

**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
(Returnable April 7, 2017)**

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**Tricon - Service List
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**ONTARIO
SUPERIOR COURT OF JUSTICE
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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 OTHER COMPANIES LISTED IN SCHEDULE "A"**

Applicants

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Court File No. CV16-11634-00CL

**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 Friday, April 7, 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 Fifth Report (the "**Fifth 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 11, 2017; and
 - (b) approving the Second Extension Agreement entered into with SunTrust Bank Inc. (“**SunTrust**”) dated April 4, 2017 providing for an extension of the DIP Agreement (as defined therein) to April 11, 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 April 7, 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 Fifth Report, the Sale Process was conducted in accordance with the terms of the Sale Process Order.

April 11 Motion

6. A motion has been scheduled for April 11, 2017 seeking various relief with respect to proposed transactions with Sonar Canada Inc. (the “**Purchaser**”). The transactions and the relief to be sought at the April 11, 2017 hearing are described in the Fifth Report.

Stay Extension

7. As stated above, the stay of proceedings under the CCAA presently expires on April 7, 2017. At this time, the Applicants are seeking an extension to April 11, 2017, at which time a further extension will be sought on the terms described in the Fifth Report.

DIP Facility

8. The Applicants have drawn \$1.5 million on the DIP Facility. The DIP Facility presently expires on April 7, 2017. SunTrust has agreed to an extension of the term of the DIP Facility to April 11, 2017. At the April 11 hearing, court approval will be sought for an agreement amending the DIP Facility to, among other things, extend its term to the end of the next stay extension, as explained in the Fifth Report.

Other Grounds

9. The Applicants are proceeding in good faith and with due diligence.
10. Rules 2.03, 3.02 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194.
11. 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 Fifth Report;

2. the Supplement to the Fifth Report to be filed by the Monitor; and
3. such further and other material as counsel may advise and this Court permits.

Dated: April 5, 2017

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Lawyers for the Applicants

TO: THE SERVICE LIST

A

Schedule “A”

1. 1462598 Ontario Inc.
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4. Tricon Films Inc.
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43. Tricon US Productions1 Inc.
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B

Court File No. CV16-11634-00CL

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

THE HONOURABLE)	FRIDAY, THE 7 TH
)	
JUSTICE)	DAY OF APRIL, 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 April 11, 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 and the Fifth Report to Court of KSV Kofman Inc. as CCAA monitor (the "**Monitor**") (the "**Fifth 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 Fifth 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 11, 2017.

 3. **THIS COURT ORDERS** that the Second Extension Agreement entered into with SunTrust Bank Inc. providing for an extension of the DIP Agreement (as defined therein) to April 11, 2017 is hereby approved.
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Schedule “A”

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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

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"

Court File No. CV16-11634-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
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MOTION RECORD

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