

**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**

**MOTION RECORD**

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**Lawyers for the Applicants**

**To: Service List**

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**1**

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**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 Friday, March 31, 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, the Motion Record of the Applicants and the Fourth Report (the "**Fourth Report**") of KSV Kofman Inc. in its capacity as monitor of the Applicants in this proceeding (in such capacity, the "**Monitor**"), and dispensing with service on any person other than those served;

2. an order substantially in the form attached hereto as **Schedule “B”**, *inter alia*,
  - (a) 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 April 7, 2017;
  - (b) approving the activities of the Monitor as described in the Fourth Report; and
  - (c) an order approving the Extension Agreement entered into with SunTrust Bank Inc. (“**SunTrust**”) providing for an extension of the DIP Agreement (as defined therein) to April 7, 2017; and
3. such further and other relief as this Honourable Court may deem just.

**THE GROUNDS FOR THE MOTION ARE:**

**Background**

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. The stay of proceedings under the CCAA currently expires on March 31, 2017.

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.

### **Sale Process**

4. By Order dated December 20, 2016 (the “**Sale Process Order**”), this Court, *inter alia*, approved the sale process described therein (the “**Sale Process**”), and authorized the Applicants and the Monitor to perform each of their obligations thereunder.
5. As detailed in the Fourth Report, the Sale Process has been conducted in accordance with the terms of the Sale Process Order.
6. The Applicants, with the assistance of the Monitor, have been extensively negotiating a transaction with a prospective purchaser. As at March 28, 2017, the business terms of the prospective transaction have been substantially agreed. The transaction documents are in the process of being finalized. The Applicants intend to bring a motion to approve the sale transaction and for ancillary relief on or prior to April 7, 2017. Further details

regarding the transaction will be provided in the materials filed in support of the transaction.

### **DIP Facility**

7. As at March 28, 2017, the Applicants have drawn \$1.5 million on the DIP Facility.
8. The DIP Facility presently expires on March 31, 2017.
9. The Monitor is of the view that it is appropriate to extend the term of the DIP facility, as described in the Fourth Report.

### **Stay Extension**

10. As stated above, the stay of proceedings under the CCAA presently expires on March 31, 2017.
11. A short extension of the stay of proceedings is being requested at this time to permit the Applicants, with the assistance of the Monitor, to complete negotiations with respect to the pending transaction described above, and provide notice of the associated court approvals to be requested.

### **Other Grounds**

12. The Applicants are proceeding in good faith and with due diligence.
13. Rules 2.03, 3.02 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194.

14. 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 Affidavit of Andrea Gorfolova sworn March 28, 2017;
2. the Fourth Report; and
3. such further and other material as counsel may advise and this Court permits.

Dated: March 28, 2017

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**Lawyers for the Applicants**

**TO: THE SERVICE LIST**

**A**

## Schedule “A”

1. 1462598 Ontario Inc.
2. Operator Post Inc.
3. Tricon Education Inc.
4. Tricon Films Inc.
5. Tricon Interactive Inc.
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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

**B**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
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THE HONOURABLE ) FRIDAY, THE 31<sup>ST</sup>  
 )  
JUSTICE ) DAY OF MARCH, 2017  
 )

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
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**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 April 7, 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, including the Affidavit of Andrea Gorfolova sworn March 28, 2017, and the Fourth Report to Court of KSV Kofman Inc. as CCAA monitor (the "**Monitor**") dated March 28, 2017 (the "**Fourth Report**"), and on hearing the submissions of counsel for the Applicants, SunTrust Bank Inc., the Monitor, 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' Motion Record and the Fourth 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 April 7, 2017.
  
3. **THIS COURT ORDERS** that the activities of the Monitor as described in the Fourth Report are hereby approved.
  
4. **THIS COURT ORDERS** that the Extension Agreement entered into with SunTrust Bank Inc. providing for an extension of the DIP Agreement (as defined therein) to April 7, 2017 is hereby approved.

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## Schedule “A”

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**Applicants**

**AFFIDAVIT OF ANDREA GORFOLOVA**

I, Andrea Gorfolova, of the City of Toronto, in the Province of Ontario, **MAKE OATH  
AND SAY AS FOLLOWS:**

1. I am the President and sole shareholder of the Applicant, 1462598 Ontario Inc., which carries on business as Tricon Films and Television (referred to herein as "**TFT**" or the "**Company**"), and which directly or indirectly owns the shares of all of the companies listed in Schedule "A" attached hereto (collectively with TFT, the "**Applicants**" or "**Tricon**"). I am also the sole officer and director of each of the other Applicants. As such, I have personal knowledge of the matters to which I depose in this affidavit, save and except for such facts or matters which are stated to be based on information and belief, and where so stated, I believe same to be true.

2. I swear this affidavit in support of a motion by the Applicants currently scheduled for March 31, 2017 for various relief including:

- (a) a order extending the stay of proceedings granted under the *Companies' Creditors Arrangement Act* (the "**CCAA**") pursuant to the Amended and Restated Initial Order of Justice Wilton-Siegel dated December 12, 2016 (the "**Initial Order**") to April 7, 2017;
- (b) an order approving the Extension Agreement entered into with SunTrust Bank Inc. ("**SunTrust**") extending the term of the DIP Agreement (as defined therein) to April 7, 2017; and
- (c) an order approving the activities of the Monitor as set out in its Fourth Report (the "**Fourth Report**").

3. I have reviewed a draft version of the Fourth Report, which I understand will not differ materially from the final version. I agree with the contents of the Fourth Report.

4. As described in the Fourth Report, the Applicants have been working diligently and in good faith since the commencement of this proceeding to create a stabilized environment to realize on their business and assets in an orderly manner, including their productions, tax credits, accounts receivable and film library. The Applicants' activities have included:

- (a) working to complete two shows, being 'Counterfeit Cat' and 'Timber Creek Lodge';
- (b) corresponding with stakeholders, including networks and producers;

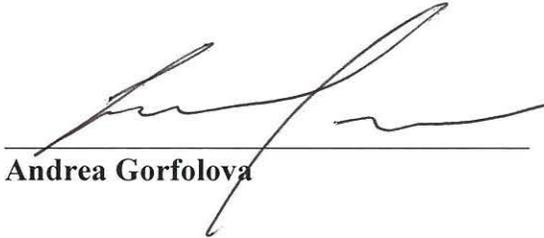
- (c) working closely with legal counsel to negotiate a transaction with a prospective purchaser, including dealing with the prospective purchaser in connection with transitional and deal issues;
- (d) dealing with cash management issues, including reporting to SunTrust, as lender under the DIP Facility;
- (e) working with the Monitor and legal counsel to respond to information requests and/or termination notices submitted by stakeholders, including numerous producers who are counterparties to distribution agreements with the Applicants; and
- (f) corresponding regularly with Carl Marks on cash management and other issues, including responding to information requests from Carl Marks in respect thereof.

5. The extension of the CCAA stay and the extension of the term of the DIP Facility being sought by the Applicants are required in order to permit the Applicants, with the assistance of the Monitor, to complete negotiations on a pending transaction with a prospective purchaser.

6. I am not aware of any prejudice to creditors if the requested stay extension is granted.

7. For the reasons set out above, I believe that it is in the interests of the Applicants and all of their stakeholders that the relief sought by the Applicants is granted.

SWORN before me at the City )  
of Toronto, Province of )  
Ontario, this 28 day )  
of March, 2017 )  
 )  
*A Commissioner, Etc.* )

  
\_\_\_\_\_  
**Andrea Gorfolova**

Tushar Sabharwal,  
a Commissioner, etc., Province of Ontario,  
while a Student-at-Law.  
Expires May 21, 2018.

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Court File No. CV16-11634-00CL

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