

**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 October 15, 2014)**

GOODMANS LLP

Barristers & Solicitors

Bay Adelaide Centre

333 Bay Street, Suite 3400

Toronto, Canada M5H 2S7

David E. Lederman LSUC#: 44170U

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Lawyers for the Applicants

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

**IN THE MATTER OF THE *COMPANIES' CREDITORS
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1	Notice of Motion dated October 7, 2014
2	Draft Release of Funds Order
3	Draft Discharge Order

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**

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ARRANGEMENT OF C INTERNATIONAL INC., C INTERNATIONAL
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SCHEDULE "A"**

Applicants

**NOTICE OF MOTION
(Returnable October 15, 2014)**

The Applicants will bring a motion before a Judge of the Commercial List on Wednesday, October 15, 2014, at 8:30 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

- (a) an order substantially in the form attached at Tab 2 of the Motion Record (the "**Release of Funds Order**"), *inter alia*:
 - (i) abridging the time for and validating the service of this Notice of Motion and the Motion Record, if necessary, and dispensing with further service thereof;
 - (ii) authorizing and directing the Royal Bank of Canada (the "**Royal Bank**") to return to C International Income Fund, formerly Cinram International Income Fund, ("**Cinram Fund**") the funds in the amount of US\$237,932.77 traceable to the cheque, a copy of which is attached to the Release of Funds Order as Schedule "B", plus any interest accrued

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thereon, which are held at the Royal Bank (or its affiliated subsidiary or related entities);

(iii) providing advice and directions, if necessary, in respect of the foregoing;
and

(iv) such further and other relief as counsel may request and this Court deems just; and

(b) an order substantially in the form attached at Tab 3 of the Motion Record (the “**Discharge Order**”), *inter alia*:

(i) approving the activities of FTI Consulting Canada Inc. (“**FTI**”), in its capacity as the Court-appointed receiver (the “**Receiver**”) of the Limited Receivership Property (as defined below) of C International Inc., formerly Cinram International Inc. (“**CII**”) as set out in the Sixth Report of FTI in its capacity as the Court-appointed Monitor of the Applicants (the “**Monitor**”) dated January 16, 2013, the Eleventh Report of the Monitor dated December 2, 2013, the Thirteenth Report of the Monitor dated May 23, 2014 and the Fourteenth Report of the Monitor;

(ii) approving the fees of the Receiver;

(iii) discharging FTI as Receiver of the Limited Receivership Property of CII upon the filing of the Receiver’s Completion Certificate (as defined below);

(iv) releasing FTI in its capacity as the Receiver of the Limited Receivership Property from any and all liability; and

(v) such further and other relief as counsel may request and this Court deems just.

2. THE GROUNDS FOR THE MOTION ARE:

A. Release of Funds Order

Background

- (a) Unless otherwise indicated or defined herein, capitalized terms have the meaning given to them in the initial order granted by this Court in these proceedings on June 25, 2012 (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; (ii) appointing FTI as the Monitor of the CCAA Parties in these CCAA proceedings; and (iii) appointing CRW International ULC, formerly Cinram International ULC, 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, including most recently by Order of this Court dated May 30, 2014 to December 5, 2014.
- (d) On July 12, 2012, this Court made an 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 Cinram Fund, and its direct and indirect subsidiaries in North America contemplated by the asset purchase agreement between CII and Cinram Group, Inc., formerly Cinram Acquisition, Inc. (the “**Purchaser**” or “**New Cinram**”), 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

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to the Share Purchase Offer (the transaction contemplated thereunder, the “**Share Sale Transaction**”).

- (e) The Asset Sale Transaction closed on August 31, 2012 and the Share Sale Transaction closed on February 4, 2013.
- (f) Pursuant to the Asset Sale Transaction, the Assumed Employees (as defined in the Asset Purchase Agreement) were transferred to Cinram Group, Inc., including the treasurer of Cinram Group, Inc.
- (g) On October 19, 2012, this Court granted an Administrative Reserve/Distribution/Transition Order, which expanded the powers of the Monitor in respect of the CCAA Parties and provided the Monitor, among other things, the authority to distribute funds of the CCAA Parties, including any available cash on hand as the Monitor sees appropriate, to the first lien lenders.
- (h) Additional sales of certain assets of the CCAA Parties excluded from the Asset Sale Transaction have also been subsequently approved by this Court and completed.

Origin and deposit of the impugned funds with Royal Bank

- (i) In February 2014, a cheque in the amount of US\$237,932.77 was issued by Marsh Insurance Brokerage (“**Marsh**”) to Cinram Fund, the indirect parent company of CII.
- (j) The funds were designated to be paid to Cinram Fund to satisfy a settlement in respect of a class action lawsuit involving Marsh.
- (k) More particularly, on February 20, 2014, pursuant to a court order, the settlement administrator issued and mailed distribution cheques on a pro-rata basis from a settlement fund in respect of a settlement reached between a number of plaintiffs

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and Marsh over allegations that several brokers and insured defendants, including Marsh, engaged in an insurance brokerage scheme allegedly in violation of law and to the detriment of insurance policy holders.

- (l) Marsh denied any allegations asserted by the settlement class but agreed to a settlement that includes the establishment of a settlement fund of more than \$69,000,000. The settlement provides the distribution of the settlement fund to settlement class members.
- (m) The February 2014 cheque was delivered to the address of New Cinram (also the address of CII and Cinram Fund), 2255 Markham Road, Scarborough, Ontario. Upon delivery of the cheque, the then treasurer of New Cinram, deposited the cheque in a bank account. This company was owned by the then treasurer and was trading under the name of "Cinram".
- (n) Internal investigators working for Royal Bank were alerted to the deposit of the cheque in this bank account and contacted members of management of New Cinram to inform them about the suspect transaction.
- (o) The funds are currently frozen in the Royal Bank account and cannot be released to the designated recipient, Cinram Fund, absent a Court Order.
- (p) Cinram Fund is entitled to have the funds designated for it released.
- (q) The Applicants have consulted with the Monitor with respect to the relief sought on this motion and the Monitor will be filing the Monitor's Fourteenth Report in connection with this motion.

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B. Discharge Order

- (r) Pursuant to the Appointment Order granted by this Court on October 19, 2012 (the “**Appointment Order**”), FTI was appointed as the Receiver, without security, solely of the bank account of CII listed on Schedule B to the Appointment Order (the “**Limited Receivership Property**”) to allow former employees of CII access to payments under the *Wager Earner Protection Program Act*, S.C. 2005, c. 47, s. 1. (the “**WEPPA**”).
- (s) The Receiver has provided support and information to representatives from Human Resources and Services Development Canada (“**HRSDC**”) with respect to the WEPPA as needed, including delivering to HRSDC Trustee Information Forms on behalf of the former employees who have provided claims information to the Receiver.
- (t) The Receiver sent 193 notices advising eligible former employees of CII of the WEPPA process.
- (u) There currently remains only one eligible former employee who has not yet submitted a Proof of Claim (“**POC**”) to the Receiver.
- (v) Once a POC is received from the remaining former employee and communicated to HRSDC, or it is determined that the former employee will not file a POC, it is the Receiver’s view that it will have completed its duties and the Receiver will file a certificate with this Court confirming all duties have been completed (the “**Receiver’s Completion Certificate**”).

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- (w) The Receiver has maintained detailed records of its professional costs and time during the course of the receivership proceedings.

C. General

- (x) The provisions of the CCAA and this Court's equitable and statutory jurisdiction thereunder;
- (y) Rules 2.03, 3.02, 16, 37 and 41.06 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 Court may permit.

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

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

Date: October 7, 2014

GOODMANS LLP
Barristers & Solicitors
Bay Adelaide Centre
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Toronto, Canada M5H 2S7

David E. Lederman LSUC#: 44170U
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

Court File No. CV12-9767-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

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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> <p>Kathryn Esaw Tel: (416) 869-6820 E-mail: kesaw@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>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>Steven Golick Tel: (416) 862-6704 E-mail: sgolick@osler.com</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>Diane Winters Tel: (416) 973-3172 E-mail: diane.winters@justice.gc.ca</p>

AND TO:	PALIARE ROLAND ROSENBERG ROTHSTEIN LLP 155 Wellington St. West, 35 th Floor Toronto, ON M5V 3H1 Fax: (416) 646-4301 Lawyers for the Ad Hoc Committee of Former Canadian Cinram Employees (Walter Canlubo, Yvonne Lewis and Li Chin Liu)	Massimo Starnino Tel: (416) 646-4300 max.starnino@paliareroland.com Tina H. Lie tina.lie@parliareroland.com
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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 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

David E. Lederman LSUC#: 44170U
Melaney J. Wagner LSUC#: 44063B
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Fax: (416) 979-1234

Lawyers for the Applicants

Tab 2

Court File No. CV12-9767-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE)	WEDNESDAY, THE 15 TH
)	
JUSTICE)	DAY OF OCTOBER 2014

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

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INTERNATIONAL INCOME FUND, CII TRUST AND THE
COMPANIES LISTED IN SCHEDULE "A"**

Applicants

ORDER

THIS MOTION made by the Applicants for an Order for the return of the funds currently being held by the Royal Bank of Canada was heard this day at 330 University Avenue, Toronto, Ontario:

ON READING the Notice of Motion, the Fourteenth Report (the "**Fourteenth Report**") of FTI Consulting Canada Inc. ("**FTI**") in its capacity as Court-appointed Monitor (in such capacity, the "**Monitor**"), all filed, and upon hearing the submissions of counsel for the Applicants and C International Limited Partnership, formerly Cinram International Limited Partnership, 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 Caroline Descours sworn October 7, 2014, filed;

DRAFT: 1 - October 7, 2014 - 1:39 PM

- 2 -

1. **THIS COURT ORDERS** that the service of the Notice of Motion and the supporting materials herein is good and sufficient notice of this motion, that this Motion is properly returnable today, and that any further service or notice of the Notice of Motion and supporting materials be and hereby dispensed with.
 2. **THIS COURT ORDERS** that capitalized terms used but not otherwise defined herein have the meaning given to them in the Fourteenth Report.
 3. **THIS COURT ORDERS AND DIRECTS** that funds in the amount of US\$237,932.77 traceable to the cheque, a copy of which is attached hereto as Schedule “B”, plus any interest accrued thereon, which are held at the Royal Bank of Canada (or its affiliated subsidiary or related entities) shall be remitted to counsel to the Applicant, C International Income Fund, formerly Cinram International Income Fund (“**Cinram Fund**”), by cheque made payable to “Goodmans LLP, in trust”.
 4. **THIS COURT ORDERS** that, upon receipt by Goodmans LLP of the funds set out in paragraph 2 above, the funds shall then be transferred to FTI Consulting Canada Inc., in its capacity as Monitor of Cinram Fund, to be held in trust and to be distributed by the Monitor to the First Lien Administrative Agent on behalf of the First Lien Lenders in accordance with paragraph 12 of the Distribution Order.
 5. **THIS COURT ORDERS** that there shall be no costs of this motion.
-

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.

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CDIST LLC, formerly Cinram Distribution LLC

Cinram Wireless LLC

CRSMI LLC, formerly Cinram Retail Services, LLC

One K Studios, LLC

Schedule “B”

DRAFT: 1 - October 7, 2014 - 1:39 PM

THIS DOCUMENT CONTAINS ANTI-THEFT DEVICES INCLUDING MICRO PRINTING AND VOID PANTOGRAPH. ABSENCE OF THESE FEATURES INDICATES A COPY.

Detach and sign the back of this instrument.

Insurance Brokerage Marsh Settlement
c/o Rust Consulting, Inc.
P.O. Box 2429
Faribault, MN 55021
Tel. # 888-356-0266

US BANK

33-54
730

al

5906

Date	Claim Number	Amount
02/05/14	0000001226	\$237,932.77

VOID AFTER 03/05/2014

NOT VALID FOR AMOUNT OTHER THAN \$237,932.77

Payee's signature required on back in order for this instrument to be valid.

Two Hundred Thirty-Seven Thousand Nine
Hundred Thirty-Two And 77/100 Dollars
Payable to: CINRAM INTERNATIONAL INCOME FUND

Paul V. [Signature]

THE BACK OF THIS DOCUMENT CONTAINS A TRUE WATERMARK - HOLD TO LIGHT SOURCE TO VIEW.

⑈00005906⑈ ⑆073000545⑆ 196474402480⑈

⑈0023793277⑈

Routing Transit/Acct.:07300054-196474402480 Proc Date: 2014/02/18 \$237,932.77 ISN#: 3500479084

03692-009
ROYAL BANK OF CANADA
1408 KING ST. W. BRANCH
TORONTO, ONTARIO
03692-009
FEB 18 2014

RBC
TORONTO ONTARIO
20140218

3500479084

3016 53178

POSITIVE I.D. REQUIRED
4001053
03692

Routing Transit/Acct.:07300054-196474402480 Proc Date: 2014/02/18 \$237,932.77 ISN#: 3500479084

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

ORDER

GOODMANS LLP

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David E. Lederman LSUC#: 44170U
Melaney J. Wagner LSUC#: 44063B
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Lawyers for the Applicants

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Tab 3

Court File No. CV12-9767-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE) WEDNESDAY, THE 15TH
))
JUSTICE) DAY OF OCTOBER, 2014

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

DISCHARGE ORDER

THIS MOTION, made by the Applicants, for an order (the "**Discharge Order**"):

1. approving the activities of FTI Consulting Canada Inc., in its capacity as the Court-appointed receiver (the "**Receiver**") of the Limited Receivership Property (as defined in the Receivership Order dated October 19, 2012) of C International Inc., formerly Cinram International Inc., as set out in the Sixth Report of FTI Consulting Canada Inc. in its capacity as the Court-appointed Monitor of the Applicants (the "**Monitor**") dated January 16, 2013, the Eleventh Report of the Monitor dated December 2, 2013, the Thirteenth Report of the Monitor dated May 23, 2014 and the Fourteenth Report of the Monitor dated ● (the "**Fourteenth Report**");
2. approving the fees of the Receiver;

3. discharging FTI Consulting Canada Inc. as Receiver of the Limited Receivership Property on the filing of the Receiver's Certificate attached hereto as Schedule "B"; and

4. releasing FTI Consulting Canada Inc. in its capacity as the Receiver of the Limited Receivership Property from any and all liability, as set out in paragraph 5 of this Order,

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion and Motion Record of the Applicants, the Fourteenth Report, the affidavit of Steven Bissell of FTI Consulting Canada Inc. sworn October 7, 2014 as to fees (the "**Fee Affidavit**"), and on hearing the submissions of counsel for the Applicants, counsel to the Receiver and counsel to the First Lien Administrative Agent (as defined in the Fourteenth Report), no one else appearing although served as evidenced by the Affidavit of Caroline Descours sworn October 7, 2014, filed; and

SERVICE

1. **THIS COURT ORDERS AND DECLARES** that the time for service of the Notice of Motion, the Motion Record and the Fourteenth Report is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof and orders that service of the Notice of Motion, the Motion Record and the Fourteenth Report is hereby validated in all respects.

APPROVAL OF ACTIVITIES

2. **THIS COURT ORDERS** that the activities of the Receiver, as set out in the Sixth Report of the Monitor dated January 16, 2013, the Eleventh Report of the Monitor dated December 2, 2013, the Thirteenth Report of the Monitor dated May 23, 2014 and the Fourteenth Report, are hereby approved.

DRAFT: 1 - October 7, 2014 - 1:59 PM

APPROVAL OF FEES AND DISBURSEMENTS

3. **THIS COURT ORDERS** that the Receiver's fees for the period from September 1, 2013 to October 1, 2014, inclusive, and the Receiver's estimated fees and disbursements to complete its remaining duties, both as set out in the Fourteenth Report and as more particularly set out in the Fee Affidavit, are hereby approved.

DISCHARGE OF THE RECEIVER

4. **THIS COURT ORDERS** that upon the Receiver filing a certificate substantially in the form attached hereto as Schedule "B" (the "**Discharge Certificate**") certifying that it has completed its remaining duties as described in paragraph ● of the Fourteenth Report, the Receiver shall be discharged as Receiver of the Limited Receivership Property, provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of FTI Consulting Canada Inc. in its capacity as Receiver.

5. **THIS COURT ORDERS AND DECLARES** that immediately upon the filing of the Discharge Certificate, FTI Consulting Canada Inc. and its affiliates and legal counsel, and their respective 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 them, 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 the filing of the Discharge Certificate in any way relating to, arising out of or in respect of these receivership proceedings or the Receiver acting in its capacity in these receivership proceedings (collectively, the "**Released Claims**"), save and except for any gross negligence or wilful misconduct on the Receiver's part, 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 claim or liability arising out of any gross negligence or willful misconduct on the part of the Released Parties.

6. **THIS COURT ORDERS AND DECLARES** that no action or other proceeding shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver except with prior leave of this Court and on prior written notice to the Receiver.

DRAFT: 1 - October 7, 2014 - 1:59 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.

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"

Discharge 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

RECITALS

- A. Pursuant to the Order of this Honourable Court dated October 19, 2012, FTI Consulting Canada Inc. was appointed receiver (the "**Receiver**") over the bank account of Cinram International Inc. ("**CII**"), located in Canada used in relation to a business carried on by CII, (the "**Limited Receivership Property**").
- B. These receivership proceedings have been completed in accordance with the Orders of this Court and under the supervision of the Receiver.
- C. Pursuant to the Order of this Court dated October 15, 2014, the Receiver may be discharged and the within receivership proceedings may be terminated upon filing of this Receiver's Certificate with the Court.

THE RECEIVER CERTIFIES the following:

1. The fees and disbursements of the Receiver and of the Receiver's counsel, Stikeman Elliott LLP, have been paid in full.

2. The Receiver has completed any and all matters that may be incidental to the termination of the within receivership proceedings or any other matters necessary to complete the receivership proceedings.

DATED at Toronto, Ontario this ____ day of _____, 2014.

FTI CONSULTING CANADA INC., solely in its capacity as Receiver of the Limited Receivership Property and not in its personal or corporate capacity

By: _____

Name: Steven Bissell
Title: Managing Director

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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 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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Lawyers for the Applicants

DRAFT: 1 - October 7, 2014 - 1:59 PM

**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 October 15, 2014)**

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Barristers & Solicitors
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Toronto, Canada M5H 2S7

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