

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

**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

NOTICE OF MOTION

1462598 ONTARIO INC., carrying on business as TRICON FILMS AND TELEVISION, AND THE OTHER COMPANIES LISTED IN SCHEDULE "A" (the "**Applicants**"), will make a motion to a Judge of the Commercial List on Tuesday, February 28, 2017, at 10:00 a.m., or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR:

1. an order abridging the time for service and filing of this Notice of Motion and the Motion Record of the Applicants, and dispensing with service on any person other than those served;

2. an order extending the stay of proceedings granted under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), pursuant to the Amended and Restated Initial Order of Justice Wilton-Siegel dated December 12, 2016 (the "**Initial Order**"), to March 31, 2017;
3. an order approving the activities of the Monitor as described in the Third Report to Court of the Monitor (the "**Third Report**");
4. an order approving the amendment of the interim credit facility entered into with SunTrust Bank (the "**DIP Facility**"), including an extension of the term thereof and an increase in the DIP Facility and the DIP Lender's Charge (as defined in the Initial Order), as set out in an amending agreement to be included with and described in the Third Report; and
5. such further and other relief as this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

1. The Applicants carry on business as independent producers and distributors of multi-genre content developed for film, television and other emerging platforms.
2. The Applicants obtained the Initial Order on December 12, 2016, which was amended and restated on December 20, 2016.

3. Pursuant to the Initial Order, *inter alia*,
 - (a) the Applicants were declared companies to which the CCAA applies;
 - (b) all proceedings taken or that might be taken against or in respect of the Applicants, the former, current or future directors or officers of the Applicants, or the Monitor, or affecting the Business or the Property (as those terms are defined in the Initial Order) were stayed; and
 - (c) KSV Kofman Inc. was appointed as monitor of the Applicants in this proceeding (in such capacity, the “**Monitor**”).
4. By Order dated December 20, 2016, *inter alia*, this Court approved the sale process described therein (the “**Sale Process**”), and authorized the Applicants and the Monitor to perform each of their obligations thereunder.
5. The Sale Process has resulted in the acceptance of an offer which is subject to the satisfaction of certain conditions, including court approval thereof. The Applicants and the Monitor have been working with the prospective purchaser so that it can address the issues required to finalize the terms of its transaction.
6. The Applicants are proceeding in good faith and with due diligence.
7. The Applicants and SunTrust Bank are finalizing the terms for an extension of the term of the DIP Facility and an increase in the amount available to borrow under the DIP

Facility, subject to court approval thereof. Without the increase in the amount of the DIP Facility, and the extension of the term thereof, the Applicants will not have the funding they require to continue to operate and to complete a transaction.

8. Rules 2.03, 3.02 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194.
9. Such further and other grounds as counsel may advise and this Honourable Court permits.

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

1. The Third Report.
2. Such further and other material as counsel may advise and this Court permits.

Dated: February 23, 2017

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TO: THE SERVICE LIST

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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Applicants

Court File No. CV16-11634-00CL

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SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceedings commenced at Toronto

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