

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE) WEDNESDAY, THE 2ND
JUSTICE *MESBUR*) 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 November 27, 2015 (the "**Monitor's Nineteenth Report**"), the Affidavit of Paul Bishop sworn November 26, 2015 in connection with the Monitor's fees (the "**Bishop Affidavit**"), the Affidavit of David R. Byers sworn November 26, 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 Caroline Descours sworn November 25, 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.

ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:



DEC 02 2015



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" – 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
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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
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Applicants

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

Proceeding commenced at Toronto

ORDER

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