

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

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

THE HONOURABLE MADAM ) MONDAY, THE 13<sup>TH</sup>  
 )  
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  
(Substantive Consolidation)**

**THIS MOTION**, made by the Applicants, for an Order: substantively consolidating the Applicants, 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, 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.

## **SUBSTANTIVE CONSOLIDATION**

2. **THIS COURT ORDERS** that the Proposal Trustee may administer the proposal proceedings under Part III, Division I of the BIA of the Applicants on a consolidated basis, respectively being:

- (a) the present proceeding;
- (b) the matter of the notice of intention to make a proposal of Breakthrough Entertainment Inc., Estate and Court File No. 31-2801365;
- (c) the matter of the notice of intention to make a proposal of Breakthrough Films & Television Inc., Estate and Court File No. 31-2801367;
- (d) the matter of the notice of intention to make a proposal of Breakthrough Merchandising Inc., Estate and Court File No. 31-2801368;
- (e) the matter of the notice of intention to make a proposal of Breakthrough New Media Inc., Estate and Court File No. 31-2801369;
- (f) the matter of the notice of intention to make a proposal of Breakthrough Post Inc., Estate and Court File No. 31-2801370;
- (g) the matter of the notice of intention to make a proposal of Breakthrough Publishing Inc., Estate and Court File No. 31-2801371;

- (h) the matter of the notice of intention to make a proposal of Oak Room Productions Inc., Estate and Court File No. 31-2801373; and
  - (i) the matter of the notice of intention to make a proposal of 2447134 Ontario Inc., Estate and Court File No. 31-2801374
- (collectively, the “**Consolidation Entities**”)

3. **THIS COURT ORDERS** that the Proposal Trustee is authorized to carry out its administrative duties and responsibilities as proposal trustee under the BIA as if such proposal proceedings were a single proposal proceeding under the BIA, including, without limitation, as follows:

- (a) meetings of creditors of the Consolidation Entities may be convened through one combined advertisement and conducted jointly;
- (b) the Proposal Trustee is authorized to adhere to and implement any consolidated claims procedure for the identification and quantification of claims against the Consolidation Entities for voting and distribution purposes;
- (c) the Proposal Trustee is authorized to issue consolidated reports in respect of the Consolidation Entities;
- (d) the Proposal Trustee is authorized to deal with all filings and notices relating to the proposal proceedings of the Consolidation Entities as required under the BIA on a consolidated basis; and

(e) the Proposal Trustee is authorized to file consolidated cash-flow statements in respect of the Consolidation Entities.

4. **THIS COURT ORDERS** that the Consolidation Entities are authorized to present a single, consolidated proposal to their creditors (the “**Consolidated Proposal**”) for consideration at a duly convened meeting of the creditors of the Consolidation Entities, without prejudice to the right of any creditor of any one of the Consolidation Entities to object to the substantive consolidation contained in such Consolidated Proposal.

**ORDER EFFECTIVE IMMEDIATELY**

5. **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.

A handwritten signature in cursive script, reading "Dietrich J.", is written above a horizontal line.

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

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**AND IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A  
PROPOSAL OF BREAKTHROUGH ENTERPRISES INC. OF THE CITY OF  
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**AND IN THE MATTER OF EIGHT RELATED INTENDED PROPOSALS**

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

Proceedings commenced at Toronto

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**ORDER**

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