

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

**IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT* ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF C INTERNATIONAL INC., C
INTERNATIONAL INCOME FUND, CII TRUST AND THE
COMPANIES LISTED IN SCHEDULE "A"**

Applicants

**MOTION RECORD
(Returnable January 21, 2013)**

GOODMANS LLP

Barristers & Solicitors

Bay Adelaide Centre

333 Bay Street, Suite 3400

Toronto, Canada M5H 2S7

Robert J. Chadwick LSUC#: 35165K

Melaney J. Wagner LSUC#: 44063B

Caroline Descours LSUC#: 58251A

Tel: 416.979.2211

Fax: 416.979.1234

Lawyers for the Applicants

INDEX

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

**IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF C INTERNATIONAL INC., C
INTERNATIONAL INCOME FUND, CII TRUST AND THE
COMPANIES LISTED IN SCHEDULE "A"**

Applicants

INDEX

Tab	Document
1	Notice of Motion dated January 16, 2013
2	Draft Order

SCHEDULE "A"

Additional Applicants

C International General Partner Inc., formerly Cinram International General Partner Inc.

CRW International ULC, formerly Cinram International ULC

1362806 Ontario Limited

CUSH Inc., formerly Cinram (U.S.) Holding's Inc.

CIHV Inc., formerly Cinram, Inc.

IHC Corporation

CMFG LLC, formerly Cinram Manufacturing LLC

CDIST LLC, formerly Cinram Distribution LLC

Cinram Wireless LLC

CRSMI LLC, formerly Cinram Retail Services, LLC

One K Studios, LLC

TAB 1

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF C INTERNATIONAL INC., C INTERNATIONAL
INCOME FUND, CII TRUST AND THE COMPANIES LISTED IN
SCHEDULE "A"**

Applicants

**NOTICE OF MOTION
(Returnable January 21, 2013)**

The Applicants will bring a motion before a Judge of the Commercial List on Monday, January 21, 2013, at 10:00 a.m. or as soon after that time as the matter may be heard at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

- 1. **THE APPLICANTS MAKE A MOTION FOR AN ORDER** substantially in the form attached at Tab 2 of the Motion Record, *inter alia*:
 - (a) abridging the time for and validating the service of this Notice of Motion, the Sixth Report (the "**Monitor's Sixth Report**") of FTI Consulting Canada Inc., in its capacity as Court-appointed monitor (the "**Monitor**"), and the Motion Record and dispensing with further service thereof;
 - (b) extending the Stay Period (as defined in the Initial Order granted by this Honourable Court on June 25, 2012 (the "**Initial Order**")) to June 28, 2013;
 - (c) authorizing C International Inc. ("**CII**") and 1362806 Ontario Limited ("**1362806**", together with CII, the "**Share Sellers**") to accept the share purchase offer dated June 22, 2012 (the "**Share Purchase Offer**") on the basis that closing of the Share Sale Transaction occurs on or before January 28, 2013;

- (d) authorizing the CCAA Parties and the Monitor to exercise any and all rights and remedies they may have against the Purchaser arising out of or in connection with any failure of the Purchaser to complete the Share Sale Transaction if closing of the Share Sale Transaction does not occur on or before January 28, 2013;
- (e) sealing the cash flow forecast to be provided to the Court by way of a confidential supplement pursuant to Section 10(3) of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"); and
- (f) such further and other relief as counsel may request and this Honourable Court deems just.

2. **THE GROUNDS FOR THE MOTION ARE:**

- (a) Unless otherwise indicated or defined herein, capitalized terms have the meaning given to them in the Monitor's Sixth Report or in the Initial Order;
- (b) On June 25, 2012, this Honourable Court granted the Initial Order, *inter alia*: (i) granting a stay of proceedings under the CCAA against the Applicants and C International Limited Partnership (together with the Applicants, the "**CCAA Parties**") and the subsidiaries of the CCAA Parties that are also party to agreements to which the CCAA Parties are parties; (ii) appointing FTI Consulting Canada Inc. as the Monitor of the CCAA Parties in these CCAA proceedings; and (iii) appointing CRW International ULC, formerly Cinram International ULC ("**CRW**") as the foreign representative of the CCAA Parties;
- (c) The stay of proceedings pursuant to the Initial Order was granted to July 25, 2012, and has been subsequently extended by this Honourable Court to February 1, 2013;
- (d) On July 12, 2012, this Honourable Court made an order (the "**Approval and Vesting Order**"), *inter alia*: (i) approving the sale of substantially all of the property and assets used in connection with the business carried on by C International Income Fund, formerly Cinram International Income Fund (the "**Fund**") and its direct and indirect subsidiaries (collectively, the "**Company**") in

North America contemplated by the asset purchase agreement between CII and Cinram Group, Inc. (formerly Cinram Acquisition, Inc.) (the “**Purchaser**”) dated June 22, 2012 (the “**Asset Purchase Agreement**”); (ii) approving the sale of the shares of Cinram Netherlands pursuant to the Share Purchase Offer provided by the Purchaser to the Share Sellers on the terms of the form of share purchase agreement appended to the Share Purchase Offer; (iii) authorizing CII to enter into the Asset Purchase Agreement and the Share Sellers to enter into the Share Purchase Offer; (iv) authorizing CII, CIHV Inc., formerly Cinram Inc., CRSMI LLC, formerly Cinram Retail Services LLC, One K Studios, LLC, CDIST LLC, formerly Cinram Distribution LLC and CMFG LLC, formerly Cinram Manufacturing LLC (collectively, the “**Asset Sellers**”) to complete the transactions contemplated by the Asset Purchase Agreement (the “**Asset Sale Transaction**”); and (v) authorizing the Share Sellers to complete the transactions contemplated by the Share Purchase Offer (the “**Share Sale Transaction**”, together with the Asset Sale Transaction, the “**Sale Transactions**”);

- (e) On July 25, 2012, CRW, in its capacity as the foreign representative for CII and each of the Applicants that are U.S. entities (collectively, the “**U.S. Debtors**”), obtained an order under chapter 15 of title 11 of the United States Code, as amended from time to time (the “**Bankruptcy Code**”), from the United States Bankruptcy Court for the District of Delaware (the “**U.S. Court**”), *inter alia*, recognizing on a final basis these CCAA proceedings as the “foreign main proceedings” of the CCAA Parties and recognizing on a final basis the Initial Order;
- (f) On July 25, 2012, CRW, in its capacity as foreign representative for the U.S. Debtors, obtained an order under chapter 15 of the Bankruptcy Code from the U.S. Court, *inter alia*, recognizing the Approval and Vesting Order, authorizing the assumption and assignment of certain executory contracts and unexpired leases, and granting certain related relief;

- 4 -

- (g) The Asset Sale Transaction closed on August 31, 2012 and the Monitor distributed net proceeds thereof to the Pre-Petition First Lien Agent in accordance with an Order of this Court granted on October 19, 2012;
- (h) Under the terms of the Share Purchase Offer, the Share Sellers have the right to accept the offer on satisfaction of the conditions thereto, subject to the right of the Purchaser to extend the closing of the Share Sale Transaction up to December 17, 2012;
- (i) The Approval and Vesting Order authorized the Share Sellers (each of which is a CCAA Party) to execute the Share Purchase Offer;
- (j) The Share Purchase Offer and the Share Purchase Agreement are governed by Ontario law;
- (k) The CCAA Parties worked diligently towards an expected closing of the Share Sale Transaction on December 17, 2012; however, despite their best efforts, the Share Sale Transaction has not closed;
- (l) The Purchaser has advised it considers that the Share Sellers have not satisfied all the conditions precedent to the Share Sale Transaction and are not in a position to fulfill their obligations under the Share Purchase Agreement;
- (m) The Share Sellers are of the view that they are in a position to fulfil their obligations under the Share Purchase Agreement and that all of the conditions precedent have been satisfied;
- (n) The Share Sellers are ready and willing to accept the Share Purchase Offer and close the Share Sale Transaction. Delay on the part of the Purchaser will adversely affect the Cinram business and the interests of the Pre-Petition First Lien Lenders, the senior secured lenders with the main economic interest in the Cinram Group;

- (o) If the Share Sale Transaction is not closed by January 28, 2013, the CCAA Parties and the Pre-Petition First Lien Agent intend to exercise all of their rights and remedies to protect their interests;
- (p) The CCAA stay of proceedings applicable to, *inter alia*, the shares under the Share Purchase Offer and the CCAA Parties' European affiliates that are guarantors under the Pre-Petition First Lien Credit Agreement and their property, may be lifted with leave of this Court or with the written consent of the Monitor;
- (q) The CCAA Parties have been and intend to continue fully cooperating with the Monitor to ensure that it has all of the information it requires;
- (r) Since the issuance of the Initial Order, the CCAA Parties have acted and continue to act in good faith and with due diligence in carrying out the terms of the Initial Order and subsequent Orders issued by the Court in these CCAA Proceedings;
- (s) The extension of the Stay Period to June 28, 2013 is necessary in order to provide stability to the Company's ongoing business while the CCAA Parties continue to pursue their restructuring efforts, including the implementation of the Share Sale Transaction or exercise of rights and remedies in respect thereof and the restructuring or sale of the Excluded Assets and business not sold pursuant to the Asset Sale Transaction, for the benefit of their stakeholders;
- (t) Creditors will not suffer any material prejudice if the Stay Period is extended;
- (u) The cash flow forecast contains competitive and sensitive commercial information that should not be released to the public to prevent a detrimental effect on the CCAA Parties' restructuring and operations;
- (v) The Applicants' motion is supported by the Pre-Petition First Lien Agent;
- (w) The Applicants consulted extensively with the Monitor with respect to the various relief sought on this motion and the Monitor will be filing a report in connection with this motion;

- (x) The provisions of the CCAA and this Honourable Court's equitable and statutory jurisdiction thereunder;
- (y) Rules 2.03, 3.02, 16 and 37 of the Ontario *Rules of Civil Procedure*, R.R.O 1990, Rec. 194, as amended; and
- (z) Such further and other grounds as counsel may advise and this Honourable Court permit.

3. THE FOLLOWING DOCUMENTARY EVIDENCE WILL BE USED AT THE HEARING OF THE MOTION:

- (a) the Affidavit of John Bell sworn June 23, 2012 and the exhibits attached thereto;
- (b) the Affidavit of Mark Hootnick sworn June 23, 2012 and the exhibits attached thereto;
- (c) the First Report of the Monitor dated July 9, 2012 and any appendices attached thereto;
- (d) the Monitor's Sixth Report and any appendices attached thereto; and
- (e) such further and other material as counsel may advise and this Honourable Court may permit.

Date: January 16, 2013

GOODMANS LLP
Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Canada M5H 2S7

Robert J. Chadwick LSUC#: 35165K
Melaney J. Wagner LSUC#: 44063B
Caroline Descours LSUC#: 58251A

Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for the Applicants

TO: THE ATTACHED SERVICE LIST

SCHEDULE "A"**Additional Applicants**

C International General Partner Inc., formerly Cinram International General Partner Inc.

CRW International ULC, formerly Cinram International ULC

1362806 Ontario Limited

CUSH Inc., formerly Cinram (U.S.) Holding's Inc.

CIHV Inc., formerly Cinram, Inc.

IHC Corporation

CMFG LLC, formerly Cinram Manufacturing LLC

CDIST LLC, formerly Cinram Distribution LLC

Cinram Wireless LLC

CRSMI LLC, formerly Cinram Retail Services, LLC

One K Studios, LLC

SCHEDULE "B"

Service List

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF C INTERNATIONAL INC., C INTERNATIONAL
INCOME FUND, CII TRUST AND THE COMPANIES LISTED IN
SCHEDULE "A"**

Applicants

Service List

	Firm:	Attention:
TO:	<p>GOODMANS LLP Bay Adelaide Centre 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7</p> <p>Fax: (416) 979-1234</p> <p>SHEARMAN & STERLING LLP 599 Lexington Avenue New York, NY 10022</p> <p>Fax: 1 (212) 848-7179</p> <p>Lawyers for the Applicants</p>	<p>Robert J. Chadwick Tel: (416) 597-4285 E-mail: rchadwick@goodmans.ca</p> <p>Melancy Wagner Tel: (416) 597-4258 E-mail: mwagner@goodmans.ca</p> <p>Caroline Descours Tel: (416) 597-6275 E-mail: cdescours@goodmans.ca</p> <p>Douglas P. Bartner Tel: 1 (212) 848-8190 E-mail: dbartner@shearman.com</p> <p>Jill Frizzley Tel: 1 (212) 848-8174 E-mail: jfrizzley@shearman.com</p>

AND TO:	<p>FTI CONSULTING CANADA INC. TD Waterhouse Tower 79 Wellington Street West Suite 2010 P.O. Box 104 Toronto, ON M5K 1G8</p> <p>Fax: (416) 649-8101</p> <p>Court-appointed Monitor</p>	<p>Paul Bishop Tel: (416) 649-8100 E-mail: paul.bishop@fticonsulting.com</p> <p>Steven Bissell Tel: (416) 649-8054 steven.bissell@fticonsulting.com</p> <p>Pamela Luthra Tel: (416) 649-8063 pamela.luthra@fticonsulting.com</p>
AND TO:	<p>STIKEMAN ELLIOT LLP 199 Bay Street 5300 Commerce Court West Toronto, ON M5L 1B9</p> <p>Fax: (416) 947-0866</p> <p>Lawyers for the Court-appointed Monitor</p>	<p>David Byers Tel: (416) 869-5697 E-mail: dbyers@stikeman.com</p> <p>Maria Konyukhova Tel: (416) 869-5230 E-mail: mkonyukhova@stikeman.com</p>
AND TO:	<p>BLAKE, CASSELS & GRAYDON LLP 199 Bay Street Suite 4000, Commerce Court West Toronto, ON M5L 1A9</p> <p>Fax: (416) 863-2653</p> <p>WACHTELL, LIPTON, ROSEN & KATZ 51 West 52nd Street New York, NY 10019</p> <p>Fax: 1 (212) 403-2109</p> <p>Lawyers for JPMorgan Chase N.A., as Administrative Agent</p>	<p>Milly Chow Tel: (416) 863-2594 E-mail: milly.chow@blakes.com</p> <p>Steven J. Weisz Tel: (416) 863-2616 E-mail: steven.weisz@blakes.com</p> <p>Joshua Andrew Feltman Tel: 1 (212) 403-1102 E-mail: jafeltman@wlrk.com</p>

AND TO:	<p>DAVIES WARD PHILLIPS & VINEBERG LLP 1 First Canadian Place Suite 4400 P.O. Box 63 Toronto, ON M5X 1B1</p> <p>Fax: (416) 863-0871</p> <p>BALLARD SPAHR LLP 1 East Washington Street Suite 2300 Phoenix, AZ 85004-2555</p> <p>Fax: 1 (602) 798-5595</p> <p>Lawyers for Najafi Companies</p>	<p>Jay A. Swartz Tel: (416) 863-5520 E-mail: jswartz@dwpv.com</p> <p>Karen C. McConnell Tel: 1 (602) 798-5403 E-mail: mcconnellk@ballardspahr.com</p>
AND TO:	<p>OSLER, HOSKIN & HARCOURT LLP 100 King Street West 1 First Canadian Place, Suite 6100 P.O. Box 50 Toronto Ontario M5X 1B8</p> <p>Fax: (416) 862-6666</p> <p>KIRKLAND & ELLIS LLP 300 North LaSalle Chicago, Illinois 60654</p> <p>Lawyers for Twentieth Century Fox Home Entertainment</p>	<p>Tracy Sandler Tel: (416) 862-5890 E-mail: tsandler@osler.com</p> <p>Jeremy Dacks Tel: (416) 862-4923 E-mail: jdacks@osler.com</p> <p>Adam Paul Tel: 1 (312) 862-3120 E-mail: adam.paul@kirkland.com</p>

AND TO:	OSLER, HOSKIN & HARCOURT LLP 100 King Street West 1 First Canadian Place, Suite 6100, P.O. Box 50 Toronto Ontario M5X 1B8 Fax: (416) 862-6666 Lawyers for Warner-Elektra-Atlantic Corporation	Steven Golick Tel: (416) 862-6704 E-mail: sgolick@osler.com Marc Wasserman Tel: (416) 862-4908 E-Mail: mwasserman@osler.com
AND TO:	FOGLER, RUBINOFF LLP 95 Wellington Street West, Suite 1200 Toronto-Dominion Centre Toronto, ON M5J 2Z9 Fax: (416) 941-8852 Lawyers for Chubb Insurance	Alan J. Frank Tel: (416) 941-8831 E-mail: afrank@foglers.com Martin R. Kaplan Tel: (416) 941-8822 E-mail: mkaplan@foglers.com
AND TO:	HEENAN BLAIKIE LLP Bay Adelaide Centre 333 Bay Street, Suite 2900 P.O. Box 2900 Toronto, ON M5H 2T4 Fax: (416) 360-8425 Lawyers for ATS Retail Solutions	Kenneth D. Kraft Tel: (416) 643-6822 E-mail: kkraft@heenan.ca
AND TO:	GOWLING LAFLEUR HENDERSON LLP 1 First Canadian Place 100 King Street West, Suite 1600 Toronto, ON M5X 1G5 Fax: (416) 862-7661 Lawyers for US Industrial REIT II	David Cohen Tel: (416) 369-6667 E-mail: david.cohen@gowlings.com
AND TO	DEPARTMENT OF JUSTICE 130 King Street West, Suite 3400 Toronto, ON M5X 1K6 Fax: (416) 973-0810	Diane Winters Tel: (416) 973-3172 E-mail: diane.winters@justice.gc.ca

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT* ACT, R.S.C. 1985,
c. C-36, AS AMENDED

Court File No: CV12-9767-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF C
INTERNATIONAL INC., C INTERNATIONAL INCOME FUND, CII TRUST AND THE
COMPANIES LISTED IN SCHEDULE "A"

Applicants

**ONTARIO
SUPERIOR COURT OF JUSTICE-
COMMERCIAL LIST**

Proceeding commenced at Toronto

NOTICE OF MOTION

GOODMANS LLP
Barristers & Solicitors
333 Bay Street, Suite 3400
Toronto, Canada M5H 2S7

Robert J. Chadwick LSUC#: 35165K
Melaney J. Wagner LSUC#: 44063B
Caroline Descours LSUC#: 58251A

Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for the Applicants

TAB 2

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) MONDAY, THE 21ST
)
JUSTICE MORAWETZ) DAY OF JANUARY, 2013
)

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE
OR ARRANGEMENT OF C INTERNATIONAL INC., C
INTERNATIONAL INCOME FUND, CII TRUST AND
THE COMPANIES LISTED IN SCHEDULE "A"**

Applicants

ORDER

THIS MOTION, made by C International Inc., formerly Cinram International Inc., C International Income Fund, formerly Cinram International Income Fund, CII Trust and the companies listed in Schedule "A" hereto (collectively, the "**Applicants**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Sixth Report of FTI Consulting Canada Inc. in its capacity as Court-appointed Monitor (the "**Monitor**") dated January 16, 2013 (the "**Monitor's Sixth Report**"), and on hearing the submissions of counsel for the Applicants and C International Limited Partnership, formerly Cinram International Limited Partnership (together with the Applicants, the "**CCAA Parties**"), the Monitor, the Pre-Petition First Lien Agent (as defined in the Initial Order) and the Pre-Petition Second Lien Agent (as defined in the Initial Order, together with the Pre-Petition First Lien Agent, the "**Agent**"), and no one appearing and making submissions for any other person served with the Motion Record, although properly served as appears from the affidavit of ● sworn ●, 2013, filed,

DRAFT: 1 - January 16, 2013 at 8:53 AM

SERVICE

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

CAPITALIZED TERMS

2. THIS COURT ORDERS that unless otherwise indicated or defined herein, capitalized terms have the meaning given to them in the Monitor's Sixth Report or in the Initial Order.

EXTENSION OF THE STAY PERIOD

3. THIS COURT ORDERS that the Stay Period (as defined in the Initial Order) be and is hereby extended to 11:59 p.m. on June 28, 2013.

SHARE SALE TRANSACTION

4. THIS COURT ORDERS that the Share Sellers may accept the Share Purchase Offer on the basis that closing of the Share Sale Transaction occurs on or before January 28, 2013.

5. THIS COURT ORDERS that if the Share Sale Transaction has not closed on or before January 28, 2013, the CCAA Parties and the Monitor are hereby authorized to exercise any and all rights and remedies they may have against the Purchaser arising out of or in connection with any failure of the Purchaser to complete the Share Sale Transaction.

SEALING

6. THIS COURT ORDERS that pursuant to Section 10(3) of the CCAA the cash flow forecast attached as Appendix "A" to the Confidential Supplement to the Monitor's Sixth Report be sealed and not form part of the public record, but rather shall be placed separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice that sets

DRAFT: 1 - January 16, 2013 at 8:53 AM

out the title of these proceedings and a statement that the contents are subject to a sealing order and shall only be opened upon further Order of this Court.

ADDITIONAL PROVISIONS

7. THIS COURT ORDERS that the CCAA Parties or the Monitor may apply to this Court for advice and directions, or to seek relief in respect of, any matters arising from or under this Order.

8. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, in the United States or in any other foreign jurisdiction, to give effect to this Order and to assist the CCAA Parties, the Monitor and their respective 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 CCAA Parties and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to CRW International ULC, formerly Cinram International ULC in any foreign proceeding, or to assist the CCAA Parties and the Monitor and their respective agents in carrying out the terms of this Order.

9. THIS COURT ORDERS that each of the CCAA Parties and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order and any other Order issued in these proceedings.

SCHEDULE A

17

Additional Applicants

C International General Partner Inc., formerly Cinram International General Partner Inc.
CRW International ULC, formerly Cinram International ULC
1362806 Ontario Limited
CUSH Inc., formerly Cinram (U.S.) Holding's Inc.
CIHV Inc., formerly Cinram, Inc.
IHC Corporation
CMFG LLC, formerly Cinram Manufacturing LLC
CDIST LLC, formerly Cinram Distribution LLC
Cinram Wireless LLC
CRSMI LLC, formerly Cinram Retail Services, LLC
One K Studios, LLC

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF C
INTERNATIONAL INC., C INTERNATIONAL INCOME FUND, CII TRUST AND THE
COMPANIES LISTED IN SCHEDULE "A"

Applicants

**ONTARIO
SUPERIOR COURT OF JUSTICE-
COMMERCIAL LIST**

Proceeding commenced at Toronto

ORDER

GOODMANS LLP

Barristers & Solicitors
333 Bay Street, Suite 3400
Toronto, Canada M5H 2S7

Robert J. Chadwick LSUC#: 35165K
Melaney J. Wagner LSUC#: 44063B
Caroline Descours LSUC#: 58251A

Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for the Applicants

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

Court File No. CV12-9767-00CL

AND IN THE MATTER OF THE PLAN OF COMPROMISE OR ARRANGEMENT
OF C INTERNATIONAL INC., C INTERNATIONAL INCOME FUND, CII TRUST
AND THE COMPANIES LISTED IN SCHEDULE "A"

Applicants

ONTARIO
SUPERIOR COURT OF JUSTICE

COMMERCIAL LIST

Proceeding commenced at Toronto

MOTION RECORD
(Returnable January 21, 2013)

GOODMANS LLP
Barristers & Solicitors
333 Bay Street, Suite 3400
Toronto, Canada M5H 2S7

Robert J. Chadwick LSUC#: 35165K
Melaney J. Wagner LSUC#: 44063B
Caroline Descours LSUC#: 58251A

Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for the Applicants