

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE REGIONAL) WEDNESDAY, THE 15TH
SENIOR JUSTICE MORAWETZ) 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 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 FTI Consulting Canada Inc. dated October 8, 2014 (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 8, 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.

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.

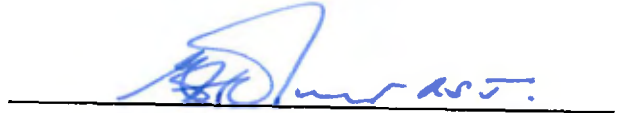
DISCHARGE OF THE RECEIVER

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 41 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.



ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:
OCT 15 2014

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



OCT 15 2014

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

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SUPERIOR COURT OF JUSTICE

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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

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

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Proceeding commenced at Toronto

ORDER

GOODMANS LLP

Barristers & Solicitors

333 Bay Street, Suite 3400

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