



Court File No. CV12 – 9767 – 00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) THURSDAY, THE 5TH
)
JUSTICE MORAWETZ) DAY OF DECEMBER, 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. ("CII"), 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 Tenth Report of FTI Consulting Canada Inc. ("**FTI**") in its capacity as Court-appointed Monitor (in such capacity, the "**Monitor**") dated October 25, 2013 (the "**Monitor's Tenth Report**"), the Eleventh Report of the Monitor dated December 2, 2013 (the "**Monitor's Eleventh Report**"), the Affidavit of Paul Bishop sworn December 2, 2013 in connection with the Monitor's fees (the "**Bishop Affidavit**"), the Affidavit of David Byers sworn November 28, 2013 in connection with the fees of counsel to the Monitor (the "**Byers Affidavit**"), the Affidavit of Paul Bishop sworn November 29, 2013 (the "**Receiver's Fee Affidavit**") in connection with the fees of FTI in its capacity as the Court-appointed Receiver of the bank account of CII (in such capacity, the "**Receiver**") 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 Receiver, 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 29, 2013, 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 11:59 p.m. on June 6, 2014.

APPROVAL OF THE MONITOR’S REPORTS, ACTIVITIES AND FEES

3. THIS COURT ORDERS that the Fifth Report dated December 17, 2012, the Sixth Report of the Monitor dated January 16, 2013, the Seventh Report of the Monitor dated February 5, 2013, the Eighth Report of the Monitor dated March 27, 2013, the Ninth Report of the Monitor dated June 20, 2013, the Monitor’s Tenth Report and the Monitor’s Eleventh Report and the activities described therein are hereby approved.

4. THIS COURT ORDERS that the fees and disbursements of the Monitor for the period October 1, 2012 to November 17, 2013 and its counsel, Stikeman Elliott LLP, for the period September 1, 2012 to October 31, 2013, all as particularized in the Bishop Affidavit and the Byers Affidavit are hereby approved.

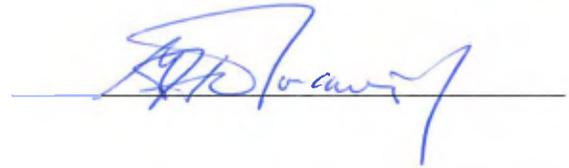
APPROVAL OF THE RECEIVER'S FEES

5. THIS COURT ORDERS that the fees and disbursements of the Receiver for the period October 19, 2012 to August 31, 2013, all as particularized in the Receiver's Fee Affidavit are hereby approved.

RECOGNITION

6. 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.

7. 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 - 5 2013



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

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