, KSV Kofman Inc. changed its name to KSV Restructuring Inc.

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the Ninth Report and the Motion Record in respect of this Motion be and are hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

DISCHARGE OF THE MONITOR

2. **THIS COURT ORDERS** that upon the Monitor filing a certificate substantially in the form attached at Schedule "B" (the "**Discharge Certificate**") certifying that all matters to be attended to in connection with the CCAA Proceedings have been completed to the satisfaction of the Monitor, KSV shall be discharged as Monitor effective immediately and shall have no further duties, obligations, or responsibilities as Monitor.

3. **THIS COURT ORDERS** that, notwithstanding any provision of this Order and the termination of the CCAA Proceedings, nothing herein shall affect, vary, derogate from, limit or amend any of the protections in favour of the Monitor at law or pursuant to the CCAA, the Amended and Restated Initial Order dated December 20, 2016 (the "**Initial Order**") or any other Order of this Court in the CCAA Proceedings, all of which are expressly continued and confirmed.

TERMINATION OF CCAA PROCEEDINGS AND STAY PERIOD

4. **THIS COURT ORDERS** that upon the Monitor filing the Discharge Certificate (the "**CCAA Termination Time**"), the CCAA Proceedings shall be immediately terminated without any other act or formality.

5. **THIS COURT ORDERS** that each of the Administration Charge, the DIP Lender's Charge, the Directors' Charge (each as defined in the Initial Order) and the Distributor's Charge (as defined in the Approval Order – Distribution Agreement dated April 11, 2017) shall be and are hereby terminated, released and discharged at the CCAA Termination Time.

6. **THIS COURT ORDERS** that, notwithstanding the discharge of KSV as Monitor and the termination of the CCAA Proceedings, KSV shall have the authority from and after the

CCAA Termination Time to complete any matters that may be incidental to the termination of the CCAA Proceedings. In completing any incidental matters, KSV shall continue to have the benefit of the provisions of all Orders made in the CCAA Proceedings, including all approvals, protections and stays of proceedings in favour of KSV in its capacity as the Monitor, and nothing in this Order shall affect, vary, derogate from, limit or amend any of the protections in favour of the Monitor pursuant to any Order issued in the CCAA Proceedings.

RELEASES

7. **THIS COURT ORDERS** that upon the CCAA Termination Time, KSV and its affiliates, officers, directors, partners, employees and agents (collectively, the "**Released Parties**") shall be and are hereby forever irrevocably released and discharged from any and all present and future claims, liabilities, indebtedness, demands, actions, causes of action, suits, damages, judgments and obligations of whatever nature that any person may have or be entitled to assert against the Released Parties, whether direct or indirect, known or unknown, absolute or contingent, accrued or unaccrued, liquidated or unliquidated, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission, transaction, dealing or other occurrence existing or taking place on or prior to the CCAA Termination Time in any way relating to, arising out of, or in respect of, the CCAA Proceedings or with respect to their respective conduct in the CCAA Proceedings (collectively, the "**Released Claims**"), and any such Released Claims are hereby released, stayed, extinguished and forever barred, and the Released Parties shall have no liability in respect thereof, provided that the Released Claims shall not include any claim or liability arising out of any gross negligence or wilful misconduct on the part of the applicable Released Party.

8. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against any of the Released Parties in any way arising from or related to the CCAA Proceedings, except with prior leave of this Court on at least seven (7) days' prior written notice to the applicable Released Parties.

EFFECT RECOGNITION AND ASSISTANCE

9. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, and elsewhere to give effect to this Order and to assist the Monitor, the CCAA Entities and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, and the CCAA Entities as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Monitor and the CCAA Entities and their respective agents in carrying out the terms of this Order.

10. **THIS COURT ORDERS** that the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having the CCAA Proceedings recognized in a jurisdiction outside Canada.



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 Productions 14 Inc.
45. Tricon US Productions15 Inc.
46. Tricon Films (UK) Limited

SCHEDULE "B"

Court File No. CV-16-11634-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
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APPLICANTS

MONITOR'S DISCHARGE CERTIFICATE

RECITALS

1. Pursuant to an Order of the Honourable Justice Wilton-Siegel of the Ontario Superior Court of Justice (the "**Court**") dated December 12, 2016, KSV Restructuring Inc.² ("**KSV**") was appointed as the Monitor (the "**Monitor**") of the Applicants.
2. Pursuant to an Order of the Court dated December 17, 2020 (the "**CCAA Termination Order**"), KSV was to be discharged as Monitor of the CCAA Entities effective upon the filing by the Monitor with the Court of a certificate confirming that all matters to be attended to in connection with the CCAA Proceedings have been completed to the satisfaction of the Monitor.
3. Capitalized terms not otherwise defined herein have the meanings set out in the CCAA Termination Order.

THE MONITOR CERTIFIES the following:

1. All matters to be attended to in connection with the CCAA Proceedings have been completed to the satisfaction of the Monitor.

² On August 31, 2020, KSV Kofman Inc. changed its name to KSV Restructuring Inc.

2. This Certificate was filed by the Monitor with the Court on the [●] day of [month], [year] at [time].

KSV RESTRUCTURING INC., solely in its capacity as the Monitor of the CCAA Entities and not in its personal or corporate capacity

Per: _____
Name: David Sieradzki
Title: Managing Director

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Court File No. CV16-11634-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced in Toronto

CCAA TERMINATION ORDER

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