07 - Hamilton 32-1871307

Ontario

Court No. Estate No.

32-1871307

FORM 67 Notice of Bankruptcy and First Meeting of Creditors

(Subsection 102(1) of the Act)

In the Matter of the Bankruptcy of Silicon Knights Inc. of the City of St. Catharines in the Regional Municipality of Niagara in the Province of Ontario

Take notice that:

- 1. Silicon Knights Inc. filed (or was deemed to have filed) an assignment on the 16th day of May 2014, and the undersigned, Collins Barrow Toronto Limited, was appointed as trustee of the estate of the bankrupt by the official receiver (or the Court), subject to affirmation by the creditors of the trustee's appointment or substitution of another trustee by the creditors.
- 2. The first meeting of creditors of the bankrupt will be held on the 5th day of June 2014, at 11:00 AM, at the office of Collins Barrow Toronto Limited, at 11 King Street West, Suite 700, Toronto, Ontario.
- 3. To be entitled to vote at the meeting, a creditor must lodge with the trustee, before the meeting, a proof of claim and, where necessary, a proxy.
- 4. Enclosed with this notice is a proof of claim form, proxy form, and list of creditors with claims amounting to \$25 or more showing the amounts of their claims.
- 5. Creditors must prove their claims against the estate of the bankrupt in order to share in any distribution of the proceeds realized from the estate.

Dated at the City of Toronto in the Province of Ontario, this 23rd day of May 2014.

Collins Barrow Toronto Limited - Trustee

Per:

Bryan Tannembaum

11 King Street W., Suite 700, Box 27

Toronto ON M5H 4C7

Phone: (416) 480-0160 Fax: (416) 480-2646

Ontario

Division No.

Court No. Estate No.

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07 - Hamilto	ш

X Original

Amended

-- Form 78 --

Statement of Affairs (Business Bankruptcy) made by an entity (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

> In the Matter of the Bankruptcy of Silicon Knights Inc. of the City of St. Catharines in the Regional Municipality of Niagara in the Province of Ontario

To the bankrupt:

You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the bankruptcy, on the 16th day of May 2014. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

LIABILITIES (as stated and estimated by the officer)

1. Unsecured creditors as per list "A"	18,287,941.78
Balance of secured claims as per list "B"	0.00
Total unsecured creditors	18,287,941.78
2. Secured creditors as per list "B"	0.00
3. Preferred creditors as per list "C"	0.00
4. Contingent, trust claims or other liabilities as per list "D" estimated to be reclaimable for	500,000.00
Total liabilities.	18,787,941.78
Surplus	NIL

ASSETS (as stated and estimated by the officer)

(40 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0		
1. Inventory		0.00
2. Trade fixtures, etc		0.00
3. Accounts receivable and other receivables, as per list "E"		
Good		
Doubtful 0.00		
Bad 0.00		
Estimated to produce		312,303.69
4. Bills of exchange, promissory note, etc., as per list "F"		0.00
5. Deposits in financial institutions		118,071.70
6. Cash		0.00
7. Livestock		
8. Machinery, equipment and plant		
9. Real property or immovable as per list "G"		
10. Furniture		
11 RRSPs, RRIFs, life insurance, etc		
12. Securities (shares, bonds, debentures, etc.)		
13. Interests under wills		
14. Vehicles		
15. Other property, as per list "H"		
If bankrupt is a corporation, add:		
Amount of subscribed capital	0.00	
Amount paid on capital	0.00	
Balance subscribed and unpaid		0.00
Estimated to produce		0.00
Total assets		464,375.39
Deficiency	-	18,323,566.39

I, Michael Mays, of the City of Oakville in the Province of Ontario, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of my affairs on the 16th day of May 2014 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED)

before me at the City of Toronto h the Province of Ontario, on this 16th day of May 2014.

Bryan Talgran Gammissioner of Oaus For the PuBryan Affail Taillenbaum, a Commissioner, etc.,

Expires Algrovince of Ontario, for Collins Barrow
Toronto LLP, Chartered Accountants, and Collins Barrow Toronto Limited, Trustee in Bankruptcy. Expires August 8, 2016.

District of: Division No. Court No. Estate No. Ontario 07 - Hamilton

FORM 78 -- Continued

List "A" Unsecured Creditors

Silicon Knights Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	Activision	5600 West 83rd Street, 8200 Tower, Suite 400 Bloomington MN 55437 USA	1,400,000.00	0.00	1,400,000.00
2	Allstream 914541	P.O. Box 5300, Stn Main Winnipeg MB R3C 0C1	249.12	0.00	249.12
3	AMEX Bank of Canada 3735 904835 61006	101 McNabb Street Markham ON L3R 4H8	1,234.71	0.00	1,234.71
4	AMEX Bank of Canada 3735 904875 61002	101 McNabb Street Markham ON L3R 4H8	2,860.40		2,860.40
5	BlueRange Technology 115113	2590 Sheridan Garden Drive Oakville ON L6J 7R2	1,158.19	0.00	1,158.19
6	BMW Group Financial Services Canada	50 Ultimate Drive Richmond Hill ON L4S 0C8	9,800.00	0.00	9,800.00
7	Cogeco Cable Canada Inc. 70611-712596-01-1-01	Cogeco Payment Centre, P.O. Box 4613, Stn "A" Toronto ON M5W 0E3	418.18	0.00	418.18
8	Dell Financial Services Canada Limited	155 Gordon Baker Road, Suite 501 North York ON M2H 3N5	1.00	0.00	1.00
9	Denis Dyack	8 Bristol Court St. Catharines ON L2N 7J3	1.00	0.00	1.0
10	DHL 8069	18 Parkshore Drive Brampton ON L6T 5M1	11.30	0.00	11.
11	Dimock Stratton LLP 30160003	20 Queen Street W., 32nd Flr. 63 Toronto ON M5H 3R3		0.00	632.8
12	Encore Legal Solutions, Inc. N/A	3255 E. Elwood Street, Suite 110 Phoenix AZ 85034 USA	37,548.26	0.00	37,548.2
13		620 Crossroads Blvd. Cary NC 27518 USA	9,500,000.00	0.00	9,500,000.0
14	Federal Economic Development Agency for Southern Ontario Attn: Scott Millie	101 Fredrick Street, Room 702 Kitchener ON N2H 6R2	3,750,000.00	0.00	3,750,000.0
15	Finance Sholars Group N/A	Two Theatre Square, Suite 218 Orinda CA 94563 USA	21,651.63	0.00	21,651.6
16	6 IBM Canada Ltd. Customer No. 704819		3,072.18	0.00	3,072.1
17	Interactive Studio Management N/A	c/o Clyde Grossman, 979 Piedmont Drive Sacramento CA 95822	86,029.46	0.00	86,029.4
18	J. Mark Holland & Associates N/A	19800 MacArthur Blvd., Suite 300 Irvine CA 92612 USA	1,936.74	0,00	1,936.
19	Johnson-Laird Inc. N/A	850 NW Summit Avenue Portland OR 97210 USA	15,242.85	0.00	15,242.
20	N/A	237 La Quinta Drive Windsor CA 95492 USA	21,349.53		21,349.
21	Kilpatrick Townsend N/A	4208 Six Forks Rd., Suile 100 Raleigh NC 27609 USA	118,609.29		118,609.
22	N/A	One St. Paul Street, Suite 400 St. Catharines ON L2R 7L3	810,368.05		810,368.
23	Kreig, Keller, Sloan, Roman & Holland LLP N/A	555 Montgomery Street, 17th Fir. San Francisco CA 94111 USA	1,212,295.14		1,212,295.
24	Legal Vision Inc.	96 Jessie Street, 3rd Floor San Francisco CA 94105 USA	42,800.0	0.00	42,800.

16-May-2014

Date

Michael Mays

District of: Division No. Court No. Ontario 07 - Hamilton

Estate No.

FORM 78 -- Continued

List "A" Unsecured Creditors

Silicon Knights Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
25	Morneau Shepell 111147.0001	P.O. Box 8124, Postal Stn "F" Toronto ON M4Y 2Z2	723.75	0.00	723.75
26	Niagara Regional Broadband Nelwork N/A	600 Ontario St., P.O. Box 28024 St. Catharines ON L2N 4R0	10,597.56	0.00	10,597.56
27	Robert Zdybel N/A	PO Box 46 Round Mountain CA 96084 USA	8,242.87	0.00	8,242.87
28	Rogers AT&T 453317554	PO Box 9100 Don Mills ON M3C 3P9	6,048.88	0.00	6,048.88
29	29 Ross Lillo 156 McBride Drive 1.00 St. Catharines ON L2S 4E2		0.00	1.00	
30	Self Management Resources Corp. SIL001	155 Rexdale Blvd., Suite 304 Toronto ON M9W 5Z9	7.91	0.00	7.91
31	Shred-it International Inc. 11271714	1218 South Service Road W. Oakville ON L6L 5T7	148.31	0.00	148.31
32	Telefilm Canada	474 Bathurst Street Toronto ON M5T 2S6	1,050,000.00	0.00	1,050,000.00
33	Thornton Grout Finnigan LLP N/A	100 Wellington St. W., Suite 3200, PO Box 329 Toronto ON M5K 1K7	15,127,22	0.00	15,127.22
34	US Bank of Canada 4715 3652 0002 0480	120 Adelaide St. W., PO Box 2300 Toronto ON M5H 1T1	1,338.59	0.00	1,338.59
35	Van Houtte Coffee Services LP 2009-138152	428 Millen Rd., UN 15 Stoney Creek ON L8E 3N9	909.64	0.00	909.64
36	Womble Carlyle Sandridge & Rice N/A	150 Fayetteville St., Suite 2100 Raleigh NC 27601USA	157,526.17	0.00	157,526.17
		Total:	18,287,941.78	0.00	18,287,941.78

16-May-2014

District of: Division No. Court No. Estate No.

Ontario 07 - Hamilton

FORM 78 -- Continued

List "B" Secured Creditors

Silicon Knights Inc.

No.	Name of creditor	Address	Amount of claim	Particulars of security	When given	Estimated value of security	Estimated surplus from security	Balance of claim
		Total:	0.00			0.00	0.00	0.00

16-May-2014

Court No. Estate No.

Ontario 07 - Hamilton

FORM 78 -- Continued

List "C"
Preferred Creditors for Wages, Rent, etc.

Silicon Knights Inc.

No.	Name of creditor	Address and occupation			Amount of claim	Amount payable in full	Difference ranking for dividend	
		0.00	0.00	0.00				

16-May-2014

Court No. Estate No. Ontario 07 - Hamilton

FORM 78 -- Continued

List "D"
Contingent or Other Liabilities

Silicon Knights Inc.

No.	Name of creditor or claimant	Address and occupation	Amount of liability or claim	Amount expected to rank for dividend	Date when liability incurred	Nature of liability
1	Ontario Media Development Corporation Attn: Patrick Dervin	175 Bloor Street East, South Tower, Suite 501 Toronto ON M4W 3R8	500,000.00	0.00		non-recourse loan
		500,000.00	0.00			

16-May-2014

Ontario 07 - Hamilton

Court No. Estate No.

FORM 78 -- Continued

List "E" Debts Due to the Bankrupt

Silicon Knights Inc.

No.	Name of debtor	Address and occupation	nature or dept	Amount of debt (good, doubtful, bad)	Folio of ledgers or other book where particulars to be found	When contracted	Estimated to produce	Particulars of any securities held for debt
1	Canada Revenue Agency	290 Empire Avenue St.John's NL A1B 3Z1	HST Refund	14,344.69 0.00 0.00		30-Apr-2014	14,344.69	None
2	Canada Revenue Agency (OMDC)	290 Empire Avenue St.John's NL A1B 3Z1	Ontario Interactive Digital Media Development Corporation Credit	297,959.00 0.00 0.00		31-Dec-2012	297,959.00	2012 tax credit
		-	312,303.69 0.00 0.00			312,303.69		

16-May-2014

Court No. Estate No. Ontario 07 - Hamilton

FORM 78 -- Continued

List "F"

Bills of Exchange, Promissory Notes, Lien Notes, Chattel Mortgages, etc., Available as Assets

Silicon Knights Inc.

No.	Name of all promissory, acceptors, endorsers, mortgagors, and guarantors	Address	Occupation	Amount of bill or note, etc.	Date when due	Estimated to produce	Particulars of any property held as security for payment of bill or note, etc.
	*		0.00		0.00		

16-May-2014

District of: Division No. Court No. Ontario

Estate No.

07 - Hamilton

FORM 78 -- Continued

List *G* Real Property or Immovables Owned by Bankrupt

Silicon Knights Inc.

Description of property	Nature of bankrupt interest	In whose name does title stand	Total value	Particulars of mortgages, hypothecs, or other encumbrances (name, address, amount)	Equity or surplus
Total:					0.00

16-May-2014

District of: Division No. Court No.

Ontario 07 - Hamilton

Estate No.

FORM 78 - Concluded

List "H" Property

Silicon Knights Inc.

FULL STATEMENT OF PROPERTY

Nature of property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade			0.00	0.00
(b) Trade fixtures, etc.			0.00	0.00
(c) Cash in financial institutions	BMO Bank of Montreal 31 King St., PO Box 520 St. Catharines ON L2R 6W7	0033 1064 586	118,071.70	118,071.70
(d) Cash on hand			0.00	0.00
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture			0.00	0.00
(h) Life insurance policies, RRSPs, etc.			0.00	0.00
(i) Securities			0.00	0.00
(j) Interests under wills, etc.			0.00	0.00
(k) Vehicles			0.00	0.00
(I) Taxes			0.00	0.00
(m) Other		Beard Winter - Unused portion of retainer	0.00	34,000.00
			Total	152,071.70

16-May-2014

Court No.

File No.

In the Matter of the Bankruptcy of Silicon Knights Inc. of the City of St. Catharines in the Regional Municipality of Niagara in the Province of Ontario

Form 78 (Bill C-12) Statement of affairs (Business bankruptcy)

Collins Barrow Toronto Limited - Trustee

11 King Street W., Suite 700, Box 27 Toronto ON M5H 4C7 Phone: (416) 480-0160 Fax: (416) 480-2646

Collins Barrow Toronto Limited
11 King Street W., Suite 700, Box 27
Toronto ON M5H 4C7
Phone: (416) 480-0160 Fax: (416) 480-2646

District of: Ontario
Division No. 07 - Hamilton
Court No. 32-1871307
Estate No. 32-1871307

FORM 31 Proof of Claim

(Sections 50.1, 81.5, 81.6, Subsections 65.2(4), 81.2(1), 81.3(8), 81.4(8), 102(2), 124(2), 128(1), and Paragraphs 51(1)(e) and 66.14(b) of the Act)

In the Matter of the Bankruptcy of Silicon Knights Inc. of the City of St. Catharines in the Regional Municipality of Niagara in the Province of Ontario

All notices	or correspondence regarding this claim must be forwarded to the following address:
	matter of the bankruptcy of Silicon Knights Inc. of the City of St. Catharines in the Province of Ontario and the claim of , creditor (name of creditor or representative of the creditor), of the city of in the f, do hereby certify:
province of	f, do hereby certify:
1. Th creditor).	at I am a creditor of the above named debtor (or I am (position/title) of
2. Th	at I have knowledge of all the circumstances connected with the claim referred to below.
\$countercla	nat the debtor was, at the date of bankruptcy, namely the 16th day of May 2014, and still is, indebted to the creditor in the sum of, as specified in the statement of account (or affidavit) attached and marked Schedule "A", after deducting any ims to which the debtor is entitled. (The attached statement of account or affidavit must specify the vouchers or other evidence in the claim.)
4. (C	heck and complete appropriate category.)
	A. UNSECURED CLAIM OF \$
	(other than as a customer contemplated by Section 262 of the Act)
Т	hat in respect of this debt, I do not hold any assets of the debtor as security and (Check appropriate description.)
	Regarding the amount of \$, I claim a right to a priority under section 136 of the Act.
	Regarding the amount of \$, I do not claim a right to a priority. (Set out on an attached sheet details to support priority claim.)
	B. CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$
Th	nat I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows: (Give full particulars of the claim, including the calculations upon which the claim is based.)
	C. SECURED CLAIM OF \$
(0	nat in respect of this debt, I hold assets of the debtor valued at \$ as security, particulars of which are as follows: Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)
	D. CLAIM BY FARMER, FISHERMAN OR AQUACULTURIST OF \$
Tł	nat I hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$ (Attach a copy of sales agreement and delivery receipts.)

FORM 31 --- Concluded

	E. CLAIM BY WAGE EARNER OF \$						
	That I hereby make a claim under subsection 81.3(8) of the Act in the amount of \$,						
	That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$,						
	F. CLAIM BY EMPLOYEE FOR UNPAID AMOUNT REGARDING PENSION PLAN OF \$						
	That I hereby make a claim under subsection 81.5 of the Act in the amount of \$,						
	That I hereby make a claim under subsection 81.6 of the Act in the amount of \$,						
	G. CLAIM AGAINST DIRECTOR \$						
Ť	to be completed when a proposal provides for the compromise of claims against directors.) nat I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows: nive full particulars of the claim, including the calculations upon which the claim is based.)						
	H. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$						
	nat I hereby make a claim as a customer for net equity as contemplated by section 262 of the Act, particulars of which are as follows: Give full particulars of the claim, including the calculations upon which the claim is based.)						
5. T debtor wit	5. That, to the best of my knowledge, I(am/am not) (or the above-named creditor(is/is not)) related to the debtor within the meaning of section 4 of the Act, and(have/has/have not/has not) dealt with the debtor in a non-arm's-length manner.						
within the and the d immediate	nat the following are the payments that I have received from, and the credits that I have allowed to, and the transfers at undervalue meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor ebtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) ely before the date of the initial bankruptcy event within the meaning of Section 2 of the Act: (Provide details of payments, credits and at undervalue.)						
7. (pplicable only in the case of the bankruptcy of an individual.)						
	Whenever the trustee reviews the financial situation of a bankrupt to redetermine whether or not the bankrupt is required to make payments under section 68 of the Act, I request to be informed, pursuant to paragraph 68(4) of the Act, of the new fixed amount or of the fact that there is no longer surplus income.						
	☐ I request that a copy of the report filed by the trustee regarding the bankrupt's application for discharge pursuant to subsection 170(1) of the Act be sent to the above address.						
Dated at _	, this day of,,						
:(e=	Witness						
	Phone Number:						
	Fax Number :						
	E-mail Address :						
NOTE:	If an affidavit is attached, it must have been made before a person qualified to take affidavits.						
WARNINGS:	A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor.						
	Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.						

Page 2 of 2

Instructions to Creditors

General

Creditors are required to file their claims with the Trustee prior to the time appointed for the meeting of creditors in order to be eligible to vote.

The proper name of the claimant and its complete address, to which all notices or correspondence are to be forwarded, must be shown.

The proof of claim form must be completed by a person, not by a corporation. The person completing the proof of claim form on behalf of a corporation shall indicate his official capacity, such as "Credit Manager", "Secretary", "Authorized Agent", etc.

All sections of the proof of claim must be completed. Any non-applicable wording should be crossed out.

The signature of the creditor or declarant on the claim must be witnessed.

Paragraph 3

Insert the total amount owed and attach supporting documentation which agrees to the amount owed. The supporting documentation can be in the form of an invoice or a detailed statement of account which shows the date, the number and the amount of all the invoices or charges, together with the date, the number and the amount of all credits or payment. A statement of account is not complete if it begins with an amount brought forward.

Paragraph 4

Complete the subsection(s) that applies depending on the nature of your claim. Strike out those subsections which do not apply. For example, trade creditors complete subsection A and secured creditors complete subsection C. In subsection A, the total amount of your unsecured claim is inserted in the first space, and the portions claimed as priority versus no priority are split out in the following two spaces. The priority under section 136 of the Act referred to in subsection A may include the claims of employees of the bankrupt for wage arrears, commissions or expenses; a landlord for rent arrears and acceleration rent, if included in the lease; municipalities, if their claims are not a charge against title; and departments of federal and provincial governments.

All Secured Creditors must attach to their proofs of claim, a certified true copy of their security documents and details of registration.

Paragraph 5

All claimants must indicate whether or not they are related to the debtor, as defined by The Bankruptcy & Insolvency Act, by striking out "AM" or "AM NOT" and "HAVE" or "HAVE NOT".

Paragraph 6

All claimants must attach a detailed list of all payments or credits received or granted, as follows:

- a) within the three (3) months preceding the bankruptcy or the proposal, in the case where the claimant and the debtor are not related.
- b) within the twelve (12) months preceding the bankruptcy or proposal, in the case where the claimant and the debtor are related.

Voting/Proxy

Any unsecured creditor may vote in person or by proxy, but when a proxy is attending the meeting, he must be so appointed by the creditor. When the creditor is a corporation, the person attending the meeting of the creditors, including the declarant, must be appointed proxy by an officer of the corporation having status to make such an appointment.

Note

Section 201(1) of The Bankruptcy & Insolvency Act states: "Where a creditor, or a person claiming to be a creditor, in any proceedings under this Act, willfully and with intent to defraud, makes any false claim or any proof, declaration or statement of account, that is untrue in any material particular, he is guilty of an offence and is liable on summary conviction to a fine not exceeding one thousand dollars, or to imprisonment for a term not exceeding one year, or both."

Please return your completed proof of claim form and proxy to:

Collins Barrow Toronto Limited 11 King Street West, Suite 700, P.O. Box 27 Toronto, ON M5H 4C7

Attention: Donna Nishimura

Fax: (416) 480-2646 / Email: dmnishimura@collinsbarrow.com

District of:

Ontario

Division No. Court No.

Phone: (416) 480-0160

Fax: (416) 480-2646

07 - Hamilton 32-1871307

Estate No.

32-1871307

FORM 36 Proxy

(Subsection 102(2) and paragraphs 51(1)(e) and 66.15(3)(b) of the Act)

In the Matter of the Bankruptcy of Silicon Knights Inc. of the City of St. Catharines in the Regional Municipality of Niagara in the Province of Ontario

l,, of	of	, a creditor in the above matter, hereby, to be t of dividends,(with or without)
my proxyholder in the above matter, except as power to appoint another proxyholder in his or	to the receip her place.	t of dividends,(with or without)
Dated at	, this _	day of,
Witness		Individual Creditor
Witness		Name of Corporate Creditor
	Pe	Name and Title of Signing Officer
Return To:		
Collins Barrow Toronto Limited - Trustee		
11 King Street W., Suite 700, Box 27 Toronto ON M5H 4C7		