



Broadcasting Decision CRTC 2008-361

Ottawa, 22 December 2008

Allarco Entertainment (2008) Inc., general partner as well as limited partner together with Cathton Holdings Ltd., carrying on business as Allarco Entertainment Limited Partnership
Across Canada

Applications 2008-1320-6, 2008-1322-1 and 2008-1323-9, received 1 October 2008
Public Hearing in the National Capital Region
16 December 2008

Super Channel – Corporate reorganization (Assets)

1. The Commission **approves** the applications by Allarco Entertainment Inc. (Allarco) for authorization to effect a multi-step corporate reorganization involving the transfer of the assets of the national English-language pay television programming undertaking known as Super Channel. Allarco also requested a new licence to be issued to the partners of the limited partnership to continue the operation of the undertaking under the same terms and conditions as those in effect under the current licence. The Commission did not receive any interventions with respect to these applications.
2. Super Channel is currently owned by Allarco, a corporation controlled by Mr. Charles R. Allard.
3. The steps of the corporate reorganization will be as follows:
 - i) A limited partnership to be created consisting of Allarco, general partner as well as limited partner together with C.R.A. Investments Ltd. (CRA), carrying on business as Allarco Entertainment Limited Partnership¹ (Allarco LP), will acquire the assets and liabilities of Super Channel.
 - ii) Allarco Entertainment (2008) Inc.,² a corporation to be incorporated, will acquire the Class B Units of Allarco in Allarco LP. As a result, Allarco Entertainment (2008) Inc. will become the general partner as well as a limited partner together with CRA in Allarco LP.
 - iii) Cathton Holdings Ltd. (Cathton), a corporation owned and controlled by Mr. Charles R. Allard, will exercise its option to acquire CRA's Class A units in the Allarco LP. As a result, Cathton will replace CRA as one of the limited partners in Allarco LP.

¹ The proposed name, Allarco Entertainment Limited Partnership, could be subject to change upon constitution.

² The proposed name, Allarco Entertainment (2008) Inc., could be subject to change upon incorporation.

4. The effective control of Super Channel will not be affected and will continue to be exercised by Mr. Charles R. Allard at all times.
5. Upon surrender of the current licence, the Commission will issue a new licence to Allarco Entertainment (2008) Inc. (the general and the limited partner) and to Cathton Holdings Ltd. (the limited partner), carrying on business as Allarco Entertainment Limited Partnership. The licence will expire 31 August 2012, the current licence expiry date, and will be subject to the same terms and **conditions** as those set out in the current licence.
6. The Commission notes that it requires copies of the executed documents for the various entities involved in the transaction. The Commission therefore directs Allarco to file with the Commission, within 30 days of the date of this decision, executed copies of all supporting documents (i.e. constituting documents, limited partnership agreement, shareholders' agreement, option agreement, asset purchase agreement, amendments, registration, etc.) for the entities involved in the transaction.

Secretary General

This decision is to be appended to the licence. It is available in alternative format upon request and may also be examined in PDF format or in HTML at the following Internet site: <http://www.crtc.gc.ca>.