

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

THE HONOURABLE) TUESDAY, THE 8th
)
JUSTICE MCEWEN) DAY OF DECEMBER, 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***

**ORDER
(TCB 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 3 of the Receiver’s Motion Record was heard this day via Zoom because of the COVID-19 emergency.

ON READING the Receiver’s Motion Record, including the Receiver’s Third Report dated November 23, 2020 (the “**Third Report**”);

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 Elizabeth Nigro sworn November 23, 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.

DISTRIBUTION TO TRUIST BANK, AS AGENT

2. **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 the proceeds of the sale of the TCB Shares (as defined in the Third Report) 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.

GENERAL

3. **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.

4. **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.

A handwritten signature in cursive script, appearing to read 'McE T.', is positioned above a solid horizontal line.

<p>TRUIST BANK, AS AGENT</p> <p style="text-align: right;">Applicant</p> <p>-and-</p> <p>KEW MEDIA GROUP INC. and KEW MEDIA INTERNATIONAL (CANADA) INC.</p> <p style="text-align: right;">Respondents</p>	<p style="text-align: right;">Court File No: CV-20-00637081-00CL</p>
<p>8 Dec 20</p> <p>Order to go, on an unopposed basis, as per the draft filed and signed. I am satisfied that Ontario is the appropriate jurisdiction based on the filed record and the submissions set out in the factum, and that the Agent has enforceable security. The proposed distribution is fair and reasonable.</p> <p style="text-align: right;"><i>McE T.</i></p>	<p style="text-align: center;">ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST) Proceeding Commenced at TORONTO</p> <hr/> <p style="text-align: center;">ORDER (TCB Distribution Order)</p> <p>TORYS LLP 79 Wellington St. W., Suite 3000 Box 270, TD Centre Toronto, Ontario M5K 1N2 Fax: 416.865.7380</p> <p>David Bish (LSO#: 41629A) Tel: 416.865.7353 Email: dbish@torys.com</p> <p>Tony DeMarinis (LSO#: 29451Q) Tel: 416.865.8162 Email: tdemarinis@torys.com</p> <p>Adam Slavens (LSO#:54433J) Tel: 416.865.7333 Email: aslavens@torys.com</p> <p>Lawyers for FTI Consulting Canada Inc., the Court-appointed Receiver and Manager of Kew Media Group Inc. and Kew Media International (Canada) Inc.</p>