

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE)
JUSTICE KOEHNEN)

TUESDAY, THE 14TH
DAY OF APRIL, 2020

BETWEEN:

TRUIST BANK, AS AGENT

Applicant

- and-

KEW MEDIA GROUP INC. and KEW MEDIA INTERNATIONAL (CANADA) INC.

Respondents

APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, R.S.C. 1985 C. B-3, AS AMENDED, AND SECTION 101 OF THE
COURTS OF JUSTICE ACT, R.S.O. 1990, C. C-43, AS AMENDED

REPAYMENT AND DISTRIBUTION ORDER

THIS MOTION, made by FTI Consulting Canada Inc., in its capacity as the Court-appointed receiver (in such capacity, the “**Receiver**”) of the undertaking, property and assets of Kew Media Group Inc. and Kew Media International (Canada) Inc. (collectively, the “**Kew Group**”) for, among other things, an Order in substantially the form set out at Tab 5 of the Receiver’s Motion Record was heard this day by way of teleconference hearing because of the COVID 19 pandemic.

ON READING the Receiver’s Motion Record, filed, in respect of this motion, including the Notice of Motion, the Receiver’s First Report dated April 6, 2020 (the “**First Report**”) and the draft forms of Orders sought by the Receiver;

AND UPON hearing the submissions of counsel for each of the Receiver, and Truist Bank

no one else appearing for any other person on the service list, although duly served as appears from the affidavit of service of Cathy Pellegrini sworn April 7, 2020, filed;

TIME FOR SERVICE

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

AMENDMENT OF THE STYLE OF CAUSE

2. **THIS COURT ORDERS** that the style of cause of the within proceedings is hereby amended to remove Architect Films Inc., as a respondent such that the style of cause shall hereinafter be as follows:

Court File No. CV-20-00637081-00CL

**ONTARIO
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AUTHORIZATION OF REPAYMENT OF BORROWINGS

3. **THIS COURT ORDERS** that the Receiver is hereby authorized to repay any portion of the principal sums advanced to it pursuant to a receiver's certificate, together with interest thereon and all reasonable expenses incurred by the holder or holders of such receiver's

certificate, all in accordance with the Order of this Court dated February 28, 2020 (the "Appointment Order"), in the within proceedings.

DISTRIBUTION TO TRUIST BANK, AS AGENT

4. **THIS COURT ORDERS** that, subject to the establishment of reasonable reserves in the discretion of the Receiver (including, without limitation, on account of any priority claims and the Receiver's present and anticipated future costs of administration), the Receiver is hereby authorized to distribute from time to time any proceeds of sale or other realizations by the Receiver pursuant to the powers granted to the Receiver in the Appointment Order, other than the Purchase Price received for the TCB Shares, in each case to Truist Bank, as administrative agent for Truist Bank, Bank of Montreal and Toronto-Dominion Bank, provided that the aggregate amount so distributed shall not exceed the obligations of the Kew Group to such lenders. For greater certainty, the net sale proceeds resulting from the sale of the TCB Shares shall not be distributed without further Order of this Court.

GENERAL

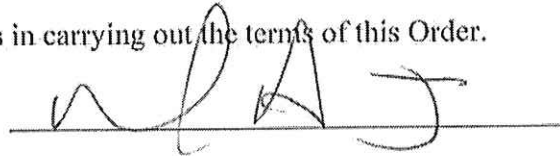
5. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada against all persons, firms, corporations, governmental, municipal and regulatory authorities against whom it may be enforceable.

6. **THIS COURT ORDERS AND REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province to act in aid of and to be complementary to this Court in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance as may be necessary or desirable to give effect to this

Order or to assist the Receiver and its agents in carrying out the terms of this Order.
ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

APR 14 2020

PER / PAR:



TRUIST BANK, AS AGENT

Applicant

-and-

KEW MEDIA GROUP INC. and KEW MEDIA INTERNATIONAL (CANADA) INC.

Respondents

Court File No: CV-20-00657081-00CL

ONTARIO
**SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**
Proceeding Commenced at TORONTO

REPAYMENT AND DISTRIBUTION ORDER

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(Canada) Inc.