

Court File No. 31-2801364
Estate No. 31-2801364

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

THE HONOURABLE MADAM) MONDAY, THE 13TH
)
JUSTICE DIETRICH) DAY OF JUNE, 2022
)

IN THE MATTER OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, RSC 1985, c B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL OF
BREAKTHROUGH ENTERPRISES INC. OF THE CITY OF TORONTO IN THE PROVINCE
OF ONTARIO

AND IN THE MATTER OF EIGHT RELATED INTENDED PROPOSALS

**ORDER
(Vesting Order)**

THIS MOTION, made by the Applicants, for an Order approving the vesting of the Christmas Hill Assets (defined below) in Christmas Hill Productions Inc. (“**Christmas Hill**”), pursuant to the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended (the “**BIA**”), was heard this day by video conference.

ON READING the Affidavit of Mike McGuigan affirmed June 8, 2022, and on reading the Fourth Report of Dodick Landau Inc. dated June 10, 2022 in its capacity as proposal trustee of the Applicants (the “**Proposal Trustee**”), and on hearing the submissions of counsel for the Applicants, as well as all persons present as stated in the counsel slip, no one appearing for any other person on

the service list, although properly served as appears from the affidavit of service of Shaun Parsons sworn June 9, 2022, filed:

SERVICE

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

VESTING OF CHRISTMAS HILL ASSETS

2. **THIS COURT ORDERS AND DECLARES** that all of 2447134 Ontario Inc.'s ("**244**") right, title and interest in and to the Christmas Hill Assets, being three seasonal television movie productions that are already at the filming stage and related agreements, as set out in Schedule "A" hereto, (the "**Christmas Hill Assets**") shall vest absolutely in and to Christmas Hill, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, claims of ownership or authorship, adverse claims, licenses or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise or any encumbrance of any nature which, in substance, secures payment or performance of an obligation (all of which are collectively referred to as "**Claims**") and, for greater certainty, this Court orders that all of the Claims affecting or relating to the Christmas Hill Assets as at the date of this Order are hereby expunged and discharged as against the Christmas Hill Assets.

3. **THIS COURT ORDERS AND DECLARES** that 244 is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary for the conveyance of the Christmas Hill Assets to Christmas Hill.

4. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Christmas Hill Assets shall stand in the place and stead of the Christmas Hill Assets, and all Claims shall attach to the net proceeds from the sale of the Christmas Hill Assets with the same priority as they had with respect to the Christmas Hill Assets, as if the Christmas Hill Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

5. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proposal proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the BIA in respect of the Company and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Company;

the vesting of the Christmas Hill Assets in Christmas Hill pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Company and shall not be void or voidable by creditors of the Company, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor

shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

ORDER EFFECTIVE IMMEDIATELY

6. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date of this Order without any need for entry and filing.

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Proposal Trustee and its agents 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 to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Proposal Trustee and its agents in carrying out the terms of this Order.



Schedule "A"

BD

The Holiday Switch

- i) Option Agreement between Melissa Hill and 2447134 Ontario Inc. dated November 20, 2021;
- ii) Writer's Agreement between Isabel Drean and 24447134 Ontario Inc. dated December 1, 2021;
- iii) Assignment of Rights between 2447134 Ontario Inc. and Christmas Hill Productions Inc. dated April 1, 2022;

Christmas on the Rocks

- i) Option Agreement between Melissa Hill and 2447134 Ontario Inc. dated March 1, 2022;
- ii) Writer's Agreement between Isabel Drean and 24447134 Ontario Inc. dated March 2, 2022;
- iii) Assignment of Rights between 2447134 Ontario Inc. and Christmas Hill Productions Inc. dated April 1, 2022;

A Vintage Christmas

- i) Option Agreement between Melissa Hill and 2447134 Ontario Inc. dated March 14, 2022;
- ii) Writer's Agreement between Isabel Drean and 24447134 Ontario Inc. dated March 15, 2022;
- iii) Assignment of Rights between 2447134 Ontario Inc. and Christmas Hill Productions Inc. dated April 1, 2022.

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1985, c B-3, AS AMENDED**

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ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

ORDER

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