

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

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

MOTION RECORD OF THE RECEIVER

(Motion returnable September 6, 2016 for Amendment of the Approval and Vesting Order and ancillary relief)

September 2, 2016

GOLDMAN SLOAN NASH & HABER LLP
480 University Ave.
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Toronto, ON M5G 1V2

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Lawyers for Deloitte Restructuring Inc.

TO: THE SERVICE LIST

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TAB 1

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

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

NOTICE OF MOTION

Deloitte Restructuring Inc. in its capacity as the Court-appointed Receiver (in such capacity, the “**Receiver**”), without security, of all the assets, undertakings and properties (collectively, the “**Property**”) of Arc Productions Ltd. and its subsidiaries and affiliates, which consist of the other corporate defendants described in the title of proceedings (collectively, “**Arc**”) will make a Motion to a Judge of the Commercial List, on Tuesday September 6, 2016 at 8:15 a.m. or soon after that time as the motion can be heard, at 330 University Avenue, 8th Floor, Toronto, Ontario.

THE PROPOSED METHOD OF HEARING: The motion is to be heard:

___ in writing under subrule 37.12.1(1) because it is made without notice;

___ in writing as an opposed motion under subrule 37.12.1(4); or
 X orally.

THE MOTION IS FOR:

1. An Order abridging the time for service of the Receiver’s notice of motion and motion record and validating the service of such motion materials;
2. An Order in the form attached as **Schedule “A”** amending the Approval and Vesting Order of the Honourable Mr. Justice Newbould dated August 19, 2016 (the “**AVO**”) to correct a typographical error in the AVO;
3. An Order in the form attached as **Schedule “B”**:
 - a. approving the third report of the Receiver dated September 2, 2016 (the “**Third Report**”) and the activities and fees of the Receiver and its counsel set out therein;
 - b. approving an assignment of a lease dated May 20, 2015 (the “**Lease**”) between Arc Productions Ltd. and 1302207 Ontario Limited (the “**Landlord**”) pertaining to the premises municipally known as 134 Peter Street, Toronto to the Landlord under that Lease or as may be otherwise designated by the Landlord; and
4. Such further and other relief as this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

Background to the Receivership and the Sale of Arc’s Property to Jam Filled Entertainment (Toronto) Inc.

1. Arc was in the business of providing animation and computer graphic services to the film and television industry and had approximately 550 full time and contract employees;

2. On July 29, 2016, Deloitte Restructuring Inc. was appointed the Interim Receiver over Arc and the other corporate defendants pursuant the Interim Receivership Order of the Honourable Mr. Justice Wilton-Siegel of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated July 29, 2016 (the “**Original Interim Receivership Order**”). Pursuant to the endorsement accompanying the Original Interim Receivership Order, the fact of the receivership order was to remain confidential and the Interim Receiver was not to implement the powers provided to it pending a return conference on August 2, 2016. On Tuesday, August 2, 2016, the Court issued the (fresh) Interim Receivership Order;
3. Pursuant to paragraph 14 of the (fresh) Interim Receivership Order, the employment of all of the employees of Arc and the Corporate Guarantors (as defined therein) was terminated. The operations of Arc in the ordinary course ceased as of the opening of business on August 2, 2016;
4. Following its appointment, the Interim Receiver secured the Property and began to ascertain and solicit interest in a potential acquisition of some or all of Arc’s assets and business;
5. On August 10, 2016, the Court made an order appointing Deloitte Restructuring Inc. Receiver over the assets, undertakings and properties of Arc for the purpose of, among other things, pursuing a sale transaction for substantially all of the assets of Arc and its affiliates, in respect of which the Interim Receiver had concluded a binding but conditional letter of intent with the prospective purchaser, Jam Filled Entertainment (Toronto) Inc. (“**Jam Filled**”);

6. On August 16, 2016, the Receiver entered into an Agreement of Purchase and Sale for the sale of substantially all of Arc's and its affiliates' assets to Jam Filled (the "**Transaction**");
7. On August 19, 2016, the Honourable Mr. Justice Newbould granted the AVO, thereby authorizing the Receiver to complete the Transaction and convey the purchased assets to Jam Filled;
8. The Transaction was completed on August 22, 2016;

Amendment of the AVO to Correct Typographical Error

9. The AVO contains a paragraph titled "Defaults". The phrasing of this paragraph was negotiated with several stakeholders. Due to inadvertence, the version of the paragraph in the AVO contains a typographical error;
10. On August 19, 2016, the same day that the Honourable Mr. Justice Newbould granted the AVO, the Receiver's counsel notified the service list of the typographical error in the paragraph of the AVO pertaining to defaults and of its attention to seek an amendment of the AVO to reflect the accurate and intended language. The Receiver has not heard of any opposition from any party on the service list to this proposed amendment;

The Receiver's Post- Closing Activities

11. In its First and Second Reports, the Receiver reported to the Court on its activities since its appointment, including the private sales process conducted by the Receiver, which culminated in the Receiver entering into the Transaction. The Receiver has obtained Court approval of the fees and activities detailed in the Second Report;

12. In the Third Report, the Receiver has reported on its fees and activities and the fees and activities of its counsel Goldman Sloan Nash & Haber LLP since the Second Report and wishes to obtain Court approval of the same;

The Lease Assignment

13. Following closing of the Transaction and the assignment of the 364 Richmond Street West premises to Jam Filled, the Receiver ceased occupation of the remaining 134 Peter Street premises (the “**Premises**”) on August 25, 2016, and provided the Landlord with notice of the same;
14. The Landlord has requested that the Receiver assign the lease for the Premises to the Landlord under that Lease or as may be otherwise designated by the Landlord and has agreed to fund the cost of the same. The Receiver does not oppose to the Landlord’s request as the Premises are currently empty;
15. Rules 1.04, 2.01, 3.02, and 37 of the *Rules of Civil Procedure*; and
16. Such further and other grounds as counsel may advise and this Honourable Court may permit.

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

1. The Third Report of Deloitte Restructuring Inc. as Receiver; and
2. Such further and other documentary evidence as counsel may advise and this Honourable Court may accept.

DATE: September 2, 2016

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

TO: THE SERVICE LIST

SCHEDULE "A"

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.)

TUESDAY, THE 6TH

JUSTICE NEWBOULD)

DAY OF SEPTEMBER , 2016

B E T W E E N:

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

ORDER

THIS MOTION, made by Deloitte Restructuring, Inc. in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertaking, property and assets of Arc Productions Ltd. and the other corporate defendants (together, the "**Debtors**") for an order amending the

Approval and Vesting Order of the Honourable Mr. Justice Newbould dated August 19, 2016 (the “**AVO**”) was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Third Report of the Receiver and on hearing the submissions of counsel for the Receiver, no one appearing for any other person on the service list, although properly served as appears from the affidavit of ● sworn September●, 2016, filed:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion is hereby abridged and validated so that this motion I properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the AVO be an hereby is amended so that the paragraph of the AVO titled “DEFAULTS STAYED”, reads as follows:

DEFAULTS STAYED

THIS COURT ORDERS that, unless otherwise agreed to by the Purchaser, the Purchaser shall not be liable for liabilities incurred, accruing or due prior to the Closing Date (or thereafter as a result of any default existing at, prior to or as a consequence of Closing) under any agreements validly assigned to or assumed with any necessary consents by the Purchaser pursuant to the Sale Agreement.

3. **THIS COURT ORDERS** that the amendment outlined in paragraph 2 herein is effective *nunc pro tunc* to the date of the AVO.
-

GROSVENOR PARK MEDIA FUND L.P.

Plaintiff and

ARC PRODUCTIONS LTD. ET AL

Defendants

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

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced **TORONTO**

**ORDER
(Amending Approval and Vesting Order)
Tuesday September 6, 2016**

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

SCHEDULE "B"

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.) TUESDAY, THE 6TH
)
JUSTICE NEWBOULD) DAY OF SEPTEMBER , 2016

B E T W E E N:

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

ORDER

THIS MOTION, made by Deloitte Restructuring, Inc. in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertaking, property and assets of Arc Productions Ltd. and the other corporate defendants (together, the "**Debtors**") for an order:

- i. approving the third report of the Receiver dated September 2, 2016 (the "**Third Report**") and the activities and fees of the Receiver and its counsel set out therein, including the Receiver's statement of receipts and disbursements to August 26, 2016; and

- ii. approving an assignment of the lease dated May 20, 2015 between Arc Productions Ltd. and 1302207 Ontario Limited (the “**Landlord**”) pertaining to the premises municipally known as 134 Peter Street, Toronto (the “**Lease**”) to the Landlord or as may be otherwise designated by the Landlord,

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Third Report and on hearing the submissions of counsel for the Receiver, no one appearing for any other person on the service list, although properly served as appears from the affidavit of ● sworn September●, 2016, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

APPROVAL OF ACTIVITIES AND FEES

2. **THIS COURT ORDERS** that the activities of the Receiver and its counsel, as set out in the Third Report, are hereby approved.
3. **THIS COURT ORDERS** that the fees of the Receiver and its counsel, as set out in the Third Report, are hereby approved.

LEASE ASSIGNMENT

4. **THIS COURT ORDERS** that the Receiver is hereby authorized and empowered to assign to the Landlord or to a person as may be otherwise designated by the Landlord, the Receiver’s right, title and interest in the Lease on an as is basis, without representation or warranty of any kind, subject to the payment of the Receiver’s reasonable fees, costs and expenses (including legal fees and disbursements) incurred in connection with effecting this assignment.
-

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced **TORONTO**

**ORDER
(Approval of Fees and Activities and Assignment of
Lease)
Tuesday September 6, 2016**

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

GROSVENOR PARK MEDIA FUND L.P. and
Plaintiff

ARC PRODUCTIONS LTD. ET AL
Defendants

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

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced **TORONTO**

**NOTICE OF MOTION
(Amendment of Approval and Vesting Order and
Ancillary Relief)
September 6, 2016**

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

TAB 2

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

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

**THIRD REPORT OF DELOITTE RESTRUCTURING INC.,
RECEIVER OF ARC PRODUCTIONS LTD., ET AL.
(September 2, 2016)**

1. This report is filed by Deloitte Restructuring Inc. (the “Receiver”) in its capacity as receiver of the assets, properties and undertakings of Arc Productions Ltd. and the other corporate Defendants (collectively, “Arc” or the “Company”) and the other Property as defined in the Receivership Order granted by the Honourable Mr. Justice Penny on Wednesday, August 10, 2016 (the “Receivership Order”).
2. The Receiver has provided the Court with the following reports:

- (a) a first report of the Receiver (in its former capacity as Interim Receiver) dated August 8, 2016 in connection with the receiver's recommendation that a full receivership order be granted;
- (b) a second report of the Receiver dated August 16, 2016 in connection with the Receiver's recommendation for the approval of the sale of substantially all of the assets and undertaking of Arc to Jam Filled Entertainment (Toronto) Inc. ("Jam Filled").

Copies of these reports and other materials relevant to the Receivership can be accessed from the Receiver's website at www.insolvencies.deloitte.ca.

3. In preparing this Third Report, the Receiver has been provided with, and has relied upon unaudited, draft and/or internal financial information, the Company's books and records, discussions with former management of the Company, and information from third-party sources (collectively, the "**Information**"). Except as described in this Third Report:
- (a) the Receiver has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Receiver has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Canadian Auditing Standards ("**CAS**") pursuant to the Chartered Professional Accountants Canada Handbook and, accordingly, the Receiver expresses no opinion or other form of assurance contemplated under CAS in respect of the Information; and
 - (b) the Receiver has prepared this Third Report in its capacity as a Court-appointed officer to support the Court's approval of the relief being sought. Parties using

the Third Report, other than for the purposes outlined herein, are cautioned that it may not be appropriate for their purposes.

A. Purpose of the Report

4. The Receiver files this Third Report to report on the following issues and support the Receiver's recommendation that the Court provide the relief sought:

- (a) the activities of the Receiver since August 16, 2016 in respect of administering these receivership proceedings;
- (b) the Receiver's future activities required in respect of administering these receivership proceedings;
- (c) the assignment of the Peter Street lease to the landlord;
- (d) the statement of receipts and disbursements to August 26, 2016;
- (e) the fees of the Receiver and its legal counsel for the period from August 6 to 26, 2016; and,
- (f) the Receiver's recommendations to the Court.

B. Background

5. Arc is a corporation incorporated under the laws of Ontario. Arc has its head office in Toronto, Ontario. Arc is in the business of providing animation and computer graphic services to the film and television industry. Prior to the Interim Receivership, Arc had approximately 550 full time and contract employees.

6. Each of the other corporate defendants (the “Corporate Guarantors”) has its head office in Toronto, Ontario, and each is a subsidiary and/or affiliate of Arc.
7. Thomas Murray, Kallan Kagan and Peter Kozik, are the only shareholders of Arc Investments Ltd., the ultimate indirect parent of Arc. The Receiver understands that Murray, Kagan and Kozik have resigned as Directors of Arc.
8. On Friday, July 29, 2016, the Plaintiff, Grosvenor Park Media Fund L.P. (the “Lender”), brought a motion seeking the appointment of an Interim Receiver over Arc and certain other property. That motion was granted by the Honourable Mr. Justice Wilton-Siegel and the Interim Receiver was appointed pursuant the Interim Receivership Order dated July 29, 2016 (the “Original Interim Receivership Order”). Pursuant to the endorsement accompanying the Original Interim Receivership Order, the fact of the receivership order was to remain confidential and the Interim Receiver was not to implement the powers provided to it pending a return conference on August 2, 2016.
9. On Tuesday, August 2, 2016, the Lender sought and obtained the (fresh) Interim Receivership Order.
10. Pursuant to paragraph 14 of the Interim Receivership Order, the employment of all of the employees of Arc and the Corporate Guarantors (as defined therein) was terminated. The operations of Arc in the ordinary course ceased as of the opening of business on August 2, 2016.

11. On Wednesday, August 10, 2016, the Receivership Order was granted by the Honourable Mr. Justice Penny.

C. Activities of the Receiver since August 16, 2016

12. Prior to the closing of the Jam Filled sale transaction, the Receiver and Jam Filled negotiated an Amended and Restated Asset Purchase Agreement (“Amended and Restated APA”).
13. The Receiver proceeded to close the sales transaction with Jam Filled on August 22, 2016. A copy of the Receiver’s Certificate evidencing the closing of the Amended and Restated APA on August 22, 2016 is attached to this Third Report as Appendix “A”.
14. Following the closing, the Receiver facilitated the transfer of purchased assets to Jam Filled and subsequently exited the remainder of the Premises not being assumed under the Amended and Restated APA (being the three floors on 134 Peter Street, Toronto). Identified lease agreements not assigned to Jam Filled were terminated and arrangements were made with the lessors to return their respective assets. The Receiver has also negotiated transfer agreements with owners of digital property where such customers have not entered into other arrangements with Jam Filled.
15. The Receiver has continued to administer employees’ Wage Earner Protection Program Act (“WEPP”) applications and responded to employee inquiries as received. The Receiver has provided to Koskie Minsky, Court-appointed representative counsel to former employees of Arc, with the information it has requested to date.

16. As reported in the Second Report, the largest asset of the Arc estate is film tax credit recoveries from Ontario Computer Animation and Special Effects (“OCASE”), Ontario Production Services Tax Credit (“OPSTC”) and Production Services Tax Credit (“PSTC”) filings. The Receiver has engaged specialist consultants to compile production and financial information, and to prepare and file 2015 and 2016 OCASE, OPSTC and PSTC tax returns and credit applications. Specific activities in this regard included:
- (a) Preparation and filing of Canadian Audio-Visual Certification Office (“CAVCO”) applications relating to the PSTC tax credits, including remittance of filing fees;
 - (b) Obtained and filed 2012 and 2014 missing production certificates with CRA to permit their review and audit of these outstanding credits;
 - (c) Compiled information to permit the preparation and filing of 2015 tax returns for TF I Productions Inc. and BL II Productions Inc., both of which are wholly-owned subsidiaries of Arc, in order to claim credits for certificates we received; and
 - (d) Responded to outstanding information requests from CAVCO and provided further documentation for past submissions as required.
17. The Receiver has contacted CRA to arrange for a trust examination with regards to the employee income tax deduction arrears and GST/HST arrears. On or about August 17,

2016, the CRA asserted that the Company is liable for unpaid GST/HST in the amount of approximately \$582,999.

D. Assignment of Lease of Peter Street Premises

18. The landlord of the Peter Street premises formerly occupied by Arc has requested that the Receiver assign to it the Receiver's right, title and interest in the Peter street premises lease on an 'as is' basis. The Receiver ceased to occupy the Peter street premises on August 25, 2016, and accordingly has had no further need of the premises since that date. As the landlord has agreed to reimburse the Receiver for its reasonable fees, costs, and expenses of effecting the assignment, including preparation and attendance in court, and as the Receiver has determined that there is otherwise no prejudice to the interests of stakeholders, the Receiver has agreed to accommodate the landlord's request to assign the lease to the landlord.

E. Future Receivership Activities Required

19. Pursuant to the Amended and Restated APA, the Receiver is holding rights under certain contracts identified by Jam Filled in trust for a specified period following August 22, 2016 (the "Hold Period") in order for the counterparties to these contracts to provide consent to the transfer or assignment or otherwise. The Amended and Restated APA requires Jam Filled to pay all counterparty costs, expenses and other liabilities incurred or accruing after August 22, 2016 and until the expiration of the Hold Period or the termination of the contracts. At this time, negotiations are continuing with two counterparties.

20. The Receiver will continue to facilitate the return of digital property where applicable.
21. The Receiver will take such steps as are required to compile documentation, prepare filings and administer the collection of OCASE, OPSTC and PSTC credits recoverable for all periods up to August 2, 2016.
22. The Receiver will complete the filing of corporate and HST tax returns, and other statutory reporting requirements pursuant to the *Bankruptcy and Insolvency Act*.

F. Statement of Receipts and Disbursements

23. The actual receipts and disbursements of the Receiver up to and including August 26, 2016 are summarized in the Receiver's Statement of Receipts and Disbursements attached to this Third Report as Appendix "B". As at August 26, 2016, there is a surplus of receipts over disbursements, before accrued receivership liabilities, of \$1,889,888. Total actual receipts is \$2,148,666 which is comprised of the following major receipts:

- (a) Canadian dollar cash on hand of \$1,838,764; and
- (b) U.S. dollar cash on hand of \$278,902.

Total actual disbursements is \$258,779 which is comprised of the following major disbursements:

- (a) Receiver's first interim billing of \$92,986 (excluding HST);
- (b) Receiver's legal counsel's first interim billing of \$28,182 (excluding HST); and

- (c) Payment to contract employees of \$80,105.

G. Fees of the Receiver and its Legal Counsel

- 24. Professional fees and disbursements charged by the Receiver in relation to the administration of the receivership for the period from August 6 to August 26, 2016 were \$303,146 (excluding HST). A copy of the Receiver's account for this period is included in the affidavit of Paul Casey sworn September 1, 2016 and is attached here as Appendix "C".

- 25. Professional fees and disbursements charged by the Goldman Sloan Nash & Haber LLP, independent legal counsel to the Receiver, for the period from August 6 to August 26, 2016 were \$86,199 (excluding HST). A copy of the GSNH's account for this period is included in the affidavit of Mario Forte sworn September 2, 2016 and is attached here as Appendix "D".

H. Recommendation


- 26. The Receiver recommends that the Court make an order:
 - (a) Approving the assignment of the Peter Street lease;

 - (b) Approving the reported actions of the Receiver since August 16, 2016 to date in administering these receivership proceedings;

 - (c) Approving of the fees of the Receiver and its legal counsel for the period from August 6 to August 26, 2016; and

All of which is respectfully submitted at Toronto, Ontario this 2nd day of September, 2016.

Deloitte Restructuring Inc.,
solely in its capacity as the
Court-appointed receiver of
Arc Productions Ltd.

Per: 

Paul M. Casey, CPA, CA, FCIRP
Senior Vice-President

GROSVENOR PARK MEDIA FUND L.P.

Plaintiff

and

ARC PRODUCTIONS LTD., et al.

Defendants

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

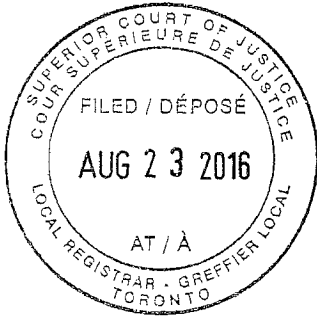
Proceeding commenced at Toronto

THIRD REPORT OF THE RECEIVER
(September 2, 2016)

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

**THIRD REPORT OF DELOITTE RESTRUCTURING INC.,
RECEIVER OF ARC PRODUCTIONS LTD., ET AL.**
(September 1, 2016)

APPENDIX "A"



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., TFI 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:



Name: Paul M. Casey

Title: Senior Vice-President

GROSVENOR PARK MEDIA FUND L.P.

and

Plaintiff

ARC PRODUCTIONS LTD. ET AL

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

Defendants

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced TORONTO

RECEIVER'S CERTIFICATE

GOLDMAN SLOAN NASH & HABER LLP

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Toronto ON M5G 1V2

Fax: 416-597-3370

Mario Forte (LSUC #: 27293F)

Tel: 416-597-6477

Email: forte@gsnh.com

Sanja Sopic (LSUC #: 66487P)

Tel: 416-597-7876

Email: sopic@gsnh.com

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

**THIRD REPORT OF DELOITTE RESTRUCTURING INC.,
RECEIVER OF ARC PRODUCTIONS LTD., ET AL.**
(September 1, 2016)

APPENDIX "B"

In the Matter of the Receivership of Arc Productions Ltd. ("Arc")
Statement of Receipts and Disbursements
For the period from August 2 to 26, 2016

<u>Description</u>	<u>Amount</u>	<u>Notes</u>
Receipts		
Cash on hand and other receipts - CAD\$	\$ 1,838,764	
Cash on hand - USD\$	278,902	1
Administration of asset transfers and occupancy cost recoveries	31,000	2
Total actual receipts	<u>2,148,666</u>	
Disbursements		
Receiver's fees	92,986	4
Receiver's legal counsel fees	28,182	4
Contract employees	80,105	3
Tax credits administration fees	30,000	
HST paid post-receivership	18,936	
Utilities	7,220	
Miscellaneous disbursements	1,280	
Official receiver filing fee	70	
Total actual disbursements	<u>258,779</u>	
Excess of Receipts over Disbursements	<u>\$ 1,889,888</u>	

Notes:

- 1 This amount is translated at an exchange rate of 1.3.
- 2 Reimbursement of costs by Arc customers.
- 3 The Receiver contracted certain of the Arc employees to assist with records of employment, Wage Earner Protection Program, T4s, tax credit administration, computer systems backup.
- 4 Includes first interim billing of the Receiver and its legal counsel.

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

**THIRD REPORT OF DELOITTE RESTRUCTURING INC.,
RECEIVER OF ARC PRODUCTIONS LTD., ET AL.**
(September 1, 2016)

APPENDIX "C"

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

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

**AFFIDAVIT OF PAUL M. CASEY
(Sworn September 1, 2016)**

I, PAUL M. CASEY, of the City of Toronto, in the Province of Ontario, **MAKE OATH
AND SAY:**

1. I am a Senior Vice-President of Deloitte Restructuring Inc. ("**Deloitte**"), the Court appointed Receiver in these proceedings (the "**Receiver**"). As such, I have knowledge of the matters hereinafter deposed to, except where stated to be on information and belief and whereso stated I verily believe it to be true.

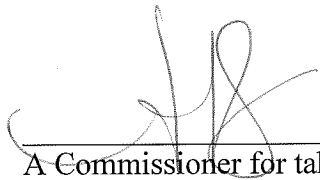
2. Deloitte was appointed as Interim Receiver pursuant to the Fresh As Amended Interim Receivership Order granted by the Honourable Mr. Justice Penny originally dated Friday, July 29, 2016 and amended Tuesday, August 2, 2016 (the "Interim Receivership Order"). On Wednesday, August 10, 2016, Deloitte was appointed as Receiver by order of the Honourable Mr. Justice Penny.

3. Attached hereto and marked as Exhibit "A" is a copy of the second, third and fourth interim invoices rendered by the Receiver in respect of the weekly periods from August 6, 2016 to August 26, 2016. The invoice contains the fees (including details of the billing rates and total hours of each of the members of Deloitte who acted on behalf of the Receiver in these proceedings), disbursements and GST/HST charged by Deloitte in these proceedings.

4. Attached hereto and marked as Exhibit "B" is a schedule summarizing each invoice in Exhibit "A", the total billable hours charged per invoice, the total fees charged per invoice and the average hourly rate charged per invoice. The Receiver expended a total of 799.2 hours in connection with this matter during the period from August 6, 2016 to August 26, 2016, giving rise to fees and disbursements totalling \$342,555.18, including HST.

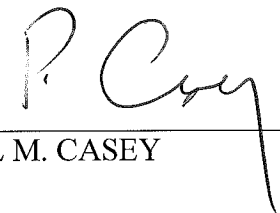
5. To the best of my knowledge, Deloitte's rates and disbursements are consistent with those in the market for these types of matters and the hourly billing rates charged by Deloitte are comparable to the rates charged by Deloitte for services rendered in similar proceedings.

SWORN before me in the City of Toronto,
in the Province of Ontario, on this 1st day
of September, 2016.



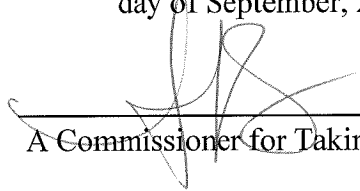
A Commissioner for taking affidavits
Name:

**Anna Koronees, a Commissioner, etc.,
Province of Ontario
for Deloitte Restructuring Inc.,
Licensed Insolvency Trustee,
Expires June 3, 2019.**



PAUL M. CASEY

This is Exhibit "A" referred to in the
affidavit of Paul M. Casey
sworn before me, this 1st
day of September, 2016.



A Commissioner for Taking Affidavits

**Anna Koroneos, a Commissioner, etc.
Province of Ontario
for Deloitte Restructuring Inc.
Licensed Insolvency Trustee
Expires June 3, 2019.**



Deloitte Restructuring Inc.
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Canada

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Privileged and Confidential

Arc Productions Ltd.
c/o Deloitte Restructuring Inc., Receiver
Bay Adelaide Centre
22 Adelaide Street West, Suite 200
Toronto, ON M5H 0A9

Date: August 16, 2016
Invoice No: **4151454**
Client/Mandate No: 850135.1000009
Billing Partner: Paul Casey

HST Registration No: 122893605

Invoice #2

For professional services rendered by Deloitte Restructuring Inc. as Court-appointed Interim Receiver and Receiver of Arc Productions Ltd. ("Arc" or the "Company") for the period from August 6 to August 12, 2016.

Date	Professional	Description	Hours
2016-08-06	Casey,Paul M	Employee communications; Telephone Conversation ("TC") with John Young, Boat Rocker ("BR"); communications with prospective purchasers and respond to information requests; Confidentiality Agreement and provide info to Spin Master; NDA matters; emails with counsel; review profitability analysis; follow-up re: equipment list;	4.5
2016-08-07	Casey,Paul M	Conference call with counsel and analysis re: WEPP entitlements and impact on other creditors; conference call and follow-up with prospective purchaser, Splash Entertainment	2.5
2016-08-08	Brown,Rose M	Opening US\$ Bank Account. Set up CDN\$ & US\$ bank accounts on Ascend. Prepare deposit slip for CDN\$ & US\$ account and deposit	3.9
2016-08-08	Burcher,Julia	WEPPA administration, facilitating employee repossession of belongings.	8.0
2016-08-08	Casey,Paul M	Attend onsite meeting with Spin Master to discuss completion of urgent episodes; draft and finalize Receiver's First Report to Court; correspondence with studios; receipt and analysis of offers; conference calls with secured lenders; TCs John Young BR re: clarifications and amendments; other on-site receivership administration.	13.7
2016-08-08	Chu,Jonathan	Edited and compiled list for CRA documents required for ARC tax credits.	0.5
2016-08-08	Cotton,John	VHD Conversion, tweaking, testing, and booting.	2.0
2016-08-08	Cynn,Deborah	Facilitating employee repossession of belongings.	8.0
2016-08-08	Delgado,Magdalena	Facilitating employee repossession of belongings.	8.0
2016-08-08	Hon,Kris	Facilitating employee repossession of belongings.	8.0
2016-08-08	Koroneos,Anna	ROEs, WEPP listing update with numerous employees on updates.	12.5
2016-08-08	Kovacs Buttery,Yasmin Albia	Facilitating employee repossession of belongings.	8.0

Date	Professional	Description	Hours
2016-08-08	Liu,Samson	Engagement Management and onsite attendance re I.T. and data issues.	1.5
2016-08-08	Maki,Daniel Paul	Facilitating employee repossession of belongings.	8.0
2016-08-08	Page,Graham	On-site at Arc, prepping for the phase one of the employee pick up. Security arrangements, getting Deloitte employees organized. Hosting the employee pick up and facilitating process.	9.0
2016-08-08	Quevillon,Nicole Amanda	Facilitating employee repossession of belongings.	4.5
2016-08-08	Taylor,Jay	Response to employee e-mails with relation to Receivership and other employment matters; communication with bank on trust accounts; assessing lease agreements to determine owned assets; assistance with sales process as needed.	8.0
2016-08-08	Leung,Warren	Attendance Onsite: facilitating sales process due diligence, supervising team, meeting with team re status update, calls with production studios to understand position, calls with vendors re stay of proceedings, assessing bids submitted from sales process, calls with counsel, secured lender re bids.	14.0
2016-08-09	Brown,Rose M	Estate Administration - Clean up excel spreadsheet of AP and Employee listing and import into Ascend. Prepare Labels and send to Print shop to Label and copy notices and stuff envelopes. Printed second set of labels for Employee and label envelopes and help with the stuffing of envelopes for the WEPP claim mailing.	5.7
2016-08-09	Burcher,Julia	WEPPA administration.	8.0
2016-08-09	Casey,Paul M	Emails TCs Grosvenor Park ("GP") and B. Sherman; draft, negotiate and finalize terms of conditional LOI with BR; communications with studios and counsel; emails to employees re: BR transaction; onsite meetings with BR; TCs counsel; emails to other prospective purchasers; Kay engagement letter; Spin Master arrangements; TC Allied other receivership admin	10.5
2016-08-09	Chu,Jonathan	Calculate payouts for contractors; delivered letters and cheques; Entered ARC employee data for WEPPA	5.5
2016-08-09	Cotton,John	Finance Server live booting and configuration.	0.5
2016-08-09	Koroneos,Anna	Update addresses; discussions with employees; prepare and send email to former employees; with Rena on ROEs and with J. Taylor; organize WEPP team and allocate; enter WEPP employee information and prep. mail merge; contact print shop and mail room for timing; book room for mailing; with R. Brown on addresses and mailing to creditors of the 245/246 BIA notice.	11.0
2016-08-09	Liu,Samson	Engagement Management – I.T. and data	1.0
2016-08-09	Page,Graham	Inputting 240 WEPPA claim amounts into the online system. Working through preparing/organizing the WEPPA submission.	12.0
2016-08-09	Taylor,Jay	Response to employee e-mails with relation to Receivership and other employment matters; Call with Matt from the LA office and discussion on status; assistance with mailing lists; data room maintenance; determining leased vs. owned assets to purposes of deal assessment.	8.0

Date	Professional	Description	Hours
2016-08-09	Leung,Warren	Attendance Onsite: facilitating sales process due diligence, supervising team, meeting with team re status update, calls with production studios to understand position, calls with vendors re stay of proceedings, drafting report on sales process, calls with counsel.	12.0
2016-08-10	Brown,Rose M	Estate administration - Prepare disbursement cheques. Prepare redirection letters and forms for mail. Attend at Canada Post. Scan copy of re-direction correspondence and send to WL. Help with the sorting and stuff of WEPP Claims.	4.4
2016-08-10	Burcher,Julia	WEPPA administration, facilitating employee repossession of belongings.	8.0
2016-08-10	Casey,Paul M	Prepare and attend in court for receivership motion; on-site attendance at Arc; employee matters; discussion with counsel re: rep counsel proposal; communications with studios; TC with Scalar re: arrears and BR process; communications with BR re status and projects; status of employee mailings; draft and issue reporting and sale recommendation to GP; review contractor agreements; discuss tax credit documentation and CRA authorization letter; Spin Master occupancy agreement.	10.0
2016-08-10	Chu,Jonathan	Entered ARC employee data for WEPPA, Assistance with ARC employee proof of claims, WEPPA forms, and Deloitte covering letter.	6.5
2016-08-10	Cotton,John	On site transfer of specified file structures.	2.5
2016-08-10	Cynn,Deborah	Facilitating employee repossession of belongings.	8.0
2016-08-10	Delgado,Magdalena	Facilitating employee repossession of belongings.	8.0
2016-08-10	Hon,Kris	Facilitating employee repossession of belongings.	8.0
2016-08-10	Koroneos,Anna	WEPPA administration; mailing of 200 packages; with former employees on questions; update address and email listing; respond to queries from staff - with R. Brown, G. Page; J. Chu on WEPP mailing; and random testing of mail for accuracy.	8.0
2016-08-10	Liu,Samson	Engagement management, I.T. and data management matters	0.5
2016-08-10	Maki,Daniel Paul	Facilitating employee repossession of belongings.	7.0
2016-08-10	Page,Graham	Starting WEPPA mailing process. Processed 1-100 and 300-301; on-site at ARC, prepping for the phase two of the employee pick up. Organize security and Deloitte employee supervision and instruction. Hosting the employee pick up and facilitating process.	10.0
2016-08-10	Tailor,Jay	Meeting with Andrew K, Lynn V, Michelle A, Joe W on tax credit filings and discussing next steps; preparing paperwork and documentation to deliver to the OMDC and CAVCO to provide access to appropriate individuals.	8.0
2016-08-10	Thorn,Alexandra	Facilitating employee repossession of belongings.	6.0
2016-08-10	Leung,Warren	Attendance Onsite: facilitating sales process due diligence, supervising team, meeting with team re status update, calls with production studios to understand position, calls with vendors re stay of proceedings, drafting report on sales process, calls with counsel, revising collateral analysis.	10.0

Date	Professional	Description	Hours
2016-08-11	Brown,Rose M	Estate & Banking Administration - help print shop with Labeling and stuff envelopes for mailing, Confirm deposit of funds with bank, Prepare disbursement cheques for contract workers.	3.7
2016-08-11	Burcher,Julia	WEPPA administration.	8.0
2016-08-11	Casey,Paul M	On-site attendance; meetings regarding fixed assets and leases; meeting BR regarding Scalar; other projects; communications with counsel for Mass Animation, Disney; Spin Master and Disney occupancy matters; review proposal from proposed employee rep counsel; email to counsel; Discussions Young/BR re: diligence activities and Projects; APA; Discussion with Forte regarding lease negotiations; reporting to GP.	11.2
2016-08-11	Chu,Jonathan	Visit ARC storage site to review documents for Tax forms relating to tax credit; Steven Hecht pickup; Pick up of ARC mail on commissioner; Filed documents for ARC, employee proofs of claim, WEPPA, and cover letter.	4.8
2016-08-11	Cotton,John	On site preservation of specified data.	1.5
2016-08-11	Koroneos,Anna	Save documents to Q for staff retrieval; emails on o/s items including pick of mail being held and updated address and email lists; respond to former employee inquiries; respond to emails; review and amend draft invoice - corrections for formatting and detailed entries.	3.0
2016-08-11	Liu,Samson	Data Management.	1.0
2016-08-11	Page,Graham	Finishing the WEPPA mailing process, processed 101-300 and 401-540.	8.5
2016-08-11	Tailor,Jay	Visit to the Storage facility to look for important documentation pertaining to tax filings/key communication from the CRA; data room maintenance; registration with Service Canada as authorized user for ROEs filings.	7.0
2016-08-11	Leung,Warren	Attendance Onsite: facilitating sales process due diligence, supervising team, meeting with team re status update, calls with production studios to understand position, calls with vendors re stay of proceedings, calls with counsel, revising collateral analysis, communications with legal counsel of Disney.	10.0
2016-08-12	Brown,Rose M	Estate Administration - Prepare mailing voucher and check on mailing and give to mailing room to post. Prepare Affidavit of mailing. Confirm transfer of funds of 1m in CDN\$ account. Input disbursement cheque. Prepare draft R&D and GL's and send to PC & WL. Forward telephone calls from creditors to WL. Pick up cheque at reception copy and scan and send to WL. Prepare deposit slip and bank. Update Website with Texts and documents relating to employees.	4.8
2016-08-12	Casey,Paul M	Finalize and issue comments on rep counsel proposal to Goodmans and GSNH; Website administration with Rose Brown; draft outline for Court Report; TCs Leung re various; TCs Young/BR; TC Mattel/HIT re Thomas; Emails to counsel etc; TC Leung re BR status; reporting email to GP.	5.0
2016-08-12	Cotton,John	On site. Status reporting on data preservation.	0.5

Date	Professional	Description	Hours
2016-08-12	Koroneos,Anna	Call with P. Casey; various employee issues;	2.5
2016-08-12	Liu,Samson	Data Management	1.0
2016-08-12	Page,Graham	Phone conversation re WEPPA with S. Bayoumi	0.4
2016-08-12	Taylor,Jay	Response to employee e-mails with relation to Receivership and other employment matters; contacting key vendors on matters for providing ongoing service.	7.0
2016-08-12	Venugopal,Naveen Kumar	Data Imaging.	0.5
2016-08-12	Leung,Warren	Attendance Onsite: facilitating sales process due diligence, supervising team, meeting with team re status update, calls with production studios, calls with vendors re stay of proceedings, drafting Second Report of receiver, calls with counsel, communications with Disney.	8.0
Total Hours			392.1

Summary of Fees

Professionals	Position	Rate	Hours	Amount
Paul Casey	Partner	585	57.4	\$ 33,579.00
Warren Leung	Manager	375	54.0	20,250.00
Anna Koroneos	Manager	375	37.0	13,875.00
Graham Page	Manager	375	39.9	14,962.50
Jay Tailor	Senior	290	38.0	11,020.00
Jonathan Chu	Analyst	225	17.3	3,892.50
Rose Brown	Administrator	105	22.5	2,362.50
Samson Liu	Manager, IT	375	5.0	1,875.00
John Cotton	Senior, IT	290	7.0	2,030.00
Naveen Kumar Venugopal	Analyst, IT	225	0.5	112.50
Magdalena Delgado	Analyst, IT	225	16.0	3,600.00
Deborah Cynn	Senior	290	16.0	4,640.00
Julia Burcher	Analyst	225	32.0	7,200.00
Kris Hon	Analyst	225	16.0	3,600.00
Yasmin Albia Kovacs BATTERY	Analyst	225	8.0	1,800.00
Daniel Paul Maki	Analyst	225	15.0	3,375.00
Nicole Amanda Quevillon	Analyst	225	4.5	1,012.50
Alexandra Thorn	Analyst	225	6.0	1,350.00
			392.1	\$ 130,536.50
Add: Administration Fee				9,137.56
Total Fees				\$ 139,674.06
HST on fees and disbursements @ 13%				18,157.63
Total Payable				\$ 157,831.69



Deloitte Restructuring Inc.
Bay Adelaide East
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Suite 200
Toronto ON M5H 0A9
Canada

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Fax: 416-601-6151
www.deloitte.ca

Privileged and Confidential

Arc Productions Ltd.
c/o Deloitte Restructuring Inc., Receiver
Bay Adelaide Centre
22 Adelaide Street West, Suite 200
Toronto, ON M5H 0A9

Date: August 23, 2016
Invoice No: **4155514**
Client/Mandate No: 850135.1000009
Billing Partner: Paul Casey
HST Registration No: 122893605

Invoice #3

For professional services rendered by Deloitte Restructuring Inc. as Court-appointed Receiver of Arc Productions Ltd. ("Arc" or the "Company") for the period from August 13 to August 19, 2016

Date	Professional	Description	Hours
2016-08-14	Casey, Paul M	Review Asset Purchase Agreement ("APA") and Draft Receiver's Second Report to Court; email to counsel re APA issues; email to staff and counsel re open points on Report; other emails.	3.5
2016-08-14	Leung, Warren	Facilitating sales process due diligence, correspondences with counsel, drafting of second report of receiver, review of asset purchase agreement.	4.0
2016-08-15	Bryk, Adam A	QA review of Second Report of Receiver, second review of updated draft.	1.7
2016-08-15	Casey, Paul M	Telephone Conversations ("TC") with Sherman, Forte, John Young re closing date negotiations; update group; TC with Leung re status.	2.0
2016-08-15	Casey, Paul M	On site admin and instructions staff; update website and instructions Brown; finalize Receiver's Second Report and comments from various parties; detailed reviews and negotiations with Stikemans on APA; attend at GSNH to swear affidavit.	10.1
2016-08-15	Koroneos, Anna	Several emails with employees looking for answers on maternity leave, freelancers and mailing of WEPP package; respond to all.	1.0
2016-08-15	Leung, Warren	Attendance Onsite: facilitating sales process due diligence, supervising team, meeting with team re status update, calls with production studios to facilitate asset transfer, calls with vendors re stay of proceedings, calls with counsel, review of asset purchase agreement, facilitating return of company assets, drafting second report of receiver.	12.0

Date	Professional	Description	Hours
2016-08-15	Liu, Samson	I.T. management re data backup.	0.5
2016-08-15	Page, Graham	WEPPA processing and discussions with employees via email and phone conversations.	6.5
2016-08-15	Taylor, Jay	Response to employee queries regarding ROEs and other employment related matters; communication with employees who are in possession of loaned assets; communication with LA office employee; Arranging for pickup of personal belongings for employees.	8.3
2016-08-15	Brown, Rose M	General Administration and scanning of return mail.	0.8
2016-08-16	Casey, Paul M	Negotiation of APA; TCs Young; discussions Sherman amend and issue Statutory Notice of Receiver; Finalize and issue Receiver's Second Report; Court motion material including form of approval and vesting order; set up tax meeting with team; estate disbursements; other receivership admin.	12.8
2016-08-16	Koroneos, Anna	TC with Sean McNamara of Service Canada; email correspondence with OSB; subsequent email correspondence with S. McNamara on estate number; with team on emails re; new 245/6 notice; forward to OSB; respond to employees; respond to staff questions.	2.0
2016-08-16	Leung, Warren	Attendance Onsite: facilitating sales process due diligence, supervising team, meeting with team re status update, calls with production studios to facilitate asset transfer, calls with vendors re stay of proceedings, calls with counsel, review of asset purchase agreement, facilitating return of company assets.	10.5
2016-08-16	Liu, Samson	I.T. management re data backup.	0.5
2016-08-16	Page, Graham	WEPPA processing, conversations with employees via email and phone conversation.	7.5
2016-08-16	Taylor, Jay	Response to employee queries regarding ROEs and other employment related matters; follow up communication with employees who are in possession of loaned assets; return mail correspondence; contract employee's payroll; discussions with Paul C. and Warren on various receivership matters.	8.7
2016-08-16	Brown, Rose M	Estate Administration - Scanning of employee return letters, Make up new folders on Q Drive, and Update Website with various documents. Various email from AK and send document to her has requested. Banking Administration - Deposit and cheques.	2.3
2016-08-17	Casey, Paul M	TC with landlord counsel and discussions re assignment of Peter Street lease and interim rent; communications with BR; review transaction closing documents; Mtg. Andrew Kay and team re tax recoveries; discuss form of Order re employee rep counsel; other employee communication matters; Blazing Occupancy Agreement; other receivership admin.	12.0
2016-08-17	Chu, Jonathan	Received employee proof of claims forms for ARC Productions; Scanned redirected mail; Investigated discrepancy between bounced mail and employee list.	6.8
2016-08-17	Koroneos, Anna	Respond to questions re: WEPP and POC form; respond to W. Leung on Corp search and directors for CRA audits; respond to W. Leung on CRA contacts for audit; respond to emails from former employees including employee waiting for SIN from HR; review of emails from P. Casey on employee representation.	1.0

Date	Professional	Description	Hours
2016-08-17	Koroneos, Anna	With G. Page and reenter TIF on Service Canada site; reissue link to forms to G. Page with email instruction.	0.5
2016-08-17	Leung, Warren	Attendance Onsite: facilitating sales process due diligence, supervising team, meeting with team re status update, preparing recovery analysis, call with CRA re tax audits, facilitating asset extraction, call with insurance broker, review of insurance policies.	9.5
2016-08-17	Liu, Samson	I.T. management re data backup.	0.5
2016-08-17	Page, Graham	WEPPA processing and discussions with employees via email and phone conversations. Discussions with J. Chu regarding WEPPA.	4.5
2016-08-17	Taylor, Jay	Responding to queries Service Canada; Meeting with KWCA, Joe W, Lynn V, Michelle A and Deloitte Team on status of tax credits, determining next steps for applications and appropriate time line; inspection of documents for filings.	8.0
2016-08-17	Brown, Rose M	Website updates and preparing of disbursement cheques.	1.5
2016-08-18	Chu, Jonathan	Continued to confirm WEPPA forms for employees.	4.8
2016-08-18	Leung, Warren	Attendance Onsite: facilitating sales process due diligence, supervising team, meeting with team re status update, calls with secured creditor, calls with counsel re closing, review of closing documents, facilitating asset extraction, call with insurance broker.	11.5
2016-08-18	Liu, Samson	I.T. management re data backup.	0.5
2016-08-18	Page, Graham	WEPPA questions, emails and phone calls.	3.5
2016-08-18	Taylor, Jay	Supervision and queries from BoatRocker, Data room maintenance and uploading documents per BR's request; e-mail to report status update on tax credits to Brad.	7.5
2016-08-18	Brown, Rose M	General Administration, Several calls to BOM regarding wire, Website updates and WEPP.	2.0
2016-08-19	Casey, Paul M	Emails and TCs with counsel, JFET, regarding amendments to APA; review orders and closing documents and instructions; TCs Leung re status.	2.0
2016-08-19	Chu, Jonathan	WEPPA Form confirmation.	8.5
2016-08-19	Leung, Warren	Attendance Onsite: facilitating sales process due diligence, supervising team, meeting with team re status update, calls with creditors re proceedings, calls with counsel, review of closing documents, review of amended APA.	8.5
2016-08-19	Liu, Samson	I.T. management; Logistics of Backup data.	1.0
2016-08-19	Page, Graham	WEPPA claims, questions emails and phone calls.	1.5
2016-08-19	Taylor, Jay	Meeting at KWCA with Brad Sherman, Andrew Kay, Joe Woodward to discuss next steps and applications process; Coordination with One Team on storage of information and files from Arc; Call with Samson on how to restore and access certain files.	8.0
2016-08-19	Brown, Rose M	Estate & Banking Administration - Updating documents and text on Website, Prepare disbursement cheques.	1.7
Total Hours			200.0

Summary of Fees

Professionals	Position	Rate	Hours	Amount
Casey, Paul M	Partner	585	42.4	\$ 24,804.00
Bryk, Adam A	Partner	585	1.7	994.50
Leung, Warren	Senior Manager	455	56.0	25,480.00
Koroneos, Anna	Senior Manager	455	4.5	2,047.50
Page, Graham	Manager	375	23.5	8,812.50
Liu, Samson	Manager, IT	375	3.0	1,125.00
Taylor, Jay	Senior	290	40.5	11,745.00
Chu, Jonathan	Analyst	225	20.1	4,522.50
Brown, Rose M	Administrator	105	8.3	871.50
			200.0	\$ 80,402.50
Add: Administration Fee				5,628.18
Total Fees				\$ 86,030.68
HST on fees and disbursements @ 13%				11,183.99
Total Payable				\$ 97,214.67

Remittance information on last page

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty (30) days after the invoice date to the date on which the entire account is paid.



Deloitte Restructuring Inc.
Bay Adelaide East
22 Adelaide Street West
Suite 200
Toronto ON M5H 0A9
Canada

Tel: 416-601-6150
Fax: 416-601-6151
www.deloitte.ca

Privileged and Confidential

Arc Productions Ltd.
c/o Deloitte Restructuring Inc., Receiver
Bay Adelaide Centre
22 Adelaide Street West, Suite 200
Toronto, ON M5H 0A9

Date: August 30, 2016
Invoice No: **4158784**
Client/Mandate No: 850135.1000009
Billing Partner: Paul Casey
HST Registration No: 122893605

Invoice #4

For professional services rendered by Deloitte Restructuring Inc. as Court-appointed Receiver of Arc Productions Ltd. ("Arc" or the "Company") for the period from August 20 to August 26, 2016

Date	Professional	Description	Hours
8/16/2016	Cotton, John	On site data collection and preservation.	3.5
8/17/2016	Cotton, John	Virtual machine setup and configuration.	0.5
8/18/2016	Cotton, John	On site data preservation, Virtual machine configuration.	1.5
8/19/2016	Cotton, John	On site data preservation.	1.0
8/20/2016	Casey, Paul M	Update meeting with Leung and Page; review emails; email to Grosvenor Park ("GP") re Orders and status.	1.0
8/20/2016	Casey, Paul M	Telephone conversation ("TC") with Brad Sherman re status.	0.5
8/21/2016	Casey, Paul M	Emails with purchaser and counsel re closing.	0.2
8/22/2016	Taylor, Jay	Employee scheduled picks and supervision; Loaned equipment contacting employees; Employee queries on ROE; account correspondence.	7.8
8/22/2016	Page, Graham	Responding to various WEPP emails and claims including phone calls.	2.5
8/22/2016	Ngai, Bosco Jun	Data Collection.	3.0
8/22/2016	Liu, Samson	I.T. Management/Backup Data.	1.5
8/22/2016	Leung, Warren	Attendance Onsite: facilitating sales process close, supervising team, meeting with team re status update, calls with creditors re proceedings, calls with counsel, planning and implementing vacating premise, communication to lessors re termination.	14.0

Date	Professional	Description	Hours
8/22/2016	Koroneos, Anna	TC with G. Page on maternity leave employees and respond.	0.3
8/22/2016	Delgado, Magdalena	On-Site/Data Preservation.	5.0
8/22/2016	Chu, Jonathan	Entered WEPPA claims onto Service Canada website; on ARC location to file employee records.	9.0
8/22/2016	Casey, Paul M	On site attendance and meetings with Boat Rocker/Jam Filled re closing matters; emails GP; discuss assigned contracts; meeting Woodward and team re books and records and status of work; planning re Peter street move; communication with Studios; account correspondence; administrative meetings with team; execute CAVCO application and cheque requisition; Closing documentation and emails etc.	6.5
8/23/2016	Taylor, Jay	Requesting Service Canada inquiries regarding employee ROEs; Communication with Vendors; Tax Credits management with Joe, Lynn, and Michelle.	9.0
8/23/2016	Page, Graham	Responding to various WEPP emails and claims including phone calls. Increase in calls due to rejection letters sent by Service Canada.	3.0
8/23/2016	Liu, Samson	I.T. Management/Backup Data.	1.5
8/23/2016	Leung, Warren	Attendance Onsite: supervising team, meeting with team re status update, calls with creditors re proceedings, calls with counsel, planning and implementing vacating premise, communication to lessors re termination and arranging-possession, update call with secured creditor, arrangements with customers re asset transfer.	11.5
8/23/2016	Koroneos, Anna	TC with Former employee on WEPP; with G. Page on same; respond to questions; review and respond to emails.	0.5
8/23/2016	Delgado, Magdalena	Onsite/Data preservation.	4.0
8/23/2016	Chu, Jonathan	Entered WEPPA forms; on location; double checked applications.	8.0
8/23/2016	Casey, Paul M	Call with Team on Exit arrangements and planning; Holdover admin with JFET; Property transfer agreements with Studios; communications with landlord; HST liability and email to lender; update estimated realization calculation and discuss with Leung; prep and attend call with GP; rejected projects and data room info for GP; email from Woodward re CAVCO.	5.5
8/23/2016	Brown, Rose M	Review and file of return mail, Open and give WEPP POC to G Page.	0.6
8/24/2016	Taylor, Jay	Requesting Service Canada inquiries regarding employee ROEs; Communication with Rogers and discussion with Naman on cancelling accounts; Data backup communication with Samson & Team.	8.7
8/24/2016	Page, Graham	Responding to various WEPP emails and claims including phone calls. Increase in calls due to rejection letters sent by CRA.	3.0
8/24/2016	Ngai, Bosco Jun	Data Collection.	3.5
8/24/2016	Liu, Samson	I.T. Management/Laptop Setup.	1.0
8/24/2016	Leung, Warren	Attendance Onsite: supervising team, meeting with team re status update, calls with creditors re proceedings, calls with counsel, planning and implementing vacating premise, communication to	10.0

Date	Professional	Description	Hours
		lessors re termination and arranging re-possession, calls with CRA and insurance broker, arrangements with customers re asset transfer.	
8/24/2016	Koroneos, Anna	TC with Jasmine re: SIN requirements; review and respond; with G. Page on questions.	0.4
8/24/2016	Cotton, John	On site data preservation.	2.5
8/24/2016	Chu, Jonathan	Entered WEPPA claims for employees; Onsite organization of files.	9.3
8/24/2016	Casey, Paul M	Update website; edit agreement with Disney; emails Leung re status of transition arrangements; other receivership admin.	2.0
8/24/2016	Brown, Rose M	Website updates - Text and documents. Trust Banking Administration - Disbursement cheques.	1.1
8/25/2016	Taylor, Jay	Requesting Service Canada inquiries regarding employee ROEs; Loaner Laptop setup communication, server communication, moving/inspecting office files for safe disposal.	8.0
8/25/2016	Page, Graham	Dealing with WEPPA phone calls, communicating with employee legal counsel, and dealing with WEPPA emails.	2.5
8/25/2016	Ngai, Bosco Jun	Collections, evidence management, laptop preparation.	5.0
8/25/2016	Liu, Samson	I.T. Management/Laptop Setup/VM Setup.	1.5
8/25/2016	Leung, Warren	Attendance Onsite: supervising team, meeting with team re status update, calls with creditors re proceedings, calls with counsel, planning and implementing vacating premise, communication to lessors re termination and arranging re-possession, calls with CRA and insurance broker, arrangements with customers re asset transfer.	8.0
8/25/2016	Koroneos, Anna	Review and respond to Jasmine re: SIN coming and process following receipt; review of email from P. Casey on employee list and protocol re: poc; review response from G. Page.	0.5
8/25/2016	Delgado, Magdalena	Onsite/Data preservation.	0.5
8/25/2016	Chu, Jonathan	Pickup of IM boxes and labels; Organized for the pickup of Iron Mountain boxes; Onsite organization of files; Entered WEPPA claims for employees.	9.5
8/25/2016	Casey, Paul M	Scalar and Allied interim costs; TCs Taylor; review and execute certificate for CAVCO for 5 productions; Mtgs Page; respond to Koskie Minsky and confirm info share; GP communications; other lessors; Beanfield disclaimer; Conf. Call with team and counsel re transition matters and future Court attendance; lease assignment.	3.5
8/25/2016	Brown, Rose M	Trust Banking Administration - Contract and Disbursement cheques. Mail out Contract worker cheques. Prepare wire instruction sheet for Lego receivables. Pick up Courier package from Allied and scan invoice and send to PC & WL.	2.0
8/26/2016	Taylor, Jay	Using Citrix to wireless access into server for Sage/Timberline access; Service Canada queries.	1.0
8/26/2016	Page, Graham	Investigating mat. leave WEPPA members. Responding to Employee phone calls and emails.	3.1
8/26/2016	Liu, Samson	I.T. Management/Laptop Setup/VM Setup.	2.0
8/26/2016	Leung, Warren	Attendance Onsite: supervising team, meeting with team re status update, calls with counsel, planning and implementing vacating premise, communication to	7.0

Date	Professional	Description	Hours
		lessors re termination and arranging re-possession, calls with insurance broker, arrangements with customers re asset transfer, updates to secured creditor.	
8/26/2016	Delgado, Magdalena	Onsite data preservation.	1.0
8/26/2016	Cotton, John	Set up and configuration of Virtual Machine; On site data preservation.	2.0
8/26/2016	Chu, Jonathan	Onsite organization of file delivery; Delivery of laptops from BAE to ARC; Entered WEPPA Claims; Documented Iron Mountain forms onto Deloitte template.	7.0
8/26/2016	Casey, Paul M	Emails Leung.	0.1
Total Hours			207.1

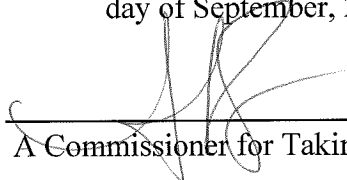
Summary of Fees

Professionals	Position	Rate	Hours	Amount
Casey, Paul M	Partner	585	19.3	\$ 11,290.50
Leung, Warren	Senior Manager	455	50.5	22,977.50
Koroneos, Anna	Senior Manager	455	1.7	773.50
Liu, Samson	Manager, I.T.	375	7.5	2,812.50
Page, Graham	Manager	375	14.1	5,287.50
Taylor, Jay	Senior	290	34.5	10,005.00
Cotton, John	Senior, I.T.	290	11.0	3,190.00
Ngai, Bosco Jun	Senior, I.T.	290	11.5	3,335.00
Chu, Jonathan	Analyst	225	42.8	9,630.00
Delgado, Magdalena	Analyst, I.T.	225	10.5	2,362.50
Brown, Rose M	Administrator	105	3.7	388.50
			207.1	\$ 72,052.50
Add: Administration Fee				5,043.68
Add: Disbursements				345.25
Total Fees				\$ 77,441.43
HST on fees and disbursements @ 13%				10,067.39
Total Payable				\$ 87,508.82

Remittance information on last page

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty (30) days after the invoice date to the date on which the entire account is paid.

This is Exhibit "B" referred to in the
affidavit of Paul M. Casey
sworn before me, this 1st
day of September, 2016.



A Commissioner for Taking Affidavits

**Anna Koroneos, a Commissioner, s/o.
Province of Ontario
for Deloitte Restructuring Inc.,
Licensed Insolvency Trustee
Expires June 3, 2017**

EXHIBIT "B"

Calculation of Average Hourly Billing Rates of
Deloitte Restructuring Inc.
for the period August 6, 2016 to August 26, 2016

Invoice No.	Fees	HST	Hours	Average Rate	Total
4151454 (August 6 to August 12, 2016)(2nd Invoice)	\$139,674.06	\$18,157.63	392.1	\$356.22	\$157,831.69
4155514 (August 13 to August 19, 2016)(3rd Invoice)	\$86,030.68	\$11,183.99	200.0	\$430.15	\$97,214.67
4158784 (August 20 to August 26, 2016)(4th Invoice)	\$77,441.43	\$10,067.39	207.1	\$373.93	\$87,508.82
TOTALS	\$303,146.17	\$39,409.01	799.2	\$379.31	\$342,555.18

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THIRD REPORT OF DELOITTE RESTRUCTURING INC.,
RECEIVER OF ARC PRODUCTIONS LTD., ET AL.
(September 1, 2016)

APPENDIX "D"

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

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

AFFIDAVIT OF MARIO FORTE

(Sworn September 2, 2016)

I, Mario Forte, of the City of Toronto, hereby MAKE OATH AND SAY:

1. I am a barrister and solicitor qualified to practice in the Province of Ontario and am counsel with the law firm of Goldman Sloan Nash & Haber LLP (“**GSNH**”) and therefore have knowledge of the matters in this affidavit. Where this affidavit is based on information and belief, I have stated the source of that information and believe it to be true.
2. GSNH are lawyers of record for Deloitte Restructuring Inc. (“**Deloitte**”) in its capacity as the Court appointed Receiver (the “**Receiver**”) of Arc Productions Ltd. and the other corporate defendants (“**Arc**”). Prior to its appointment as Receiver on August 10, 2016, Deloitte was appointed Interim Receiver of Arc on July 29, 2016 (the “**Interim Receiver**”).
3. Attached as **Exhibit “A”** to this affidavit is a copy of invoices rendered by GSNH to Deloitte in its capacity as Receiver for fees and disbursements incurred by GSNH in the course of this proceeding.

With the exception of one time entry dated August 2, 2016 which was not picked up in a previous invoice, the invoices attached as Exhibit "A" cover the period from August 6, 2016 to August 26, 2016 with detailed descriptions of each docketed entry and the total billable hours by lawyer with their respective hourly rate.

4. Attached as **Exhibit "B"** is a schedule summarizing the total billable hours charged and the total fees charged.

5. The average hourly rate charged for the invoice set out in Exhibit "A" is approximately \$434.07 That is comprised of hours docketed by the following timekeepers at GSNH with the corresponding hourly rates:

Mario J. Forte	\$550.00
John McKeown	\$500.00
Sanja Sopic	\$290.00
Jordan C. Barris	\$200.00
Ernesto Aleman	\$150.00

6. To the best of my knowledge the rates charged by GSNH throughout the course of this proceeding are comparable to the rates charged by other law firms in the Toronto market for the provision of similar services.

7. The hourly billing rates outlined above are comparable to the hourly rates charged by GSNH for services rendered in relation to similar proceedings.

8. I make this affidavit in support of a motion by the Receiver for, among other things, approval of the fees and disbursements of GSNH as its counsel for the period from August 2, 2016 to August 26, 2016.

SWORN before me at the City of Toronto,)
in the Province of Ontario)
this 2nd day of September, 2016)

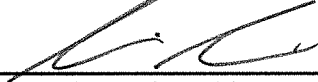


A Commissioner for taking oaths, etc.
Sanja Sopic



MARIO FORTE

This is **Exhibit "A"** to the Affidavit of
Mario J. Forte sworn before me this *2nd*
day of September, 2016.

A handwritten signature in black ink, appearing to be 'J. C.', written over a horizontal line.

A Commissioner for taking oaths, etc.

Deloitte Restructuring Inc.
Bay Adelaide Centre
22 Adelaide St. West, Suite 200
Toronto, ON M5H 0A9 Canada

DATE: August 16, 2016
FILE NO: 161502

Suite 1600
480 University Avenue
Toronto, Ontario
M5G 1V2
Telephone: (416) 597-9922
Facsimile: (416) 597-3370

Attention: Paul Casey

H.S.T. NO: 12233 6290 RT0001
INVOICE NO: 145587

IN ACCOUNT WITH

GOLDMAN SLOAN NASH & HABER LLP
BARRISTERS & SOLICITORS

RE: Arc Productions Ltd. et al.

TO PROFESSIONAL SERVICES RENDERED with respect to the above noted matter from August 6th, 2016 to and including August 16th, 2016.

DATE	LAWYER		TIME
Aug/06/16	MJF	engaging with Splash to settle NDA; discussions with various potential bidders who wish to negate NDA; discussion with counterparty counsel on transition issues and related matters	2.40
Aug/07/16	SFS	Participating in conference call regarding employee unpaid wages and priority of funds assigned to Grosvenor Park.	1.10
	MJF	conference call and follow up on discussions and advice concerning Wednesday hearing for permanent receiver and dealing with WEPPA memo and presentation issues for report; reviewing "true sale" position	1.50
Aug/08/16	SFS	Discussing priorities dispute and next steps in file with M. Forte. Reviewing motion record of Grosvenor Park seeking full receivership order. Email correspondence with client. Reviewing Receiver's first report. Serving same.	2.10
	MJF	fully engaged in dealing with counterparty issues, creditor communication and negotiations, advice and guidance on numerous issues in respect of the sale process and related documentation, court reporting, strategic advice on process, document review etc.	8.40
	JCB	Reviewed PPSA searches in Schedule C of draft letter to Deloitte and amended for accuracy.	1.00
Aug/09/16	SFS	Discussing agreement to be drafted to permit Disney to access its products. Forwarding service list and PPSA summaries to K. Esaw. Drafting access agreement and reviewing client's revisions to same. Email	4.20

ACCOUNTS ARE DUE WHEN RENDERED

Pursuant to the Solicitors' Act interest at a rate of 3.00% per annum will be charged on amounts due, calculated commencing one month after the date of delivery of this account. Any disbursements recorded after preparation of this account will be billed at a later date.

	MJF	correspondence re same. engaged in numerous discussions to advise and deal with various aspects of the sale process and counterparty property transfers including document preparation and review; discussions with prospective employee representative counsel on retainer matters; dealing with counsel to counterparties on return of property; negotiations with purchaser counsel to finalize the LOI; discussions with purchaser counsel on deal structure and managing the timeline and work allocation to complete transaction.	7.60
	MJF	engaged in numerous matters concerning the delivery of an LOI with Jam Filled; engaging with counsel to various producer counterparties concerning the assertion of their rights against Arc; advising on the characterization of numerous lease arrangements with Arc and advising on possible treatment in APS and vesting issues	7.10
Aug/10/16	SFS	Attending before Justice Penny for full receivership order. Revising transition and occupation services agreement. Pulling construction liens on property.	3.10
	MJF	engaged in negotiations of APS issues and advising on numerous matters in connection with the Jam Filled deal: advising on and engaging with various producers in connection with proprietary matters including review of contractual rights and receiver's legal analysis position in respect thereof	6.10
Aug/11/16	SFS	Discussing registrations against Arc Productions with M. Forte. Reviewing master lease agreement and schedules to determine when certain equipment delivered. Making list of equipment for which there is no confirmation of delivery. Email correspondence with client.	3.60
	MJF	advising on and engaging with various producers in connection with proprietary matters including review of contractual rights and receiver's legal position in respect thereof	8.10
	MBR	Reviewing with M. Forte manner of dealing with assignment of leases on sale transaction.	0.30
	JCB	Updated Service List to include all secured creditors	0.65
	SFC	meeting M. Forte, request urgent PPSA uncertified search re ARC Productions Ltd. through ESC website as can't obtain password for PPSA from office, meeting M. Forte	0.30
Aug/12/16	SFS	Discussing APA with M. Forte. Reviewing same. Participating in conference call re APA. Drafting notice of motion. Reviewing delivery receipts to confirm delivery of NFS equipment. Reviewing PPSA searches to determine timing and PMSI status. Email correspondence re same.	5.90
	MJF	engaged in negotiations of APS issues and advising on numerous matters in connection with the Jam Filled deal: advising on and engaging with various producers	6.80

		in connection with proprietary matters including review of contractual rights and receiver's legal position in respect thereof	
Aug/13/16	SFS	Updating service list and reviewing revised APA.	1.80
	MJF	Reviewing letter from Blazing Samurai's counsel and email correspondence with M. Forte and client re same. dealing with APS changes and advising on workaround possibilities	1.40
Aug/14/16	SFS	Reviewing revisions to APA and form of vesting order. Email to counsel for Mass Animation re access agreement. Reviewing Receiver's second Report and revising. Email correspondence with Jam Filled counsel and client re APA.	3.10
	MJF	Structuring APS issues for contractual hold period and conditional period: advising on production property recovery matters; reviewing APS changes and related matters.	2.60
Aug/15/16	MJF	engaged in negotiation and advising on Boat Rocker transaction; dealing with various respondents to sale motion; dealing with production counterparties on return of property; reviewing and preparing legal analysis on production contract property issues and receiver's rights in respect thereof	8.20

OUR FEE HEREIN	\$40,893.50
H.S.T. on Fee	5,316.16

FEE SUMMARY	HOURS	RATE	TOTAL
Sanja F. Sopic	24.90	290.00	\$7,221.00
Mario J. Forte	60.20	550.00	\$33,110.00
Michael B. Rotsztain	0.30	575.00	\$172.50
Jordan C. Barris	1.65	200.00	\$330.00
Sandra F. Cameron-Milks	0.30	200.00	\$60.00

DISBURSEMENTS:

Photocopies	166.25
Faxes	0.75
Laser Copies	110.25
Teraview Search Disbursement	206.55
File Motion Record	112.39

TOTAL DISBURSEMENTS	\$596.19
H.S.T. on Disbursements	\$77.50

DISBURSEMENTS MARKED WITH * INDICATE EXEMPT

Deloitte Restructuring Inc.

August 16, 2016
Invoice No: 145587

TOTAL LEGAL FEES AND DISBURSEMENTS (includes\$5,393.66H.S.T.)	\$46,883.35
PREVIOUS BALANCE	\$31,845.10
BALANCE DUE	<u>\$78,728.45</u>

THIS IS OUR ACCOUNT HEREIN

~~GOLDMAN SLOAN NASH & HABER LLP~~

Per: Mario J. Forte

E. & O. E.

Deloitte Restructuring Inc.
Bay Adelaide Centre
22 Adelaide St. West, Suite 200
Toronto, ON M5H 0A9 Canada

DATE: August 24, 2016
FILE NO: 161502

Suite 1600
480 University Avenue
Toronto, Ontario
M5G 1V2
Telephone: (416) 597-9922
Facsimile: (416) 597-3370

Attention: Paul Casey

H.S.T. NO: 12233 6290 RT0001
INVOICE NO: 145683

IN ACCOUNT WITH

GOLDMAN SLOAN NASH & HABER LLP
BARRISTERS & SOLICITORS

RE: Arc Productions Ltd. et al.

TO PROFESSIONAL SERVICES RENDERED with respect to the above noted matter from August 16, 2016 to and including August 22, 2016.

DATE	LAWYER		TIME
Aug/16/16	SFS	Email correspondence with client and purchaser's counsel. Reviewing revisions to APA and Receiver's Second Report. Drafting fee affidavit. Participating in conference call. (incurred August 15, 2016)	5.90
	SFS	Discussing revisions to Agreement of Purchase and Sale with M. Forte. Reviewing and revising Agreement of Purchase and Sale based on client's and purchaser's comments. Conference calls with M. Forte and client/opposing counsel. Conference calls with counsel for Mass and revising access and transition agreement. Reviewing and revising form of approval and vesting order. Finalizing Second Report of the Receiver. Updating service list and serving approval and vesting order and second report of the Receiver.	11.10
	MJF	intensively engaged in the negotiation of APA issues and related matters flowing from asset sale; engaged with third party producers in connection with negotiating the return of property and compensation arrangements for the estate; engaged in numerous discussions with suppliers' counsel and related matters with respect to treatment of supply arrangements and property disputes; reviewing various production contracts and supply arrangements in order to advise on entitlements and rights in specified property and providing oral opinions thereon.	11.30
Aug/17/16	SFS	Arranging for Receiver's motion record to be finalized and filed. Email correspondence with client re various matters. Reviewing and revising closing agenda.	6.10

ACCOUNTS ARE DUE WHEN RENDERED

Pursuant to the Solicitors' Act interest at a rate of 3.00% per annum will be charged on amounts due, calculated commencing one month after the date of delivery of this account. Any disbursements recorded after preparation of this account will be billed at a later date.

		Reviewing progress draw documents regarding contract with Vestacon and formulating response to request from Engie's counsel. Drafting equipment accommodation agreement. Reviewing approval and vesting order. Email correspondence with counsel for purchaser, client and contract counter parties re various matters. Arranging for closing documents to be signed	
	MJF	intensively engaged in dealing with numerous matters affecting the completion of the APA including review of deal documentation; engaged in dealing with counsel to producers on various aspects of proposed deal and return of property; advising on contractual obligations and various rights affecting Arc's rights in property; dealing with Landlord on lease issues;	5.10
	JSM	Inter-office conference concerning covenant not to use	0.10
	EIA	TO email exchange with Mr. Forte, to providing corporate precedents for Articles of Amendment, to conference with M. Forte, to printing and providing the same, to file;	0.27
Aug/18/16	SFS	Call with counsel for Scalar re redaction of APA. Reviewing redacted APA and serving. Email correspondence with purchaser's counsel re closing agenda and various matters. Conference calls with client and purchaser's counsel re amendments to APA. Reviewing and revising Approval and Vesting Order.	10.50
	MJF	intensively engaged in negotiating all matters connected with the completion of the APA; responding to numerous counter parties claiming interests in assets and disputed vesting matters; dealing with requests for changes to vesting language, scope etc.;	10.60
Aug/19/16	SFS	Conference call re revisions to APA. Attending in court and making submissions. Reviewing closing documents provided and revisions to APA.	5.70
	MJF	negotiation of outstanding matters affecting APA and transition period; attending court to obtain approval of APA; dealing with numerous follow up matters ; engaging with suppliers and counterparty counsel on various transition and related matters;	4.20
	JCB	Created PPSA summaries from eighty three page document of PPSA searches	1.60
Aug/21/16	SFS	Email correspondence with purchaser's counsel and client re exchange of closing documents and revising same to refer to amended and restated APA.	0.90
	MJF	negotiating remaking issues for Monday closing	2.40
	MJF	negotiating remaining issues on JF deal	3.10
Aug/22/16	SFS	Email correspondence with client and various stakeholders re various matters. Revising Receiver's certificate and instructing E. Marris re filing same.	0.90
	MJF	responding to and documenting requests for asset transfers; dealing with issues arising on closing of JF deal: Preparation of transfer agreement template:	4.60

Deloitte Restructuring Inc.

August 24, 2016
Invoice No: 145683

negotiating terms of transfers with NBC and LEGO;
dealing with post-closing matters and responding and
advising on numerous issues arising from termination of
receivership obligations for interim occupancy

OUR FEE HEREIN

\$35,044.50

4,555.79

H.S.T. on Fee

FEE SUMMARY

	HOURS	RATE	TOTAL
Sanja F. Sopic	41.10	290.00	\$11,919.00
Mario J. Forte	41.30	550.00	\$22,715.00
John S. McKeown	0.10	500.00	\$50.00
Jordan C. Barris	1.60	200.00	\$320.00
Ernesto I. Aleman	0.27	150.00	\$40.50

DISBURSEMENTS:

Printing/Binding (External)	690.58
Photocopies	213.50
Courier	147.76
Laser Copies	304.00
Courier*	2,071.56

TOTAL DISBURSEMENTS

\$3,427.40

H.S.T. on Disbursements

\$176.26

DISBURSEMENTS MARKED WITH * INDICATE EXEMPT

TOTAL LEGAL FEES AND DISBURSEMENTS (includes \$4,732.05 H.S.T.)

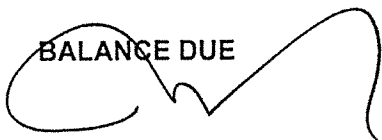
\$43,203.95

PREVIOUS BALANCE

\$78,728.45

BALANCE DUE

\$121,932.40



THIS IS OUR ACCOUNT HEREIN

GOLDMAN SLOAN NASH & HABER LLP

Per: Mario J. Forte

E. & O. E.

Deloitte Restructuring Inc.
Bay Adelaide Centre
22 Adelaide St. West, Suite 200
Toronto, ON M5H 0A9 Canada

DATE: August 29, 2016
FILE NO: 161502

Suite 1600
480 University Avenue
Toronto, Ontario
M5G 1V2
Telephone: (416) 597-9922
Facsimile: (416) 597-3370

Attention: Paul Casey

H.S.T. NO: 12233 6290 RT0001
INVOICE NO: 145931

IN ACCOUNT WITH

GOLDMAN SLOAN NASH & HABER LLP
BARRISTERS & SOLICITORS

RE: Arc Productions Ltd. et al.

TO PROFESSIONAL SERVICES RENDERED with respect to the above noted matter to and including August 26, 2016.

DATE	LAWYER		TIME
Aug/02/16	SFS	Discussing receivership appointment with M. Forte. Conducting PPSA summaries.	1.20
Aug/22/16	MJF	dealing with Kapow counsel and Landlord issues concerning assignment	0.40
Aug/23/16	SFS	Email correspondence with client and counsel for lien claimant re acceptance of Statement of Claim. Reviewing and responding to emails from various stakeholders re restructuring proceedings.	0.70
	MJF	advising on various residual contract matters and lease opinion issues; advising on equipment returns and lease amendments	1.40
Aug/24/16	SFS	Email correspondence with secured creditor in Macedonia. Revising form of termination of property agreement pertaining to Disney. Email correspondence with client re disconnection of One Connect services. Email correspondence with counsel for LEGO.	3.40
	MJF	advising on process for lease assignments and related property return issues; considering HST related matters and priority issues; reviewing production/IP issues for Kapow.	1.10
Aug/25/16	SFS	Email correspondence with client re Disney termination of property agreement, Beanfield invoice and various matters. Conference call re outstanding matters. Phone call to counsel for Kody Kapow. Email correspondence with counsel for lien claimant, landlord and LEGO. Revising transition services agreement for Sony Animations Star Project.	2.70
	MJF	advising on process for dealing with lease termination	0.90

ACCOUNTS ARE DUE WHEN RENDERED

Pursuant to the Solicitors' Act interest at a rate of 3.00% per annum will be charged on amounts due, calculated commencing one month after the date of delivery of this account. Any disbursements recorded after preparation of this account will be billed at a later date.

Deloitte Restructuring Inc.

August 29, 2016
Invoice No: 145931

Aug/26/16	SFS	and disclaimer issues; discussing lease assignment process and cost issues; Discussing file with M. Forte. Discussing research re statutory setoff for provincial and federal film credits with M. Forte and J. Barris. Email correspondence with project counterparty in India. Discussing landlord issues.	1.60
	MJF	advising on property rights issues and priority matters; advising on various disclaimer and related issues and responding to lessors.	1.10
	JCB	Researched issue of whether Federal government can claim set-off on claim for Provincial tax credits	2.50

OUR FEE HEREIN	\$5,979.00
H.S.T. on Fee	777.27

FEE SUMMARY	HOURS	RATE	TOTAL
Sanja F. Sopic	9.60	290.00	\$2,784.00
Mario J. Forte	4.90	550.00	\$2,695.00
Jordan C. Barris	2.50	200.00	\$500.00

DISBURSEMENTS:

ESC Corp. Fee	138.00
Laser Copies	0.25
ESC Gov't Disb.*	120.00

TOTAL DISBURSEMENTS	<u>258.25</u>
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H.S.T. on Disbursements	\$17.97
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DISBURSEMENTS MARKED WITH * INDICATE EXEMPT

TOTAL LEGAL FEES AND DISBURSEMENTS (includes \$795.24 HST)	\$7,032.49
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PREVIOUS BALANCE	\$90,087.30
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BALANCE DUE	<u>\$97,119.79</u>
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THIS IS OUR ACCOUNT HEREIN


GOLDMAN SLOAN NASH & HABER LLP



Per: Mario J. Forte

E. & O. E.

This is **Exhibit "B"** to the Affidavit of
Mario J. Forte sworn before me this *2nd*
day of September, 2016.



A Commissioner for taking oaths, etc.

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

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

SUMMARY OF ACCOUNTS OF GOLDMAN SLOAN NASH & HABER LLP

Invoice No.	Date	Period Ending	Hours	Fees	Disbursements	HST	Total
145587	August 6, 2016	August 16, 2016	87.35	\$40,893.50	\$596.19	\$5,316.16	\$46,805.85
145683	August 24, 2016	August 22, 2016	84.37	\$35,044.50	\$3,427.40	\$4,732.05	\$43,203.95
145931	August 29, 2016	August 26, 2016	17	\$5,979.00	\$258.25	\$795.24	\$7032.49
Total			188.72	\$81,917.00	\$4,281.84	\$10,843.45	\$97,042.29

GROSVENOR PARK MEDIA FUND L.P.

and

Plaintiff

ARC PRODUCTIONS LTD. ET AL

Defendants

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

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced TORONTO

AFFIDAVIT OF MARIO FORTE

GOLDMAN SLOAN NASH & HABER LLP
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Toronto ON M5G 1V2
Fax: 416-597-3370

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Sanja Sopic (LSUC #: 66487P)
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Email: sopic@gsnh.com

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

TAB 3

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

GROSVENORPARKMEDIAFUND 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., paUNDERZOO PRODUCTIONS INC., HOLE IN THE BELLY PRODUCTIONS
LTD., SIR SIMON PRODUCTION LTD., SAMURAI PRODUCTIONS LTD., THOMAS
MURRAY, KALLAN KAGAN and PETER KOZIK

Defendants

SERVICE LIST
(as at September 2,
2016)

Party	Contact
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<p>THOMAS MURRAY 302 Pinegrove Road Oakville, ON, L6K3P9</p> <p>Defendant, Fmmer Director of Arc Productions Ltd.</p>	<p>Email: jtmurray@rogers.com</p>
<p>KALLAN KAGAN 51 Park Blvd. Toronto, ON, M8W1H1</p> <p>Defendant, Former Director of Arc Productions Ltd.</p>	<p>Email: kittykallan@gmail.com</p>
<p>PETER KOZICK 302 Pinegrove Road Oakville, ON, L6K 3P9</p> <p>Defendant, Former Director of Arc Productions Ltd.</p>	<p>Email: pakozik@gmail.com</p>
<p>A.O.C. HOLDINGS INC.</p>	
<p>ACTRA PERFORMERS' RIGHTS SOCIETY 625 Church Street, Suite 300 Toronto, ON M4Y 2G1</p> <p>Secured Creditor</p>	

<p>BKRBRAC HOLDINGS INC. 500 South Buena Vista St. Burbank, CA 91521-4859</p> <p>Secured Creditor</p>	
<p>CALLIDUS CAPITAL CORPORATION Royal Trust Twr 77 King Street West, Suite 4320 Toronto, ON M5K 1K2</p> <p>Secured Creditor</p>	
<p>GOULD LEADING LTD. 1220 Yonge Street, Suite 201 Toronto, ON M4T 1W1</p> <p>Secured Creditor</p>	
<p>HEWLETT-PACKARD FINANCIAL SERVICES CANADA COMPANY 5150 Spectrum Way Mississauga, ON L4W 5G1</p> <p>Secured Creditor</p>	
<p>JOHN P. BARRINGTON 130 Carlton Street, Suite 1104 Toronto, ON M5A 4K3</p> <p>Secured Creditor</p>	
<p>NFS LEASING CANADA LTD. 40 King Street West, Suite 2100 Scotia Plaza Toronto, ON M5H 3C2</p> <p>Secured Creditor</p>	
<p>PEOPLE'S UNITED BANK One Post Office Square, Suite 3710 Boston, MA M5H 3C2</p> <p>Secured Creditor</p>	

<p>ROYAL BANK OF CANADA</p> <p>36 York Mills Road, 4th Floor Toronto, ON M2P 0A4</p> <p>Secured Creditor</p>	
<p>THE GEOFFREY BROWN FAMILY TRUST</p> <p>187 Cottingham Street Toronto, ON M4V 1C4</p> <p>Secured Creditor</p>	
<p>XEROX CANADA LTD.</p> <p>33 Bloor Street East, 3rd Floor Toronto, ON M4W 3H1</p> <p>Secured Creditor</p>	
<p>ECCLESTON LLP</p> <p>4020- 66 Wellington Street West PO Box 230, Toronto Dominion Centre Toronto, ON M5K 1J3</p> <p>Counsel to Vestacon Limited</p>	<p>Kenneth P. Eccleston Tel: 416.504.3364 Fax: 416.504.2686 Email: ken@ecclestonllp.com</p> <p>Sean Clarke Tel: 416.907.5257 Fax: 416.504.2686 Email: sean@ecclestonllp.com</p>
<p>FASKEN MARTINEAU DUMOULIN LLP</p> <p>333 Bay Street, Suite 2400 Bay Adelaide Centre Toronto ON M5H 2T6</p> <p>Counsel to Plan Group Inc.</p>	<p>Michael J.W. Round Tel: 416.868.3426 Fax: 416.364.7813 Email: mround@fasken.com</p>
<p>SIM & MCBURNEY/ SIM ASHTON & MCKAY LLP</p> <p>100 Simcoe Street, Suite 200 Toronto, ON M5H 3G2</p> <p>Counsel to Walt Disney Animation Studios</p>	<p>Patrick Cotter Tel: 416.849.8365 Fax: 416.595.1163 Email: cotter@simip.com</p>

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<p>ROB LAZEBNIK c/o Creative Artists Agency 2000 Avenue of the Stars Los Angeles, CA 90067 Attn: Matt Martin, Dan Rabinow and Craig Brody</p>	
<p>JOEL H. COHEN c/o United Talent Agency 9336 Civic Center Drive Beverly Hills, CA 90210 Attn: Geoff Morley</p>	
<p>JOEL FRINK c/o Rothman Brecher Kim Agency 9250 Wilshire Blvd., Penthouse Beverly Hills, CA 90210 Attn: Jim Ehrich</p> <p>Copy to: TAL VIGDERSON Attorney at Law 1961 Myra Avenue, Los Angeles, CA 90027</p>	
<p>DAVID SILVERMAN Sterling Silverman Inc. Verve, 6310 San Vicente Blvd., Suite 100, Los Angeles, CA 90048 Attn: Bryan Besser</p>	

<p>ICON CREATIVE STUDIO 341 Water Street Suite 200 Vancouver, BC V6T 1T3</p>	
<p>MERCURY FILMWORKS PRODUCTIONS INC. 53 Auriga Drive Ottawa, Ontario Canada K2E 8C3</p>	
<p>GULLANE (THOMAS) LIMITED and GULLANE (PRODUCTIONS) LIMITED c/o HIT Entertainment Limited 5th Floor, Maple House 149 Tottenham Court Road London, UK W1T 7NF</p>	
<p>VIDEO HOUSE LTD. Vasil Levski 14A Skopje 1000 Skopje, Macedonia</p>	
<p>V HOUSE ANIMATION LLC Jane Sandanski 21/3-5 Skopje 1000 Skopje, Macedonia</p>	

<p>ASSEMBLAGE ENTERTAINMENT PVT. LTD. 104 Marwah Complex, Off Saki Vihar Road Krishanlal Marwah Road Andheri East Mumbai, India 400 072</p>	
<p>DISCREET ART PRODUCTIONS Plot No. 30 & 31, 5th Floor, Brigade Towers, Financial District Hyderabad, India</p>	
<p>MONK STUDIOS CO. LTD. 50/1 Pattanakarn 17 Pattanakarn Road Suang Luang, Bangkok 10250</p>	
<p>SHOTGUN SOFTWARE INC. 215 Rose Avenue Venice, CA 90291 Tel: (646) 416 – 2449 Fax: (646) 349 – 3248</p>	

SCALAR DECISIONS, INC.
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Toronto, ON
M5A 1K7

TOON BOOM ANIMATION INC.
4200 St. Laurent Blvd., Suite 1020
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H2W 2R2
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SIDEX
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M5J 2M2
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35 700 Rennes
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<p>BLACK MAGIC DESIGN PTY. LTD. 2875 Bayview Drive Fremont, CA 94538</p>	<p>Dan May Video Product Sales USA, Canada, South America Tel: 1 (408) 954-0500 Fax: 1(408) 954-0508</p>
<p>SPEEDTREE 5446 Sunset Blvd., Suite 201 Lexington, SC 29072 Tel: 1 (803) 356-1999</p>	
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<p>E-ON SOFTWARE Beaverton, Oregon Tel: 866-341-4366</p>	
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<p>AUTODESK CANADA CO. 10 Rue Duke Montreal, QC. H3C 2L7 CANADA</p>	<p>Jim Lorenz Email: jim.lorenz@autodesk.com</p> <p>Juan Cuello Territory Sales Manager – Eastern Canada Media & Entertainment</p> <p>DIRECT: +1 (514) 954-3905 MOBILE: +1 (514) 290-3703</p>
<p>PIXAR’S RENDERMAN 1200 Park Avenue, Emeryville, CA 94608</p>	
<p>FINALTA CAPITAL CII-ITC INC. 3131, boul. St-Martin Ouest, Bureau 500 Laval (Québec) H7T 2Z5</p> <p>Secured Creditor</p>	<p>Maxime-Jean Gérin, CFA Président et chef de la direction</p> <p>Email: mjgerin@finaltacapital.com</p>
<p>BLANEY MCMURTRY LLP 2 Queen Street East, Suite 1500 Toronto, ON M5C 3G5</p> <p>Counsel to Sprout Media Productions, LLC and ZodiaK Kids Studio France (formerly “Marathon Media”)</p>	<p>David Ullmann Tel: 416-596-4289 Fax: 416-594-2437 Email: DUllmann@blaney.com</p>
<p>NORTON ROSE FULBRIGHT 200 Bay St Toronto, ON M5J 2Z4</p> <p>Counsel to Mattel Canada Inc.</p>	<p>Tony Reyes Tel:416.216.4825 Fax: 16.216.3930 Email: tony.reyes@nortonrosefulbright.com</p> <p>Virginie Gauthier Tel:416.216.4853 Fax:416.216.3930 Email: virginie.gauthier@nortonrosefulbright.com</p>

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<p>AIRD & BERLIS LLP 181 Bay Street, Suite 1800 Toronto, ON M5J 2T9</p> <p>Counsel to Allied Canadian</p>	<p>Steven Graff Tel: 416.865.7726 Fax: 416.863.1515 Email: sgraff@airdberlis.com</p>
<p>FASKEN MARTINEAU DU MOULIN LLP Bay Adelaide Centre 333 Bay Street, Suite 2400 P.O. Box 20 Toronto, ON M5H 2T6</p> <p>Counsel to T&J Animation LLC</p>	<p>Aubrey E. Kauffman Tel: 416.868.3538 Fax: 416.364.7813 Email: akauffman@fasken.com</p>

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BROCADE COMMUNICATIONS SWITZERLAND SARL 29 Route de l'Aéroport, Case Postale 105 CH-1215, Geneva 15, Switzerland	
BROCADE COMMUNICATIONS SYSTEMS, INC. 130 Holger Way, San Jose, California 95134 Attn: Office of the General Counsel	
BALES BEALL LLP 1 Adelaide St E, Suite 2501 Toronto, ON M5C 2V9 Counsel to FCi Technical Installations Inc.	Kristine J. Anderson Tel: 416. 203. 4548 Fax: 416. 203. 4549 Email: kanderson@balesbeall.com

GROSVENOR PARK MEDIA FUNDS L.P.

Plaintiff

ARC PRODUCTIONS, et al.

Defendants

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceedings commenced at Toronto**

MOTION RECORD OF THE RECEIVER

(Motion returnable September 6, 2016 for Amendment of the
Approval and Vesting Order and ancillary relief)

GOLDMAN SLOAN NASH & HABER LLP

Barristers & Solicitors
480 University Avenue, Suite 1600
Toronto, Ontario
M5G 1V2

Mario Forte [LSUC No. 27293F]

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Lawyers for Deloitte Restructuring Inc.