

**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 December 2, 2015)**

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**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

**IN THE MATTER OF THE *COMPANIES' CREDITORS*
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Applicants

INDEX

Tab	Document
1	Notice of Motion dated November 25, 2015
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

Court File No. CV12-9767-00CL

**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 December 2, 2015)**

The Applicants will bring a motion before a Judge of the Commercial List on Wednesday, December 2, 2015, 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 and the Motion Record and dispensing with further service thereof;
 - (b) extending the Stay Period (as defined in the Initial Order granted by this Court in these proceedings on June 25, 2012 (the "**Initial Order**")) to the earlier of (i) the filing of the Monitor's Certificate (as defined below) with the Court, or (ii) 11:59 p.m. on February 26, 2016;
 - (c) approving the Twelfth Report of FTI Consulting Canada Inc. ("**FTI**") in its capacity as Court-appointed Monitor (the "**Monitor**") dated March 21, 2014, the Thirteenth Report of the Monitor dated May 23, 2014, the Fourteenth Report of the Monitor dated October 8, 2014, the Fifteenth Report of the Monitor dated

- 2 -

November 25, 2014, the Sixteenth Report of the Monitor dated May 26, 2015, the Seventeenth Report of the Monitor dated July 20, 2015, the Eighteenth Report of the Monitor dated August 26, 2015 and the Nineteenth Report of the Monitor, to be filed, and the activities of the Monitor described therein;

- (d) approving the fees and disbursements of the Monitor and the Monitor's counsel;
- (e) providing for the termination of these proceedings under the *Companies Creditors' Protection Act* (the "**CCAA Proceedings**") and the discharge and release of the Court-ordered charges granted in the CCAA Proceedings, in each case upon the filing with the Court of the Monitor's Certificate;
- (f) providing that prior to the filing of the Monitor's Certificate, any remaining funds of the CCAA Parties shall be distributed by the Monitor to the Pre-Petition First Lien Agent on behalf of the Pre-Petition First Lien Lenders in accordance with the Distribution and Transition Order (as defined below);
- (g) providing for the discharge of the Monitor and a release of claims in favour of the Monitor, its counsel and their respective affiliates and officers, directors, partners, employees and agents, in each case upon the filing with the Court of the Monitor's Certificate; and
- (h) such further and other relief as counsel may request and this Court deems just.

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

Background

- (a) Unless otherwise indicated or defined herein, capitalized terms have the meaning given to them in the Initial Order;
- (b) On June 25, 2012, this Court granted the Initial Order, *inter alia*: (i) granting a stay of proceedings under the CCAA against the Applicants and C International Limited Partnership, formerly Cinram 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;

- 3 -

- (ii) appointing FTI 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 Orders of this Court to December 4, 2015;
- (d) On July 12, 2012, this 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, 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**”, and the transactions contemplated thereunder, the “**Asset Sale Transaction**”); and (ii) approving the sale of the shares of Cooperatie Cinram Netherlands UA pursuant to the share purchase offer dated June 22, 2012 (the “**Share Purchase Offer**”) provided by the Purchaser to CII and 1362806 Ontario Limited on the terms of the form of share purchase agreement appended to the Share Purchase Offer (the transaction contemplated thereunder, the “**Share Sale Transaction**”);
- (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

- 4 -

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;

- (g) The Asset Sale Transaction closed on August 31, 2012 and the Share Sale Transaction closed on February 4, 2013;
- (h) Cinram Wireless LLC subsequently completed a sale of substantially all of its assets, which sale was approved by the Court on April 10, 2013 and recognized by the U.S. Court on April 22, 2013, and then completed the wind down of its business in June 2013;
- (i) On April 22, 2014, CMFG LLC, formerly Cinram Manufacturing LLC, completed the sale of its real estate property located in Olyphant, Pennsylvania, which sale was approved by the Court on April 2, 2014 and recognized by the U.S. Court on April 9, 2014;
- (j) On May 9, 2014, a sale of real estate property located in Madrid, Spain owned by Cinram Iberia SL (“**Cinram Spain**”), a non-applicant wholly-owned subsidiary of CII, was completed;
- (k) On or around August 7, 2015, IHC Corporation completed the sale of its real estate property located in Louisville, Kentucky (the “**Louisville Property**”), which sale was approved by the Court and recognized by the U.S. Court on July 31, 2015;
- (l) The Louisville Property was the last excluded asset of the CCAA Parties to be sold;
- (m) Following the sale of the Louisville Property, the Monitor distributed US\$1.4 million to JPMorgan Chase, N.A. in its capacity as the Pre-Petition First Lien Agent on behalf of the Pre-Petition First Lien Lenders in accordance with an Administrative Reserve/Distribution/Transition Order of this Court dated October 19, 2012 (the “**Distribution and Transition Order**”);

- 5 -

- (n) As at August 26, 2015, the Monitor has distributed approximately US\$98.7 million to the Pre-Petition First Lien Lenders in accordance with the Distribution and Transition Order;

Monitor's Reports, Activities and Fees

- (o) The Monitor and its counsel have maintained records of their professional costs and time as will be detailed in an Affidavit of Paul Bishop to be sworn in connection with the Monitor's fees (the "**Bishop Affidavit**") and an Affidavit of David Byers to be sworn in connection with the fees of counsel to the Monitor (the "**Byers Affidavit**");

Termination of CCAA Proceedings and Monitor Discharge

- (p) The CCAA Parties and the Monitor have duly complied with their obligations and carried out their responsibilities under the CCAA and the Orders granted by the Court in the CCAA Proceedings;
- (q) At this time, there remain certain limited administrative and other matters to be completed by the CCAA Parties and the Monitor to complete the CCAA Proceedings;
- (r) Following the completion of such matters, the Monitor expects to make a further and final distribution to the Pre-Petition First Lien Agent on behalf of the Pre-Petition First Lien Lenders (the "**Final Distribution**"), at which time the CCAA Parties shall have no materials assets remaining;
- (s) The Applicants believe that it is appropriate at this time to seek a termination of the CCAA Proceedings and discharge and release of the Monitor, effective upon the filing of a Monitor's certificate certifying that (i) the fees and disbursements of the Monitor and of its counsel have been paid in full, and (ii) any and all matters that may be incidental to the termination of the CCAA Proceedings, and any other matters necessary to complete the CCAA Proceedings as requested by the Applicants and agreed to by the Monitor, have been completed (the "**Monitor's Certificate**");

- 6 -

Proposed Stay Extension

- (t) 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;
- (u) The CCAA Parties require an extension of the Stay Period to the earlier of the filing of the Monitor's Certificate terminating the CCAA Proceedings or February 26, 2016, for the CCAA Parties and the Monitor to complete the CCAA Proceedings, including, among certain other administrative tasks, completing and filing certain tax returns for some of the CCAA Parties, closing bank accounts, settling outstanding invoices for professional and other fees, and ultimately making the Final Distribution;
- (v) The cash flow forecast to be attached to the Monitor's Nineteenth Report indicates that the CCAA Parties will have sufficient available cash resources during the requested Stay Period;
- (w) Creditors will not suffer any material prejudice if the Stay Period is extended;

General

- (x) The Monitor will be filing the Monitor's Nineteenth Report in connection with this motion;
- (y) The provisions of the CCAA and this Court's equitable and statutory jurisdiction thereunder;
- (z) Rules 2.03, 3.02, 16 and 37 of the Ontario *Rules of Civil Procedure*, R.R.O 1990, Rec. 194, as amended; and
- (aa) Such further and other grounds as counsel may advise and this Court may permit.

- 7 -

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

- (a) the Monitor's Nineteenth Report and any appendices attached thereto, to be filed;
- (b) the Bishop Affidavit, to be filed;
- (c) the Byers Affidavit, to be filed; and
- (d) such further and other material as counsel may advise and this Court may permit.

Date: November 25, 2015

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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.

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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

Court File No. CV12-9767-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF THE COMPANIES' CREDITORS
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**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>Melaney 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>
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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:	<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>Lawyers for Warner-Elektra-Atlantic Corporation</p>	<p>Marc Wasserman Tel: (416) 862-4908 E-Mail: mwasserman@osler.com</p>
AND TO:	<p>GOWLING LAFLEUR HENDERSON LLP 1 First Canadian Place 100 King Street West, Suite 1600 Toronto, ON M5X 1G5</p> <p>Fax: (416) 862-7661</p> <p>Lawyers for US Industrial REIT II</p>	<p>David Cohen Tel: (416) 369-6667 E-mail: david.cohen@gowlings.com</p>
AND TO	<p>DEPARTMENT OF JUSTICE 130 King Street West, Suite 3400 Toronto, ON M5X 1K6</p> <p>Fax: (416) 973-0810</p>	<p>Kay Singh E-mail: Kay.Singh@cra-arc.gc.ca</p>

**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"**

Court File No: CV12-9767-00CL

Applicants

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

Proceeding commenced at Toronto

NOTICE OF MOTION

GOODMANS LLP

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Lawyers for the Applicants

TAB 2

Court File No. CV12 – 9767 – 00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE)	WEDNESDAY, THE 2 ND
)	
JUSTICE)	DAY OF DECEMBER, 2015

**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 Nineteenth Report of FTI Consulting Canada Inc. ("**FTI**") in its capacity as Court-appointed Monitor (in such capacity, the "**Monitor**") dated ●, 2015 (the "**Monitor's Nineteenth Report**"), the Affidavit of Paul Bishop sworn ●, 2015 in connection with the Monitor's fees (the "**Bishop Affidavit**"), the Affidavit of David Byers sworn ●, 2015 in connection with the fees of counsel to the Monitor (the "**Byers Affidavit**"), 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 granted by this Honourable Court in these proceedings on June 25, 2012 (the "**Initial Order**")) and the

Pre-Petition Second Lien Agent (as defined in the Initial Order) 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 ●, 2015, 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.

EXTENSION OF THE STAY PERIOD

2. THIS COURT ORDERS that the Stay Period (as defined in the Initial Order) be and is hereby extended to the earlier of (i) the filing of the Monitor's Certificate (as defined below) with the Court, or (ii) 11:59 p.m. on February 26, 2016.

APPROVAL OF THE MONITOR'S REPORTS, ACTIVITIES AND FEES

3. THIS COURT ORDERS that the Twelfth Report of the Monitor dated March 21, 2014, the Thirteenth Report of the Monitor dated May 23, 2014, the Fourteenth Report of the Monitor dated October 8, 2014, the Fifteenth Report of the Monitor dated November 25, 2014, the Sixteenth Report of the Monitor dated May 26, 2015, the Seventeenth Report of the Monitor dated July 20, 2015, the Eighteenth Report of the Monitor dated August 26, 2015 and the Monitor's Nineteenth Report, and the activities described therein, are hereby approved.

4. THIS COURT ORDERS that that the fees and disbursements of the Monitor in the amount of \$611,174.76 for the period from November 18, 2013 to October 31, 2015, inclusive, and the Monitor's fees and disbursements, estimated not to exceed US\$40,000, to complete its remaining duties and the administration of these proceedings pursuant to the CCAA (the "CCAA Proceedings"), all as set out in the Bishop Affidavit and the Monitor's Nineteenth Report, are hereby approved.

5. THIS COURT ORDERS that that the fees and disbursements of the Monitor's counsel, Stikeman Elliott LLP ("Stikeman"), in the amount of \$75,601.54 for the period from November 2013 to October 20, 2015, inclusive, and Stikeman's fees and disbursements,

estimated not to exceed US\$30,000, in connection with the completion by the Monitor of its remaining duties and the administration of these CCAA Proceedings, all as set out in the Byers Affidavit and the Monitor's Nineteenth Report, are hereby approved

TERMINATION OF THE CCAA PROCEEDINGS

6. THIS COURT ORDERS that these CCAA Proceedings shall be terminated upon the filing with the Court of a certificate of the Monitor substantially in the form attached hereto as Schedule "B" (the "**Monitor's Certificate**") certifying that:

- (a) the fees and disbursements of the Monitor and of Stikeman have been paid in full; and
- (b) any and all matters that may be incidental to the termination of the CCAA Proceedings, and any other matters necessary to complete the CCAA Proceedings as requested by the Applicants and agreed to by the Monitor, have been completed.

7. THIS COURT ORDERS that upon the filing of the Monitor's Certificate with the Court, the Court-ordered charges set forth in the Initial Order shall be discharged and released.

8. THIS COURT ORDERS that prior to the filing of the Monitor's Certificate, any remaining funds of the CCAA Parties shall be distributed by the Monitor to the Pre-Petition First Lien Agent on behalf of the Pre-Petition First Lien Lenders in accordance with the Administrative Reserve/Distribution/Transition Order granted on October 19, 2012 in these CCAA Proceedings (the "**Distribution and Transition Order**").

9. THIS COURT ORDERS that all other Orders of the Court made in these CCAA Proceedings shall continue in full force and effect in accordance with their respective terms, except to the extent that such Orders are varied by or inconsistent with this Order or any further Order of this Court made in these CCAA Proceedings

DISCHARGE OF THE MONITOR

10. THIS COURT ORDERS that upon the filing of the Monitor's Certificate with the Court, FTI shall be immediately discharged as Monitor of the Applicants and shall have no

further obligations, liabilities, responsibilities or duties as Monitor, subject to paragraph 11 hereof.

11. THIS COURT ORDERS that, notwithstanding the discharge of FTI as Monitor and the termination of these CCAA Proceedings, the Monitor shall have the authority to complete or address any matters that may be ancillary or incidental to the termination of the CCAA Proceedings, and in completing or addressing any such ancillary or incidental matters, FTI shall continue to have the benefit of the provisions of all Orders made in these CCAA Proceedings in relation to its capacity as Monitor.

12. THIS COURT ORDERS that upon the filing of the Monitor's Certificate with the Court, in addition to the protections in favour of the Monitor in the Initial Order, the Distribution and Transition Order, any other Order of this Court in these CCAA Proceedings or the CCAA, FTI, whether in its capacity as Monitor or otherwise, Stikeman, and their respective affiliates and officers, directors, partners, employees and agents (collectively, the "**Released Parties**") are hereby released and discharged from any and all claims that any person may have or be entitled to assert against the Released Parties, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission, transaction, dealing or other occurrence existing or taking place on or prior to the date of this Order in any way relating to, arising out of or in respect of these CCAA Proceedings (collectively, the "**Released Claims**"), and any such Released Claims are hereby released, stayed, extinguished and forever barred and the Released Parties shall have no liability in respect thereof, provided that the Released Claims shall not include any claims or liability arising out of any gross negligence or willful misconduct on the part of the Released Parties.

13. THIS COURT ORDERS that no action or other proceeding shall be commenced against any of the Released Parties in respect of any of the Released Claims except with prior leave of this Court on at least seven days' prior written notice to the applicable Released Party and upon further order securing, as security for costs, the full indemnity costs of the applicable Released Party in connection with any proposed action or proceeding as the Court hearing the motion for leave to proceed may deem just and appropriate.

14. THIS COURT ORDERS that, notwithstanding any provision of this Order and the termination of these CCAA Proceedings, nothing herein shall affect, vary, derogate from, limit or amend any of the protections in favour of the Monitor at law or pursuant to the CCAA, the Initial Order, the Distribution and Transition Order or any other Order of this Court in these CCAA Proceedings.

RECOGNITION

15. 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.

16. 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.

DRAFT: 1 - November 25, 2015 - 2:54 PM

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.

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One K Studios, LLC

Schedule “B” – Form of Monitor’s Certificate

Court File No. CV12-9767-00CL

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

**MONITOR’S CERTIFICATE
(RE: DISCHARGE OF MONITOR AND
TERMINATION OF CCAA PROCEEDINGS)**

RECITALS

A. Pursuant to an Order of the Honourable Morawetz of the Ontario Superior Court of Justice (the “**Court**”) dated June 25, 2012, FTI Consulting Canada Inc. was appointed as the Monitor (the “**Monitor**”) of the Applicants and C International Limited Partnership, formerly Cinram International Limited Partnership (together with the Applicants, the “**CCAA Parties**”). The proceedings commenced by the CCAA Parties under the CCAA will be referred to herein as the “**CCAA Proceedings**”).

B. The CCAA Proceedings have been completed in accordance with the Orders of this Court and under the supervision of the Monitor.

C. Pursuant to the Order of this Court dated December 2, 2015, the Monitor shall be discharged and the CCAA Proceedings shall be terminated upon the filing of this Monitor’s Certificate with the Court.

THE MONITOR CERTIFIES the following:

1. The fees and disbursements of the Monitor and of the Monitor's counsel, Stikeman Elliott LLP, have been paid in full.
2. Any and all matters that may be incidental to the termination of the CCAA Proceedings, and any other matters necessary to complete the CCAA Proceedings as requested by the Applicants and agreed to by the Monitor, have been completed.

DATED at Toronto, Ontario this _____ day of _____, _____.

**FTI Consulting Canada Inc., solely in its
capacity as Monitor of the CCAA Parties,
and not in its personal or corporate capacity**

Per: _____

Name:

Title:

**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

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**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 December 2, 2015)**

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