

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 CINRAM INTERNATIONAL INC., CINRAM INTERNATIONAL INCOME
FUND, CII TRUST AND THE COMPANIES LISTED IN SCHEDULE "A"

Applicants

Oct 19-12

M. Wagner + C. Descours for Applicants October 19, 2012.

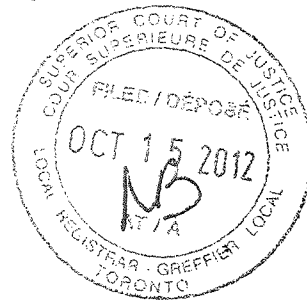
D. Byss + M. Konykheva for Trustee

M. Starnow + T. Hie for Ad Hoc Committee of
Former Canadian Cinema Employees

S. Weisz for J.P. Page.

The motion was approved and the
counsel advised that it was supported
by the Trustee and consented to by
the Ad Hoc Committee of Former Canadian
Cinema Employees.

Having reviewed the Record and
having submitted the Record and
an affidavit that the
requested relief is
appropriate in the
circumstances.



ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced at Toronto

MOTION RECORD
(Administrative Reserve/
Distribution/Transition Order)
(Returnable October 19, 2012)

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Lawyers for the Applicants

In making the determinations I have taken into account that recent opinions have been obtained which confirm the propriety of the secured creditors and their entitlement to recover distributions. I also accept that the ^{Minister's} ^{of the Order} protection enforced at paragraphs 24 and 25¹ have been brought to the attention of the Department of Justice, who do not oppose the grant of such relief.

In addition, I accept counsel's submissions to the effect that the requested releases are not overly broad and are reasonable in the circumstances. (see paragraphs 24-27 and 39-41 of the factors)

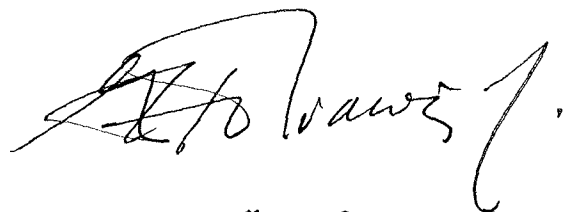
I am also satisfied that the Applicants have been and continue to work in good faith and with due diligence such that the request to extend the stay period to February 1, 2013 is appropriate in the circumstances.

Concededly the Trustee has advised that no adverse comment has been received in respect of Reports 1-4 which are approved together with the activities described therein.

The requested fees of the Trustee and
its counsel are, in my view, reasonable
in the circumstances of this case and
are approved.

Finally, counsel for the Applicant has
requested that the Confidential Receipt
to the 4th Report of the Trustee be
sealed. This document contains ~~sensitive~~
sensitive commercial information
the disclosure of which could be
harmful to state interests. Having considered
the Sirva Club precedents, I am satisfied
that it is appropriate to grant the
sealing request.

The order is granted and the
order has been signed in the
form presented.



Nov 2, 2012.

M. Wagner for Applicant
S. Weiss for J.P. Tuyen.

Counsel attested to advise that no party has
taken steps to ~~protest~~ vary or amend the
Order of Oct 19, 2012 through the come back
provision in paragraph 36 of the Order

