



Court File No. 16-CV-11472-00CL

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

**BETWEEN:**

**GROSVENOR PARK MEDIA FUND L.P.**

**Plaintiff**

**-and-**

**ARC PRODUCTIONS LTD., ARC HOLDINGS INC., ARC INVESTMENTS LTD., ARC/DARK CRYSTAL PRODUCTIONS INC., KICK PRODUCTIONS LTD., IN THE JUNGLE PRODUCTIONS INC., TF I PRODUCTIONS INC., BL II PRODUCTIONS INC., ARCADIA PRODUCTIONS LTD., EGGS LTD., PRINCESS PRODUCTIONS INC., UNDERZOO PRODUCTIONS INC., HOLE IN THE BELLY PRODUCTIONS LTD., SIR SIMON PRODUCTION LTD., SAMURAI PRODUCTIONS LTD., THOMAS MURRAY, KALLAN KAGAN and PETER KOZIK**

**Defendants**

**RECEIVER'S CERTIFICATE**

**RECITALS**

A. Pursuant to an Order of the Honourable Mr. Justice Penny of the Ontario Superior Court of Justice (the "Court") dated August 10, 2016, Deloitte Restructuring Inc. was appointed as the receiver (the "Receiver") of the undertaking, property and assets of Arc Productions Ltd. and the other corporate defendants (the "Debtor").

B. Pursuant to an Order of the Court dated August 19, 2016, the Court approved the agreement of purchase and sale made as of August 16, 2016, as amended and restated (the "Sale Agreement") between the Receiver and Jam Filled Entertainment (Toronto) Inc. (the "Purchaser") and provided for the vesting in the Purchaser of the Debtor's right, title and interest in and to the Purchased Assets, which vesting is to be effective

with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in sections 7.1, 7.2 and 7.3 (collectively, "Section 7") of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in Section 7 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at Toronto on August 22, 2016.

**DELOITTE RESTRUCTURING INC. in its  
capacity as Receiver of the undertaking,  
property and assets of ARC  
PRODUCTIONS LTD. ET AL, and not in  
its personal capacity**

Per:



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Name: Paul M. Casey

Title: Senior Vice-President

GROSVENOR PARK MEDIA FUND L.P.

and

Plaintiff

ARC PRODUCTIONS LTD. ET AL

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Defendants

**ONTARIO  
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Proceeding commenced TORONTO

**RECEIVER'S CERTIFICATE**

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Lawyers for Deloitte Restructuring Inc. in its  
capacity as the Court appointed Receiver of Arc  
Productions Ltd. et al.