

Schonfeld Inc.
Receivers + Trustees

District of: Ontario
Division No. 09 - Toronto
Court No. 31-1748193
Estate No. 31-1748193

FORM 67
Notice of Bankruptcy and First Meeting of Creditors
(Subsection 102(1) of the Act)

In the matter of the bankruptcy of
Peace Arch Entertainment Group Inc.
of the City of Toronto, in the Province of Ontario

Take notice that:

1. Peace Arch Entertainment Group Inc. filed (or was deemed to have filed) an assignment on the 16th day of May 2013, and the undersigned, Schonfeld Inc., 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 10th day of June 2013, at 2:30 o'clock PM, at the office of Schonfeld Inc, at 21st Fl 438 University Avenue, 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 17th day of May 2013.

Schonfeld Inc. - Trustee
Per:



S. Harlan Schonfeld
21st Floor
438 University Avenue
Toronto ON M5G 2K8
Phone: (416) 862-7785 Fax: (416) 862-2136

Tel. 416.862.7785 Fax. 416.862.2136

info@schonfeldinc.com

438 University Avenue, 21st Floor, Toronto, Ontario Canada M5G 2K8

- 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
 Peace Arch Entertainment Group Inc.
 of the City of Toronto, 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 14th day of May 2013. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

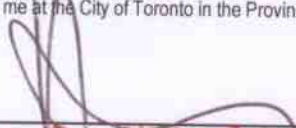
LIABILITIES (as stated and estimated by the officer)	
1. Unsecured creditors as per list "A"	8,696,937.81
Balance of secured claims as per list "B"	0.00
Total unsecured creditors	8,696,937.81
2. Secured creditors as per list "B"	0.00
3. Preferred creditors as per list "C"	0.00
4. Contingent, trust claims or other liabilities as per list "D" estimated to be reclaimable for	0.00
Total liabilities	8,696,937.81
Surplus	NIL

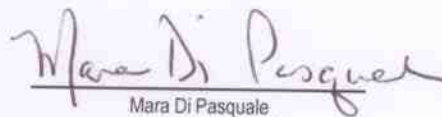
ASSETS (as stated and estimated by the officer)	
1. Inventory	0.00
2. Trade fixtures, etc.	0.00
3. Accounts receivable and other receivables, as per list "E"	
Good	0.00
Doubtful	0.00
Bad	0.00
Estimated to produce	0.00
4. Bills of exchange, promissory note, etc., as per list "F" ...	0.00
5. Deposits in financial institutions	0.00
6. Cash	20,000.00
7. Livestock	0.00
8. Machinery, equipment and plant	0.00
9. Real property or immovable as per list "G"	0.00
10. Furniture	0.00
11. RRSPs, RRIFs, life insurance, etc.	0.00
12. Securities (shares, bonds, debentures, etc.)	0.00
13. Interests under wills	0.00
14. Vehicles	0.00
15. Other property, as per list "H"	0.00
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	20,000.00
Deficiency	8,676,937.81

I, Mara Di Pasquale, of the City of Toronto 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 14th day of May 2013 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 in the Province of Ontario, on this 14th day of May 2013.


 S. Harlan Schindler, Commissioner of Oaths,
 For the Province of Ontario
 Expires Jun. 25, 2014.
 for Schonefeld Inc., Trustee in Bankruptcy.
 Expires June 25, 2014.


 Mara Di Pasquale

District of: Ontario
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FORM 78 -- Continued

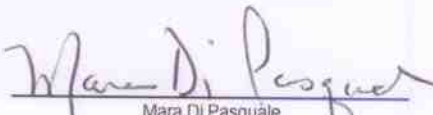
List "A"
 Unsecured Creditors

Peace Arch Entertainment Group Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	1867 Yonge Street Investments Inc. C/O Daoust Vukovich	20 Queen St West, Suite 3000 Toronto ON M5H 3R3	500,000.00	0.00	500,000.00
2	42 West	220 West 42nd St, 12 floor NY NY 10036 USA	6,206.38	0.00	6,206.38
3	Academy of Canadian Cinema & Television	49 Ontario street Toronto ON M5A 2V1	1,181.25	0.00	1,181.25
4	Act One Script Clearance, Inc.	230 N Maryland Ave Glendale CA 91206 USA	1,557.00	0.00	1,557.00
5	Actra PRS C/O Cavalluzzo Hayes Shilton McIntyre	474 Bathurst St., Suite 300 Toronto ON M5T 2S6	120,244.16	0.00	120,244.16
6	ADT Advanced Integration	40 Shephard Ave West Toronto ON M5N 6K9	977.45	0.00	977.45
7	Aikins, MacCaulay & Thorvaldson LLP	360 Main St Winnipeg MB R3C 4G1	23,941.76	0.00	23,941.76
8	Aird and Berlis LLP	181 Bay Street, #1800 Toronto ON M5J 2T9	537.88	0.00	537.88
9	Allstream #4497996	200 Wellington Street West Toronto ON M5V 3G2	168.37	0.00	168.37
10	Asset One Investments Inc. Series 1 dividend	161 Forest Hill Road Toronto ON M5P 2N3	26,354.92	0.00	26,354.92
11	Asset One Investments Inc. Series 2 dividend	161 Forest Hill Road Toronto ON M5P 2N3	28,698.54	0.00	28,698.54
12	Barkley Court Reporters	1875 Century Park East, Suite 1300 Los Angeles CA 90067 USA	611.55	0.00	611.55
13	BDO Dunwoody LLP	60 Columbia Way, Suite 400 Markham ON L3R 0C9	15,796.75	0.00	15,796.75
14	Bonded Services International Ltd.	288 Judson St Etobicoke ON M8Z 5T6	219.37	0.00	219.37
15	Business Development Bank of Canada	Suite 1200, 121 King St W. Toronto ON M5H 3T9	997,000.00	0.00	997,000.00
16	Canadian Television Fund	2 Carlton Street Toronto ON M5B 1L5	6.98	0.00	6.98
17	Car Park Management Services Limited	100 Sheppard Ave E North York On M2N 6N5	239.00	0.00	239.00
18	Century Courier	116 Galaxy St Etobicoke On M9W 4Y6	117.65	0.00	117.65
19	Charles M. Coate, APC, C/O Costa Abrams & Coate LLP	1221 Second St., 3rd floor, Santa Monica CA 90401 USA	4,730.00	0.00	4,730.00
20	CIBC Mellon T46205	320 Bay St. PO Box 1 Toronto ON M5H 4A6	5,656.37	0.00	5,656.37
21	Convergenza S.C.A. C/O Ormston List Frawley LLP	40 University Ave, Suite 720 Toronto ON M5J 1T1	240,000.00	0.00	240,000.00
22	Davenport Lyons	30 Old Burlington St London UK UK	43,800.00	0.00	43,800.00
23	Delage Landen Financial	4717 Woodburn Ct West Vancouver BC V7S 3B3	6,269.98	0.00	6,269.98
24	Deluxe Postproduction	350 Evans Avenue Toronto ON M8Z 1K5	124.94	0.00	124.94

14-May-2013

Date


 Mara Di Pasquale

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FORM 78 – Continued

List "A"
 Unsecured Creditors

Peace Arch Entertainment Group Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
25	Denis K. Walz Law Corporation	Suite 302-761 Cardero St Vancouver BC V6G 2G3	457.80	0.00	457.80
26	Drew Craig	4280 Rockridge Road West Vancouver BC V7W 1A5	49,449.06	0.00	49,449.06
27	Drew Craig - Series 1 Dividends	4280 Rockridge Road West Vancouver BC V7W 1A5	448,036.35	0.00	448,036.35
28	Drew Craig - Series 2 Dividends	4280 Rockridge Road West Vancouver BC V7W 1A5	487,878.22	0.00	487,878.22
29	DTZ Barnicke	475 W Georgia St Vancouver BC V6B 4M9	4,709.20	0.00	4,709.20
30	Filing Services Canada Inc.	205 Magenta Crescent Chestermere AB T1X 0K9	2,047.50	0.00	2,047.50
31	Finale Editworks	Suite 100-2339 Columbia St Vancouver BC V5Y 3Y3	2,637.60	0.00	2,637.60
32	Fred Servilla	331 Wilmington Ave North York ON M3H 5K9	3,865.38	0.00	3,865.38
33	Google Inc.	1600 Amphitheatre Parkway Mount View CA 94043 USA	7,362.32	0.00	7,362.32
34	Gothic Raygun Pictures	249 McLeod St Ottawa ON K2P 1A1	20,000.00	0.00	20,000.00
35	Gowling Lafleur Henderson LLP	100 King Street West Toronto ON M5X 1G5	50,242.17	0.00	50,242.17
36	Green Car Movie Company Inc., C/O Hall Weber	1200 Bay St, Suite 400 Toronto ON M5R 2A5	1.00	0.00	1.00
37	Groia & Company	365 Bay Street Toronto ON	13,713.75	0.00	13,713.75
38	HCH Lazerman Inc.	278 Bathurst Street Toronto ON M5T 2S3	196.66	0.00	196.66
39	Heenan Blaikie LLP	333 Bay Street Toronto ON M5K 1N6	2,724.02	0.00	2,724.02
40	Jeff Sagnasky - Series 1 dividends at gross	53 East 80th Street New York NY 10021 USA	197,476.84	0.00	197,476.84
41	Jeff Sagnasky - Series 1 dividends at gross	53 East 80th Street New York NY 10021 USA	215,219.43	0.00	215,219.43
42	Jeffrey T.K. Fraser Law Corporation	1100 1199 W Hasting St Vancouver BC V6C 3T6	1,626.85	0.00	1,626.85
43	John Flock	7538 West 83rd Street Marina Del Rey CA 90293 USA	448,186.97	0.00	448,186.97
44	Juliet Jones, C/O Saturna Green System inc	110-131 Water St Vancouver BC V6B 4M3	37,500.00	0.00	37,500.00
45	Kenyon & Kenyon LLP	1 Broadway Ave New York NY USA	43,437.85	0.00	43,437.85
46	Kerry McCluggage-Series 1 Dividends gross	1177 Parkview Ave Pasadena CA 91103 USA	289,905.85	0.00	289,905.85
47	Kerry McCluggage-Series 2 Dividends gross	1177 Parkview Ave Pasadena CA 91103 USA	315,685.75	0.00	315,685.75
48	Kevin Byles	1663 Philbrick Drive, RR#1, Box #211 Buckhorn ON	100,000.00	0.00	100,000.00

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FORM 78 - Continued

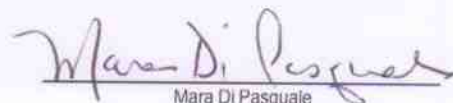
List "A"
 Unsecured Creditors

Peace Arch Entertainment Group Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
49	LexizNexis Canada Inc.	69 Sylvia Dr. West Islip NY USA	4,191.75	0.00	4,191.75
50	Mara Di Pasquale	701 King St West #1211 Toronto ON M5V 2W7	354,000.00	0.00	354,000.00
51	Marina Airport	4640 Admiralty Way Marina del Rey CA USA	252,000.00	0.00	252,000.00
52	Michael Taylor	161 Forest Hill Road Toronto ON M5P 2N3	1,150,000.00	0.00	1,150,000.00
53	Mijo	635 Queen Street E Toronto ON M4M 1G4	19,824.65	0.00	19,824.65
54	Mills & Mills LLP	2 St Clair Avenue W Toronto ON M4V 1L5	8,777.62	0.00	8,777.62
55	Minister of Finance, Collection Branch	33 King St, West, PO Box 627 Oshawa ON	529,684.90	0.00	529,684.90
56	Nobody Productions Inc., C/O Wolfson Law	2345 Yonge Street Toronto ON M4P 2E5	9,600.00	0.00	9,600.00
57	Paul Dancy	7 Canerouth Dr Toronto ON M9C 3R4	155,000.00	0.00	155,000.00
58	Pitney Bowes	200-314 Harwood Ave Toronto ON L1S 2J1	917.15	0.00	917.15
59	PricewaterhouseCoopers LLP	18 York St., Suite 2600 Toronto ON M5J 0B2	122,000.00	0.00	122,000.00
60	Quartet Services Inc.	1867 Yonge Street Toronto ON M4S 1Y5	1,243.00	0.00	1,243.00
61	Reed Smith LLP - USD	355 South Grand Avenue, Suite 9200 Los Angeles CA 90071 US	21,245.87	0.00	21,245.87
62	Richard K. Watson	100 Front St East, Suite 202 Toronto On M5A 1E1	18,250.00	0.00	18,250.00
63	Rogers & Cowan	4640 Admiralty Way, Suite 710 Marina Del Rey CA 90292 USA	1.00	0.00	1.00
64	Schwartz Levitsky Feldman Inc.	2300 Yonge Street Toronto ON M4P 2W6	7,875.00	0.00	7,875.00
65	Screen Actors Guild Inc.	5757 Wilshire Blvd, 7th Floor Los Angeles CA 90036-3600 USA	1.00	0.00	1.00
66	Shereen Hamdy-Davidson c/o Porjes Walsh	181 University Ave, Suite 2200, Toronto ON	10,153.84	0.00	10,153.84
67	Showtime Network Inc	1633 Broadway, 15th Floor New York NY 10019 USA	232,000.00	0.00	232,000.00
68	Thema Productions S.A., Luxembourg Co.	6 Avenue Guillaume L-1650 Luxembourg SK Luxembourg	704,400.69	0.00	704,400.69
69	Trina Hickey	1303 Davenport Road Toronto ON M6H 2N3	24,615.38	0.00	24,615.38
70	U.S. Bank Canada	120 Adelaide Street W., Suite 401 Toronto ON M5H 1T1	20,748.15	0.00	20,748.15
71	Unstable Ground Inc., C/O Hall Weber	1200 Bay St, Suite 400 Toronto ON M5R 2A5	1.00	0.00	1.00
72	V. Kelly & Associates Inc.	326 Carlaw Ave, Suite 107 Toronto ON M4M 3N8	3,390.00	0.00	3,390.00

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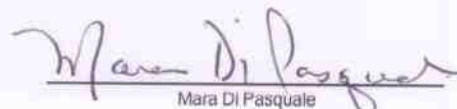
List "A"
Unsecured Creditors

Peace Arch Entertainment Group Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
73	Victor Rodrigues	47 Maple Ave Toronto ON M4W 2T9	80,000.00	0.00	80,000.00
74	Wasteco - Toronto	161 Bridgeland North York ON M6A 1Z1	216.33	0.00	216.33
75	Westchester Films Inc	415 Bedford Road Pleasantville NY 10570 USA	20,000.00	0.00	20,000.00
76	Williams & Kilkowski - USD	1900 Avenue of the Stars Los Angeles CA 90067 US	151,000.00	0.00	151,000.00
77	Writers Guild of Canada	366 Adelaide Street W., Suite 401 Toronto ON M5V 1R9	25,682.62	0.00	25,682.62
78	Xerox Canada Ltd.	197 Bloor E Oshawa On L1H 3M3	3,100.11	0.00	3,100.11
79	Yellow Pages Group	325 Milner Avenue Toronto ON M1B 5S8	216.88	0.00	216.88
Total:			8,696,937.81	0.00	8,696,937.81

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Mara Di Pasquale

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FORM 78 – Continued

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

Peace Arch Entertainment Group Inc.

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
Total:					0.00	0.00	0.00

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Mara Di Pasquale

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FORM 78 -- Continued


List "D"
Contingent or Other Liabilities

Peace Arch Entertainment Group 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
			Total:	0.00	0.00	

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Mara Di Pasquale

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FORM 78 - Continued

List "E"
Debts Due to the Bankrupt

Peace Arch Entertainment Group Inc.

No.	Name of debtor	Address and occupation	Nature of debt	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
				0.00				
			Total:	0.00			0.00	
				0.00				

14-May-2013

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Mara Di Pasquale

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List "F"

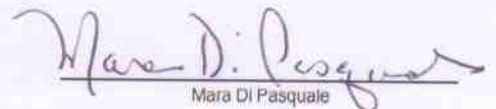
Bills of Exchange, Promissory Notes, Lien Notes, Chattel
Mortgages, etc., Available as Assets

Peace Arch Entertainment Group 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.
Total:				0.00		0.00	

14-May-2013

Date


Mara Di Pasquale

District of: Ontario
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FORM 78 – Continued


List "G"
Real Property or Immovables Owned by Bankrupt

Peace Arch Entertainment Group 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	0.00

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Date


Mara Di Pasquale

District of: Ontario
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FORM 78 – Concluded

List "H"
Property

Peace Arch Entertainment Group 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			0.00	0.00
(d) Cash on hand		Cash on hand	20,000.00	20,000.00
(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
(l) Taxes			0.00	0.00
(m) Other			0.00	0.00
			Total:	20,000.00

14-May-2013

Date


Mara Di Pasquale

