

**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 January 27, 2017 to amend Order)

January 24, 2017

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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
(returnable January 27, 2017 to amend Order)

Deloitte Restructuring Inc. in its capacity as the Court-appointed receiver and manager (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 Friday, January 27, 2017 at 9:30 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 orally.

- 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
- orally.

THE MOTION IS FOR:

1. an order amending the Order of Justice Newbould made December 22, 2016 to direct the Receiver to assign only Arc Productions Ltd. into bankruptcy and to assign any other corporate defendant into bankruptcy if the Receiver deems it necessary or advisable to do so;
2. an Order abridging the timing for filing of this Notice of Motion and the Motion Record and validating the manner of service, if applicable; and
3. such further and other relief that the moving party may request and this Honourable Court may consider just.

THE GROUNDS FOR THE MOTION ARE:

4. On December 20, 2016, the Honourable Mr. Justice Newbould of the Ontario Superior Court of Justice granted an Order authorizing the Receiver to assign Arc into bankruptcy.
5. The Receiver was advised that it cannot assign Arc into bankruptcy on a procedurally consolidated basis without a Court order. Consequently, the amended Order of Mr. Justice Newbould made December 22, 2016 was obtained procedurally consolidating the bankruptcy filings.
6. Notwithstanding the procedural consolidation, discussions between the Receiver and the Official Receiver revealed that it would be necessary to commence separate bankruptcy proceedings for all respondents.
7. Based on the fact that apart from Arc Productions Ltd., no corporate respondent carried on a separate business as more particularly disclosed in the supplement to Fourth Report filed herein, the additional costs which would be incurred in commencing and administering separate estates do not justify such additional filings at this time.

8. The proposed amendment will not prejudice any stakeholders and will likely result in a more cost effective administration.
9. Rules 1.04(1), 1.04(2), 2.03, 37 and 60.02(1)(d) of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194.
10. Such further and other grounds as counsel may advise and this Honourable Court may permit.

[intentionally left blank]

THE FOLLOWING DOCUMENTARY EVIDENCE WILL BE USED AT THE HEARING OF THE MOTION:

- (a) Supplement to the Fourth Report of the Receiver, dated January 18, 2017; and
- (b) Such further and other evidence as counsel may advise and this Honourable Court may admit.

January 24, 2017

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

TO: THE SERVICE LIST

GROSVENOR PARK MEDIA FUND L.P.

and

ARC PRODUCTIONS LTD., et al.

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

Plaintiff

Defendants

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

NOTICE OF MOTION

(Motion Returnable January 27, 2017 to amend Order)

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its affiliates

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

THE HONOURABLE MR.) FRIDAY, THE
JUSTICE NEWBOULD) 27TH DAY OF JANUARY, 2017

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., 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

ORDER

THIS MOTION is made by Deloitte Restructuring Inc. in its capacity as the Court-appointed receiver and manager (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**") for an order amending the Orders of the Honourable Mr. Justice Newbould dated December 20, 2016 and December 22, 2016 was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the supplement to the Fourth Report of the Receiver, the Orders granted by Justice Newbould on December 20, 2016 and December 22, 2016 authorizing and directing the Receiver to assign the Debtors into bankruptcy, and on hearing the submissions of counsel for the Receiver, and upon being advised that the Plaintiff consents to the proposed amendment,

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.

2. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to forthwith assign Arc Productions Ltd. into bankruptcy and if deemed necessary or advisable in the future to do so, to assign the remaining corporate defendants into bankruptcy.

3. **THIS COURT ORDERS** that except as amended by this order nothing in this Order affects the Orders granted by this Court on December 20, 2016 and December 22, 2016, in this matter.

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
(Returnable to Amend Order)

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Productions Ltd. et al.

GROSVENOR PARK MEDIA FUND L.P.

and

ARC PRODUCTIONS LTD., et al.

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

Plaintiff

Defendants

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

NOTICE OF MOTION
(Motion Returnable to Amend Order)

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the Court appointed Receiver of Arc Productions Ltd. and
its affiliates

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

**SUPPLEMENT TO THE FOURTH REPORT OF DELOITTE RESTRUCTURING INC.,
RECEIVER OF ARC PRODUCTIONS LTD., ET AL.**
(January 18, 2017)

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");
- (c) a third report of the Receiver dated September 2, 2016 in connection with the Receiver's assignment of the Peter Street lease to the landlord and other relief
- (d) a fourth report of the Receiver dated December 5, 2016 in connection with the Receiver's recommendation, should GP's bankruptcy motion be granted, to authorize and direct the Receiver to pay such amounts to the Trustee in Bankruptcy (the "Trustee") as may be required to fund Arc's bankruptcy estate from the receivership proceeds eligible to be distributed to GP by the Receiver, from proceeds in the Receiver's possession.

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 Supplement to the Fourth 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 Supplement to the Fourth 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 Supplement to the Fourth Report in its capacity as a Court-appointed officer to support the Court's approval of the relief being sought. Parties using the Supplement to the Fourth 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 Supplement to the Fourth Report to report on the following issues and to provide support for the Receiver's recommendation that the Court provide the relief sought:

- (a) the assignment of Arc Productions Ltd. into bankruptcy and if deemed necessary or advisable in the future to do so, to assign any of the other corporate defendants into bankruptcy; and,
- (b) the Receiver's recommendation 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 was 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, GP 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 as Amended Interim Receivership Order (the "August 2, 2016 Order").
10. Pursuant to paragraph 14 of the August 2, 2016 Order, the employment of the employees of Arc and the Corporate Guarantors (as defined therein) was deemed to have been terminated as of August 1, 2016. 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. Bankruptcy of Arc Productions Ltd. on a Standalone Basis

12. On Tuesday, December 20, 2016, an Order (the "December 20 Order") was granted by the Honourable Mr. Justice Newbould that authorized and directed the Receiver to assign the Arc Productions Ltd. and the other corporate Defendants into bankruptcy. The Order also empowered and authorized, but not obligated, the Receiver to act as the Trustee of the Company.
13. The Receiver has since determined that only Arc Productions Ltd. should be assigned into bankruptcy at this time to avoid an unnecessary multiplicity of proceedings further supported by the following:

- (a) The Receiver has obtained an independent, written legal opinion from Goldman Sloan Nash & Haber LLP (“GSNH”) with respect to the validity and enforceability of GP’s security (the “Security Opinion”). According to the Security Opinion, it is GSNH’s view that, subject to the customary qualifications and limitations included therein, GP’s security is valid and enforceable against all of the assets, properties and undertakings of Arc. A copy of the Security Opinion is attached as Appendix “A” in the Fourth Report of the Receiver. All federal and provincial tax credits are specifically pledged as security for the advances of GP to Arc. The bankruptcy of these special purpose entities would not affect the security interest of GP in these entities;
- (b) All of the other corporate defendants are wholly owned subsidiaries of Arc Productions Ltd.;
- (c) All operating and payroll bank accounts were held under the name of Arc. Blocked bank accounts were set up for other entities for the purposes of collecting tax credit refunds from Canada Revenue Agency and remitting to GP;
- (d) All leases and equipment contracts entered into were between the vendors and Arc;
- (e) All employment contracts entered into were between the employees and Arc; and

- (f) All accounting transactions were recorded under Arc and at year end, Arc's accounting staff would deconsolidate the records into separate entities for tax purposes. Audited financial statements are prepared annually under the consolidated entity Arc.

If there is a necessity to file assignments for the other corporate defendants, the Receiver will consider doing so.


D. Recommendation

- 14. The Receiver recommends that the Court make an order:
 - (a) Authorizing the Receiver to assign Arc Productions Ltd. into bankruptcy and if deemed necessary or advisable in the future to do so, to assign any of the other corporate defendants into bankruptcy.

All of which is respectfully submitted at Toronto, Ontario this 18th day of January 2017.

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

Per:



Paul M. Casey, CPA, CA, FCIRP
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
(COMMERCIAL LIST)

Proceeding commenced at Toronto

SUPPLEMENT TO THE FOURTH REPORT
OF THE RECEIVER
(January 18, 2017)

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

**E-MAIL
SERVICE LIST**
(as at December 20,
2016)

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GROSVENOR PARK MEDIA FUNDS L.P.

ARC PRODUCTIONS, et al.

Defendants

Plaintiff

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 January 27, 2017 to amend Order)

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