



**C INTERNATIONAL INC.,  
C INTERNATIONAL INCOME  
FUND AND THE COMPANIES  
LISTED ON SCHEDULE "A**

**NINETEENTH REPORT  
OF FTI CONSULTING CANADA INC.,  
IN ITS CAPACITY AS MONITOR OF THE  
APPLICANTS  
November 27, 2015**

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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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TRUST, C INTERNATIONAL INCOME FUND AND THE  
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**NINETEENTH REPORT OF FTI CONSULTING CANADA INC.,  
in its capacity as Monitor of the Applicants**

**November 27, 2015**

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# TAB 1

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

NINETEENTH REPORT OF FTI CONSULTING CANADA INC.,  
in its capacity as Monitor of the Applicants

November 27, 2015

INTRODUCTION

1. By Order of this Court dated June 25, 2012 (the "Initial Order"), C International Inc., formerly Cinram International Inc. ("CII"), CII Trust, C International Income Fund, formerly Cinram International Income Fund ("Cinram Fund") and the companies listed in Schedule "A" attached to this report (together with CII, CII Trust and Cinram Fund, the "Applicants") obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "CCAA"). The Initial Order also granted relief in respect of C International Limited Partnership, formerly Cinram International Limited Partnership (together with the Applicants, the "CCAA Parties") and appointed FTI Consulting Canada Inc. ("FTI") as monitor (the "Monitor") of the CCAA Parties.

2. Cinram Fund, collectively with its direct and indirect subsidiaries, shall be referred to herein as "**Cinram**" or the "**Cinram Group**". The proceedings commenced by the Applicants under the CCAA will be referred to herein as the "**CCAA Proceedings**".
3. Cinram Group was one of the world's largest producers of pre-recorded multimedia products and related logistics services. Cinram Group was unable to find an out-of-court solution to its financial difficulties and sought protection from its creditors under the CCAA.
4. The Applicants' stated principal objectives of the CCAA Proceedings were: (i) to ensure the ongoing operations of the Cinram Group; (ii) to ensure the Applicants have the necessary availability of working capital funds to maximize the ongoing business of the Cinram Group for the benefit of its stakeholders; and (iii) to complete the sale and transfer of substantially all of Cinram's core business to Cinram Group, Inc., formerly known as Cinram Acquisition, Inc. or one or more of its nominees (the "**Purchaser**").
5. Further background information regarding the CCAA Parties and these proceedings is provided in, *inter alia*, the affidavit of John Bell sworn June 23, 2012 (the "**Bell Affidavit**") and FTI's pre-filing report dated June 23, 2012, copies

of which have been posted on the Monitor's website for the CCAA Proceedings at <http://cfcanada.fticonsulting.com/cinram>.

6. Substantially all of Cinram's North American business and European business were sold to the Purchaser through an asset sale transaction and a share sale transaction, respectively, pursuant to an Approval and Vesting Order granted by this Court on July 12, 2012 (the "**Approval and Vesting Order**"). The asset sale transaction was completed on August 31, 2012 and the share sale transaction was completed on February 4, 2013. Cinram's assets in North America (including assets of Cinram Wireless LLC and certain real property) that were excluded from the transaction described above were sold in subsequent transactions.
7. On July 25, 2012, the United States Bankruptcy Court (District of Delaware) (the "**U.S. Court**") approved and entered the Final Recognition Order under Chapter 15 of the Bankruptcy Code, granting recognition of the CCAA Proceedings as the "foreign main proceedings" of the CCAA Parties and recognizing the Initial Order on a final basis. The U.S. Court also granted an Order, *inter alia*, recognizing the Approval and Vesting Order and authorizing the assignment and assumption of certain executory contracts and unexpired leases.
8. Capitalized terms not otherwise defined herein have the meaning given to them in the Bell Affidavit, the Initial Order or previous reports of the Monitor.

## PURPOSE OF THIS REPORT

9. The purpose of this Nineteenth Report is to inform and/or provide this Court with an update on the following:

- a) the status of the CCAA Parties' CCAA Proceedings;
- b) the CCAA Parties' financial performance since August 15, 2015 and a comparison of the actual to forecast results;
- c) the cash flow forecast to February 26, 2016 (the "**Cash Flow Forecast**");
- d) the CCAA Parties' request for an Order, *inter alia*:
  - i. extending the Stay Period to the earlier of (i) the filing of the Monitor's Certificate (as defined below), or (ii) 11:59 p.m. on February 26, 2016;
  - ii. approving 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 Nineteenth Report of the Monitor dated November 26, 2015, and the activities of the Monitor described therein;

- iii. approving the fees and disbursements of the Monitor and the Monitor's counsel;
  - iv. providing for the termination of these proceedings and the discharge and release of the Court-ordered charges granted in the CCAA Proceedings, in each case upon the filing with the Court of the Monitor's Certificate;
  - v. providing 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 Distribution and Transition Order;
  - vi. providing for the discharge of the Monitor and a release of claims in favour of the Monitor, its counsel and their respective affiliates and officers, directors, partners, employees and agents, in each case upon the filing with the Court of the Monitor's Certificate; and
- e) the Monitor's conclusions and recommendations.

## **TERMS OF REFERENCE**

10. In preparing this report, FTI has relied upon unaudited financial information of the Applicants and the Applicants books and records.

11. Unless otherwise stated, all monetary amounts contained in this report are expressed in United States dollars.

## STATUS OF THE CCAA PROCEEDINGS

12. The Monitor reported on the status of the CCAA Proceedings in its Eighteenth Report dated August 26, 2015 (a copy of which is attached as **Appendix "A"**).

### *Distributions to the First Lien Lenders*

13. On August 13, 2015, the Monitor distributed \$1.4 million to JPMorgan Chase, N.A. in its capacity as the administrative agent (the "**Pre-Petition First Lien Agent**") on behalf of the lenders under an amended and restated credit agreement dated April 11, 2011 (the "**Pre-Petition First Lien Lenders**"). The distribution was made in accordance with an Administrative Reserve/Distribution/Transition Order of this Court dated October 19, 2012 (the "**Distribution and Transition Order**"), which authorizes the Monitor to, *inter alia*, make distributions from time to time without further Order of the Court to the Pre-Petition First Lien Agent on behalf of the Pre-Petition First Lien Lenders.
14. As of the date of this report, the Monitor has distributed a total of approximately \$98.7 million to the Pre-Petition First Lien Agent on behalf of the Pre-Petition First Lien Lenders. The Monitor intends to make a Final Distribution (as defined

below) to the Pre-Petition First Lien Agent on behalf of the Pre-Petition First Lien Lenders following the completion of the various administrative and other pending matters required to complete the CCAA Proceedings.

*Cinram Iberia S.L.*

15. As reported in the Fourteenth Report of the Monitor, on May 9, 2014, Cinram Iberia SL ("**Cinram Spain**"), a non-applicant wholly-owned subsidiary of CII, completed the sale of the real estate property located in Madrid, Spain.
  
16. The administrator of Cinram Spain commenced proceedings to wind up the Cinram Spain business in the fall of 2014 and had previously indicated to the Monitor that as of December 31, 2014, all accounting, legal and other documentation had been submitted to the Spanish tax and other authorities in respect of the wind up of Cinram Spain. In preparation for the hearing scheduled for December 2, 2015, and following enquiries as to the status of the wind up proceedings, the Monitor was informed by the administrator that certain tax certificates confirming that Cinram Spain was inactive in 2015 would be required to be filed with the Spanish tax authorities in May 2016. The administrator indicated that this would be the final administrative step required to formally wind up the business of Cinram Spain.

17. As of January 23, 2015, based on reports from the administrator, Cinram Spain had either settled, or had set aside funds to settle, all of the outstanding liabilities of Cinram Spain. As of the date of this report, the administrator has confirmed that that the only outstanding liability of Cinram Spain is certain audit fees related to the preparation of the tax certificates to be submitted in 2016, and which will be settled with funds set aside by the administrator.

### *Chapter 15 Proceedings*

18. With respect to the proceedings commenced under Chapter 15 of the United States Bankruptcy Code (the “**US Proceedings**”), following the issuance of an order terminating the CCAA Proceedings (if granted), the Foreign Representative will proceed to file a motion for an order closing the US Proceedings including filing a report confirming there are no outstanding matters in the US Proceedings (the “**Chapter 15 Report**”). At least thirty (30) days after filing the Chapter 15 Report, the Foreign Representative will file a certificate requesting entry of the order closing the US Proceedings.

### **RECEIPTS AND DISBURSEMENTS TO NOVEMBER 20, 2015**

19. Appendix “B” to the Eighteenth Report of the Monitor dated August 26, 2015 included a cash flow forecast for the CCAA Parties for the period beginning August 15, 2015 and ending on December 4, 2015 (the “**August 2015 Cash Flow**”).

Forecast”). The table below presents the actual versus forecast results of the CCAA Parties’ August 2015 Cash Flow Forecast for the period ending November 20, 2015. Unless otherwise stated, all dollar amounts presented in this section of this Eighteenth Report are expressed in United States dollars.

<b>(US\$ in millions)</b>	<b>August 15, 2015 to November 20, 2015</b>		
	<b>Forecast</b>	<b>Actual</b>	<b>Variance</b>
<b>Cash Flow from Operations</b>			
Receipts	-	-	-
Disbursements	(0.2)	(0.1)	0.1
<b>Operating Cash Flows</b>	<b>(0.2)</b>	<b>(0.1)</b>	<b>0.1</b>
Restructuring / Non-recurring	(0.2)	(0.1)	0.1
Funding from Proceeds of Asset Sales	-	-	-
Distributions	-	-	-
<b>Non-Operating Cash Flow</b>	<b>(0.2)</b>	<b>(0.1)</b>	<b>0.1</b>
<b>Projected Net Cash Flow</b>	<b>(0.4)</b>	<b>(0.2)</b>	<b>0.2</b>
Beginning Cash Balance	1.1	1.1	-
<b>Ending Cash Balance</b>	<b>0.7</b>	<b>0.9</b>	<b>0.2</b>

20. For the period ending November 20, 2015, the CCAA Parties reported net Operating Cash Outflows of \$0.1 million, representing a positive variance of \$0.1 million compared to the August 2015 Cash Flow Forecast. The positive variance is related primarily to professional fees for the preparation of tax returns, and is expected to reverse in future forecast periods.
21. Non-Operating Cash Outflows for the period ending November 20, 2015 were also \$0.1 million, resulting in a positive variance compared to the August 2015

Cash Flow Forecast of \$0.1 million. Actual Non-Operating Cash Flows include professional fees associated with the CCAA Proceedings, which were lower-than-forecast by approximately \$0.1 million. The positive variance is believed to be permanent.

22. As of November 20, 2015, the ending balance in cash was \$0.9 million, or approximately \$0.2 million greater than projected in the August 2015 Cash Flow Forecast.

#### **CASH FLOW FORECAST**

23. The Monitor has updated the CCAA Parties' Cash Flow Forecast to include the period covered by the requested extension of the Stay of Proceedings. A copy of the Cash Flow Forecast is attached as **Appendix "B"** to this Nineteenth Report.
24. It is anticipated that the CCAA Parties' forecast liquidity requirements during the Cash Flow Forecast period will continue to be met by the CCAA Parties and from funds available in the Administrative and Transitional Costs Reserves.

#### **REQUEST FOR AN EXTENSION OF THE STAY OF PROCEEDINGS AND TERMINATION OF THE CCAA PROCEEDINGS AND MONITOR DISCHARGE**

25. Pursuant to the Initial Order, the Stay Period was granted until, and including, July 25, 2012, or such later date as the Court may order. Subsequent Orders of

the Court have extended the Stay Period, with the current Stay Period set to expire on December 4, 2015.

26. All of the assets of the CCAA Parties have now been realized on.
27. There remain certain limited administrative matters to be completed by the CCAA Parties and the Monitor to complete the CCAA Proceeding, including completing and filing certain tax returns for some of the CCAA Parties, closing bank accounts, settling outstanding invoices for professional and other fees, assisting with closing the US Proceedings and ultimately making a further and final distribution to the Pre-Petition First Lien Agent on behalf of the Pre-Petition First Lien Lenders (the "**Final Distribution**").
28. Following completion of these matters, the Monitor will file a Monitor's certificate certifying that (i) the fees and disbursements of the Monitor and of its counsel have been paid in full, and (ii) 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 (the "**Monitor's Certificate**").
29. The continuation of the stay of proceedings to earlier of the filing of the Monitor's Certificate terminating the CCAA Proceedings or February 26, 2016 is necessary to provide the stability needed during that time.

30. It is the Monitor's view based on the CCAA Parties' Cash Flow Forecast that the CCAA Parties will have sufficient available cash resources during the requested Stay Period.
31. Based on the information presently available, the Monitor believes that creditors will not be materially prejudiced by an extension of the Stay Period as requested.
32. The Monitor is not aware of any non-compliance by the CCAA Parties with requirements under the CCAA or pursuant to any Order issued by this Court in the CCAA Proceedings. The Monitor also believes that the CCAA Parties have acted, and are continuing to act, in good faith and with due diligence and that circumstances exist that make an extension of the Stay Period appropriate.
33. The Monitor is advised by the CCAA Parties that the First Lien Lenders support the requested extension of the Stay Period.

#### **MONITOR'S ACTIVITIES**

34. Since its appointment, the Monitor has been involved with numerous aspects of the CCAA Proceedings with a view to fulfilling its statutory and court-ordered duties and obligations. The Monitor has described some of the more significant matters that it was involved in since commencement of the CCAA Proceedings in

its previous reports. The more significant matters the Monitor has been involved with and assisted since then include, but are not limited to, the following:

- a) assisting with the completion of the sale of certain assets of the CCAA Parties;
- b) dealing with real estate brokers engaged to seek purchasers for the Olyphant, Louisville and Spain properties;
- c) responding to enquiries of creditors and other interested parties;
- d) assisting the CCAA Parties in cashflow management and reporting thereon;
- e) assisting the Foreign Representative; and
- f) working with counsel to the CCAA Parties and counsel to the First Lien Lenders, their financial advisors and various other interested parties, their counsel and advisors.

## **PROFESSIONAL FEES**

35. The Monitor and its counsel have maintained detailed records of their professional costs and time during the course of the CCAA Proceedings (as detailed in the Affidavit of Paul Bishop sworn November 26, 2015 and the Affidavit of Maria Konyukhova sworn November 26, 2015 (collectively, the “Fee

**Affidavits**”). Copies of the Fee Affidavits are attached to this report as **Appendices “C” and “D”**).

## **RECOMMENDATIONS AND CONCLUSIONS**

36. For the reasons outlined above, the Monitor respectfully recommends that Stay Period be extended to the earlier of (i) the filing of the Monitor’s Certificate with the Court, or (ii) 11:59 p.m. on February 26, 2016.

All of which is respectfully submitted this 27<sup>th</sup> day of November, 2015.

FTI Consulting Canada Inc.,  
in its capacity as the Monitor of C International Inc., formerly Cinram International Inc.,  
C International Income Fund, formerly Cinram International Income Fund, CII Trust  
and the other Applicants listed in Schedule “A”

Per



Steven Bissell  
Managing Director

**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.) Holdings' Inc.

CIHV Inc., formerly Cinram, Inc.

IHC Corporation

CMFG LLC, formerly Cinram Manufacturing LLC

CDIST LLC, formerly Cinram Distribution LLC

Cinram Wireless LLC

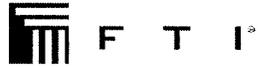
CRSMI LLC, formerly Cinram Retail Services, LLC

One K Studios, LLC

# APPENDIX "A"

Eighteenth Report of the Monitor

# TAB A



**C INTERNATIONAL INC.,  
C INTERNATIONAL INCOME  
FUND AND THE COMPANIES  
LISTED ON SCHEDULE "A"**

**EIGHTEENTH REPORT  
OF FTI CONSULTING CANADA INC.,  
IN ITS CAPACITY AS MONITOR OF THE  
APPLICANTS  
August 26, 2015**

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., CII  
TRUST, C INTERNATIONAL INCOME FUND AND THE  
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**August 26, 2015**

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

EIGHTEENTH REPORT OF FTI CONSULTING CANADA INC.,  
in its capacity as Monitor of the Applicants

August 26, 2015

INTRODUCTION

1. By Order of this Court dated June 25, 2012 (the "Initial Order"), C International Inc., formerly Cinram International Inc. ("CII"), CII Trust, C International Income Fund, formerly Cinram International Income Fund ("Cinram Fund") and the companies listed in Schedule "A" attached to this report (together with CII, CII Trust and Cinram Fund, the "Applicants") obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "CCAA"). The Initial Order also granted relief in respect of C International Limited Partnership, formerly Cinram International Limited Partnership (together with the Applicants, the "CCAA Parties") and appointed FTI Consulting Canada Inc. ("FTI") as monitor (the "Monitor") of the CCAA Parties.

2. Cinram Fund, collectively with its direct and indirect subsidiaries, shall be referred to herein as "**Cinram**" or the "**Cinram Group**". The proceedings commenced by the Applicants under the CCAA will be referred to herein as the "**CCAA Proceedings**".
3. Cinram Group was one of the world's largest producers of pre-recorded multimedia products and related logistics services. Cinram Group was unable to find an out-of-court solution to its financial difficulties and sought protection from its creditors under the CCAA.
4. The Applicants' stated principal objectives of the CCAA Proceedings were: (i) to ensure the ongoing operations of the Cinram Group; (ii) to ensure the Applicants have the necessary availability of working capital funds to maximize the ongoing business of the Cinram Group for the benefit of its stakeholders; and (iii) to complete the sale and transfer of substantially all of Cinram's core business to Cinram Group, Inc., formerly known as Cinram Acquisition, Inc. or one or more of its nominees (the "**Purchaser**").
5. Further background information regarding the CCAA Parties and these proceedings is provided in, *inter alia*, the affidavit of John Bell sworn June 23, 2012 (the "**Bell Affidavit**") and FTI's pre-filing report dated June 23, 2012, copies

of which have been posted on the Monitor's website for the CCAA Proceedings at <http://cfcanada.fticonsulting.com/cinram>.

6. Substantially all of Cinram's North American business and European business were sold to the Purchaser through an asset sale transaction and a share sale transaction, respectively, pursuant to an Approval and Vesting Order granted by this Court on July 12, 2012 (the "**Approval and Vesting Order**"). The asset sale transaction was completed on August 31, 2012 and the share sale transaction was completed on February 4, 2013. Cinram's assets in North America (including assets of Cinram Wireless LLC and certain real property) that were excluded from the transaction described above were sold in subsequent transactions.
7. On July 25, 2012, the United States Bankruptcy Court (District of Delaware) (the "**U.S. Court**") approved and entered the Final Recognition Order under Chapter 15 of the Bankruptcy Code, granting recognition of the CCAA Proceedings as the "foreign main proceedings" of the CCAA Parties and recognizing the Initial Order on a final basis. The U.S. Court also granted an Order, *inter alia*, recognizing the Approval and Vesting Order and authorizing the assignment and assumption of certain executory contracts and unexpired leases.
8. Capitalized terms not otherwise defined herein have the meaning given to them in the Bell Affidavit, the Initial Order or previous reports of the Monitor.

## PURPOSE OF THIS REPORT

9. The purpose of this Eighteenth Report is to inform and/or provide this Court with an update on the following:
- a) the status of the CCAA Parties' CCAA Proceedings;
  - b) the CCAA Parties' financial performance since May 16, 2015 and a comparison of the actual to forecast results;
  - c) the cash flow forecast to December 4, 2015 (the "**Cash Flow Forecast**");
  - d) the CCAA Parties' request for an Order, *inter alia*, extending the Stay Period to December 4, 2015; and
  - e) the Monitor's conclusions and recommendations.

## TERMS OF REFERENCE

10. In preparing this report, FTI has relied upon unaudited financial information of the Applicants, the Applicants' books and records, certain financial information prepared by, and discussions with, former employees of the Applicants now working for the Purchaser.

11. Unless otherwise stated, all monetary amounts contained in this report are expressed in United States dollars.

#### **STATUS OF THE CCAA PROCEEDINGS**

12. The Monitor reported on the status of the CCAA Proceedings in its Sixteenth Report dated May 26, 2015 (a copy of which is attached as **Appendix "A"**).

#### ***Distributions to the First Lien Lenders***

13. On August 13, 2015, the Monitor distributed \$1.4 million to JPMorgan Chase, N.A. in its capacity as the administrative agent (the "**First Lien Administrative Agent**") on behalf of the lenders under an amended and restated credit agreement dated April 11, 2011 (the "**First Lien Lenders**"). The distribution was made in accordance with an Administrative Reserve/Distribution/Transition Order of this Court dated October 19, 2012 (the "**Distribution Order**"), which authorizes the Monitor to, *inter alia*, make distributions from time to time without further Order of the Court to the First Lien Administrative Agent on behalf of the First Lien Lenders.

14. As of the date of this report, the Monitor has distributed a total of approximately \$98.7 million to the First Lien Lenders. Subject to the availability of funds, the Monitor intends to make a Final Distribution to the First Lien Administrative Agent on behalf of the First Lien Lenders following the completion of the various administrative and other pending matters required to complete the CCAA Proceedings.

#### **CINRAM IBERIA S.L.**

15. As reported in the Fourteenth Report of the Monitor, on May 9, 2014, Cinram Iberia SL ("**Cinram Spain**"), a non-applicant wholly-owned subsidiary of CII, completed the sale of the real estate property located in Madrid, Spain.
16. The administrator of Cinram Spain has commenced the formal wind up of the Cinram Spain business and, as of December 31, 2014, had completed and submitted accounting, legal and other documentation to Spanish tax and other authorities in respect of the wind up of Cinram Spain. As of January 23, 2015, based on reports from the administrator, Cinram Spain had either settled, or had set aside funds to settle, all of the outstanding liabilities of Cinram Spain. As of the date of this report, the administrator has confirmed that there are no outstanding liabilities of Cinram Spain.

17. According to the administrator, the finalization of the wind up of Cinram Spain is pending confirmation from Spanish tax authorities which is expected to be received within the next month.

***Excluded Assets***

18. On July 31, 2015, the CCAA Parties obtained an order of the Court approving the sale of the CCAA Parties' last remaining Excluded Asset, the Louisville Property (the "**Louisville Property Approval and Vesting Order**"). On July 31, 2015, the U.S. Court granted an order, *inter alia*, recognizing the Louisville Property Approval and Vesting Order. The sale closed on or about August 5, 2015 and the proceeds therefrom were distributed to the First Lien Administrative Agent (as described above).
19. All of the Excluded Assets have now been realized on.

**RECEIPTS AND DISBURSEMENTS TO AUGUST 14, 2015**

20. Appendix "C" to the Sixteenth Report of the Monitor dated May 26, 2015 included a cash flow forecast for the CCAA Parties for the period beginning May 16, 2015 and ending on September 4, 2015 (the "**May 2015 Cash Flow Forecast**"). A copy of the Sixteenth Report is attached as Appendix "A" to this Eighteenth Report. The table below presents the actual versus forecast results of the CCAA

Parties' May 2015 Cash Flow Forecast for the period ending August 14, 2015.

Unless otherwise stated, all dollar amounts presented in this section of this Eighteenth Report are expressed in United States dollars.

(US\$ in millions)	May 16, 2015 to August 14, 2015		
	Forecast	Actual	Variance
<b>Cash Flow from Operations</b>			
Receipts	0.1	0.1	-
Disbursements	(0.1)	(0.1)	-
<b>Operating Cash Flows</b>	-	-	-
Restructuring / Non-recurring	(0.2)	(0.1)	0.1
Funding from Proceeds of Asset Sales	-	1.4	1.4
Distributions	-	(1.4)	(1.4)
<b>Non-Operating Cash Flow</b>	<b>(0.2)</b>	<b>(0.1)</b>	<b>0.1</b>
<b>Projected Net Cash Flow</b>	<b>(0.2)</b>	<b>(0.1)</b>	<b>0.1</b>
Beginning Cash Balance	1.2	1.2	-
<b>Ending Cash Balance</b>	<b>1.0</b>	<b>1.1</b>	<b>0.1</b>

21. In line with the May 2015 Cash Flow Forecast, actual receipts from operations were offset by disbursements from operations resulting in Operating Cash Flows of \$0 for the period ending August 14, 2015.
22. Non-Operating Cash Outflows for the period ending August 14, 2015 were \$0.1 million, resulting in a positive variance of \$0.1 million when compared to the May 2015 Cash Flow Forecast. Actual Non-Operating Cash Flow includes professional fees associated with the CCAA Proceedings, which were lower-than-forecast by approximately \$0.1 million. Actual Non-Operating Cash Flow

for the period ending August 14, 2015 includes the proceeds from the sale of the Louisville Property (\$1.4 million) which were distributed to the First Lien Lenders on August 13, 2015. Neither the receipt of the sale proceeds, nor their distribution was contemplated in the May 2015 Cash Flow Forecast due to uncertainty with respect to timing.

23. As of August 14, 2015, the ending balance in cash was \$1.1 million, or approximately \$0.1 million higher than May 2015 Cash Flow Forecast.

#### **CASH FLOW FORECAST**

24. The Monitor has updated the CCAA Parties' Cash Flow Forecast to include the period covered by the requested extension of the Stay of Proceedings. A copy of the Cash Flow Forecast is attached as **Appendix "B"** to this Eighteenth Report.
25. It is anticipated that the CCAA Parties' forecast liquidity requirements during the Cash Flow Forecast period will continue to be met by the CCAA Parties and from funds available in the Administrative and Transitional Costs Reserves.

**REQUEST FOR AN EXTENSION OF THE STAY OF PROCEEDINGS**

26. Pursuant to the Initial Order, the Stay Period was granted until, and including, July 25, 2012, or such later date as the Court may order. Subsequent Orders of the Court have extended the Stay Period, with the current Stay Period set to expire on September 4, 2015.
  
27. All of the assets of the CCAA Parties have now been realized on. Additional time is required for the CCAA Parties and the Monitor to complete and wind down the CCAA Proceeding, including completing and filing certain tax returns for some of the CCAA Parties, closing bank accounts, settling outstanding invoices for professional and other fees, among other closing administrative tasks. The continuation of the stay of proceedings to December 4, 2015 is necessary to provide the stability needed during that time. The Applicants and the Monitor expect they will be seeking a termination of the CCAA Proceedings and discharge of the Monitor at that time.
  
28. It is the Monitor's view based on the CCAA Parties' Cash Flow Forecast that the CCAA Parties will have sufficient available cash resources during the requested Stay Period.

29. Based on the information presently available, the Monitor believes that creditors will not be materially prejudiced by an extension of the Stay Period to December 4, 2015.
  
30. The Monitor is not aware of any non-compliance by the CCAA Parties with requirements under the CCAA or pursuant to any Order issued by this Court in the CCAA Proceedings. The Monitor also believes that the CCAA Parties have acted, and are continuing to act, in good faith and with due diligence and that circumstances exist that make an extension of the Stay Period appropriate.
  
31. The Monitor is advised by the CCAA Parties that the First Lien Lenders support the requested extension of the Stay Period.

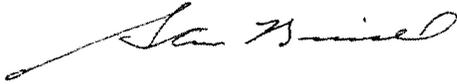
#### **RECOMMENDATIONS AND CONCLUSIONS**

32. For the reasons outlined above, the Monitor respectfully recommends that Stay Period be extended to December 4, 2015.

All of which is respectfully submitted this 26<sup>th</sup> day of August, 2015.

FTI Consulting Canada Inc.,  
in its capacity as the Monitor of C International Inc., formerly Cinram International Inc.,  
C International Income Fund, formerly Cinram International Income Fund, CII Trust  
and the other Applicants listed in Schedule "A"

Per

A handwritten signature in black ink, appearing to read "Steven Bissell". The signature is written in a cursive style with a long, sweeping underline that extends to the left.

Steven Bissell  
Managing Director

**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.) Holdings' Inc.

CIHV Inc., formerly Cinram, Inc.

IHC Corporation

CMFG LLC, formerly Cinram Manufacturing LLC

CDIST LLC, formerly Cinram Distribution LLC

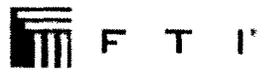
Cinram Wireless LLC

CRSMI LLC, formerly Cinram Retail Services, LLC

One K Studios, LLC

# **APPENDIX "A"**

Sixteenth Report of the Monitor



**C INTERNATIONAL INC.,  
C INTERNATIONAL INCOME  
FUND AND THE COMPANIES  
LISTED ON SCHEDULE "A**

**SIXTEENTH REPORT  
OF FTI CONSULTING CANADA INC.,  
IN ITS CAPACITY AS MONITOR OF THE  
APPLICANTS  
May 26, 2015**

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

**SIXTEENTH REPORT OF FTI CONSULTING CANADA INC.,  
in its capacity as Monitor of the Applicants**

May 26, 2015

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Appendix C - Cash Flow Forecast	C

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

SIXTEENTH REPORT OF FTI CONSULTING CANADA INC.,  
in its capacity as Monitor of the Applicants

May 26, 2015

**INTRODUCTION**

1. By Order of this Court dated June 25, 2012 (the "Initial Order"), C International Inc., formerly Cinram International Inc. ("CII"), CII Trust, C International Income Fund, formerly Cinram International Income Fund ("Cinram Fund") and the companies listed in Schedule "A" attached to this report (together with CII, CII Trust and Cinram Fund, the "Applicants") obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "CCAA"). The Initial Order also granted relief in respect of C International Limited Partnership, formerly Cinram International Limited Partnership (together with the Applicants, the "CCAA Parties") and appointed
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FTI Consulting Canada Inc. ("FTI") as monitor (the "Monitor") of the CCAA Parties.

2. Cinram Fund, collectively with its direct and indirect subsidiaries, shall be referred to herein as "Cinram" or the "Cinram Group". The proceedings commenced by the Applicants under the CCAA will be referred to herein as the "CCAA Proceedings".
  3. Cinram Group was one of the world's largest producers of pre-recorded multimedia products and related logistics services. Cinram Group was unable to find an out-of-court solution to its financial difficulties and sought protection from its creditors under the CCAA.
  4. The Applicants' stated principal objectives of the CCAA Proceedings were: (i) to ensure the ongoing operations of the Cinram Group; (ii) to ensure the Applicants have the necessary availability of working capital funds to maximize the ongoing business of the Cinram Group for the benefit of its stakeholders; and (iii) to complete the sale and transfer of substantially all of Cinram's core business to Cinram Group, Inc., formerly known as Cinram Acquisition, Inc. or one or more of its nominees (the "Purchaser", or "New Cinram").
  5. Further background information regarding the CCAA Parties and these proceedings is provided in, *inter alia*, the affidavit of John Bell sworn June 23,
-

2012 (the “**Bell Affidavit**”) and FTI’s pre-filing report dated June 23, 2012, copies of which have been posted on the Monitor’s website for the CCAA Proceedings at <http://cfcanada.fticonsulting.com/cinram>.

6. To date, all or substantially all of Cinram’s North American business and European business have been sold to the Purchaser through an asset sale transaction and a share sale transaction, respectively, pursuant to an Approval and Vesting Order granted by this Court on July 12, 2012 (the “**Approval and Vesting Order**”). The asset sale transaction was completed on August 31, 2012 and the share sale transaction was completed on February 4, 2013.
  7. On July 25, 2012, the United States Bankruptcy Court (District of Delaware) (the “**U.S. Court**”) approved and entered the Final Recognition Order under Chapter 15 of the Bankruptcy Code, granting recognition of the CCAA Proceedings as the “foreign main proceedings” of the CCAA Parties and recognizing the Initial Order on a final basis. The U.S. Court also granted an Order, *inter alia*, recognizing the Approval and Vesting Order and authorizing the assignment and assumption of certain executory contracts and unexpired leases.
  8. Capitalized terms not otherwise defined herein have the meaning given to them in the Bell Affidavit, the Initial Order or previous reports of the Monitor.
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## PURPOSE OF THIS REPORT

9. The purpose of this Sixteenth Report is to inform and/or provide this Court with an update on the following:
- a) the status of the CCAA Parties' CCAA Proceedings;
  - b) the CCAA Parties' financial performance since November 22, 2014 and a comparison of the actual to forecast results;
  - c) cashflow forecast to September 4, 2015 (the "Cash Flow Forecast");
  - d) the CCAA Parties' request for an Order, *inter alia*, extending the Stay Period to September 4, 2015; and
  - e) the Monitor's conclusions and recommendations.

## TERMS OF REFERENCE

10. In preparing this report, FTI has relied upon unaudited financial information of the Applicants, the Applicants' books and records, certain financial information prepared by, and discussions with, former employees of the Applicants now working for the Purchaser.
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11. Unless otherwise stated, all monetary amounts contained in this report are expressed in United States dollars.

## **STATUS OF THE CCAA PROCEEDINGS**

12. The Monitor reported on the status of the CCAA Proceedings in its Fifteenth Report dated November 24, 2014 (a copy of which is attached as **Appendix "A"**).

### ***Distributions to the First Lien Lenders***

13. On April 10, 2015, the Monitor distributed \$1.2 million to JPMorgan Chase, N.A. in its capacity as the administrative agent (the "**First Lien Administrative Agent**") on behalf of the lenders under an amended and restated credit agreement dated April 11, 2011 (the "**First Lien Lenders**"). The distribution was made in accordance with an Administrative Reserve/Distribution/Transition Order of this Court dated October 19, 2012 (the "**Distribution Order**"), which authorizes the Monitor to, *inter alia*, make distributions from time to time without further Order of the Court to the First Lien Administrative Agent on behalf of the First Lien Lenders.
  14. As of the date of this report, the Monitor has distributed a total of approximately \$97.3 million to the First Lien Lenders. The Monitor plans to make future
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distributions to the First Lien Administrative Agent on behalf of the First Lien Lenders as and when additional funds become available.

*Excluded Assets*

15. The Monitor, in consultation with the financial advisor to the First Lien Lenders, has been overseeing the marketing and sale process of the Excluded Asset real estate properties. The only Excluded Asset remaining to be sold is the real estate property located in Louisville, Kentucky (the "**Louisville Property**").
  16. CB Richard Ellis Louisville ("**CBRE**") was engaged and has been actively marketing the Louisville Property since October 2012.
  17. To date, a number of parties have expressed interest in the real property located in Louisville, Kentucky, and engaged in discussions with respect thereto; however, no sale of the property has been agreed.
  18. On April 14, 2015, IHC Corporation entered into a Lease and Option to Purchase Agreement (the "**Lease**") with Accuserve Equipment and Supply, L.L.C. (the "**Tenant**") to lease the Louisville Property for a period of eight months commencing on April 14, 2015. In consideration of the lease, IHC Corporation also granted the Tenant the option to purchase the Louisville Property for \$1.5 million subject to obtaining Court approvals. The deadline for the Tenant to
-

exercise the option to purchase is June 14, 2015. As of the date hereof, the Tenant has not exercised its option to purchase under the Lease. A copy of the Lease is attached hereto as **Appendix "B"**.

19. The Monitor will be returning to Court and providing further information and its recommendations with respect to the Lease and the terms of the proposed purchase and sale of the Louisville Property if the Tenant exercises the option to purchase.

***Cinram Iberia S.L.***

20. As reported in the Fourteenth Report of the Monitor, on May 9, 2014, Cinram Iberia SL ("**Cinram Spain**"), a non-applicant wholly-owned subsidiary of CII, completed the sale of the real estate property located in Madrid, Spain.
21. The administrator of Cinram Spain has commenced the formal wind up of the Cinram Spain business and, as of December 31, 2014, had completed and submitted accounting, legal and other documentation to Spanish tax and other authorities in respect of the wind up of Cinram Spain. As of January 23, 2015, based on reports from the administrator, Cinram Spain had either settled, or had set aside funds to settle, all of the outstanding liabilities of Cinram Spain. As of the date of this report, the administrator has confirmed that there are no outstanding liabilities of Cinram Spain.

22. According to the administrator, the finalization of the wind up of Cinram Spain is pending confirmation from Spanish tax authorities which is expected to be received within the next two to three months.
23. On February 6, 2015, Cinram Spain made a distribution of funds to the Monitor totaling approximately \$1.2 million in respect of CII's equity interest in Cinram Spain. No further distributions are expected from Cinram Spain.
24. All of the distribution from Cinram Spain was included in the distribution to the First Lien Lenders on April 10, 2015.

#### **RECEIPTS AND DISBURSEMENTS TO MAY 15, 2015**

25. Appendix "D" to the Fifteenth Report of the Monitor dated November 25, 2014 included a cash flow forecast for the CCAA Parties for the period beginning November 22, 2014 and ending on June 5, 2014 (the "November 2014 Cash Flow Forecast"). The table below presents the actual versus forecast results of the CCAA Parties' November 2014 Cash Flow Forecast for the period ending May 15, 2015. Unless otherwise stated, all dollar amounts presented in this section of this Sixteenth Report are expressed in United States dollars.

(US\$ in millions)	November 22, 2014 to May 15, 2015		
	Forecast	Actual	Variance
<b>Cash Flow from Operations</b>			
Receipts	-	0.0	0.0
Disbursements	(0.2)	(0.2)	(0.0)
<b>Operating Cash Flows</b>	<b>(0.2)</b>	<b>(0.2)</b>	<b>0.0</b>
Restructuring / Non-recurring	(0.4)	(0.1)	0.3
Funding from Proceeds of Asset Sales	1.2	1.2	(0.0)
Distributions	-	(1.2)	(1.2)
<b>Non-Operating Cash Flow</b>	<b>0.8</b>	<b>(0.1)</b>	<b>(0.9)</b>
<b>Projected Net Cash Flow</b>	<b>0.6</b>	<b>(0.3)</b>	<b>(0.9)</b>
Beginning Cash Balance	1.5	1.5	1.5
<b>Ending Cash Balance</b>	<b>2.1</b>	<b>1.2</b>	<b>0.6</b>

26. Actual Operating Cash Out Flows for the period ending May 15, 2015 totaled \$0.2 million and were in line with the November 2014 Cash Flow Forecast which assumed a cash outflow of approximately \$0.2 million over the same period.
27. Non-Operating Cash Flows were \$0.9 million less-than-forecast due to a combination of lower-than-forecast professional fees (\$0.3 million), offset by a distribution to the First Lien Lenders totaling \$1.2 million which was not contemplated in the November 2014 Cash Flow Forecast due to uncertainty with respect to timing.
28. For the period ending May 15, 2015, and as a result of the variances described above, the ending cash balance was \$0.9 million less than forecast.

**CASH FLOW FORECAST**

29. The Monitor has updated the Cash Flow Forecast. A copy of the Cash Flow Forecast is attached as **Appendix "C"** to this Sixteenth Report.
30. It is anticipated that the CCAA Parties' forecast liquidity requirements during the Cash Flow Forecast period will continue to be met by the CCAA Parties and from funds available in the Administrative and Transitional Costs Reserves.

**REQUEST FOR AN EXTENSION OF THE STAY OF PROCEEDINGS**

31. Pursuant to the Initial Order, the Stay Period was granted until, and including, July 25, 2012, or such later date as the Court may order. Subsequent Orders of the Court have extended the Stay Period, with the current Stay Period set to expire on June 5, 2015.
32. Additional time is required for the CCAA Parties to pursue their restructuring efforts, including the sale of the assets not sold pursuant to the Asset Sale Transaction and completion of certain tax returns of some of the Applicants. The continuation of the stay of proceedings to September 4, 2015 is necessary to provide the stability needed during that time.

33. It is the Monitor's view based on the CCAA Parties' Cash Flow Forecast that the CCAA Parties will have sufficient available cash resources during the requested Stay Period.
34. Based on the information presently available, the Monitor believes that creditors will not be materially prejudiced by an extension of the Stay Period to September 4, 2015.
35. The Monitor is not aware of any non-compliance by the CCAA Parties with requirements under the CCAA or pursuant to any Order issued by this Court in the CCAA Proceedings. The Monitor also believes that the CCAA Parties have acted, and are continuing to act, in good faith and with due diligence and that circumstances exist that make an extension of the Stay Period appropriate.
36. The Monitor is advised by the CCAA Parties that the First Lien Lenders support the requested extension of the Stay Period.

#### **RECOMMENDATIONS AND CONCLUSIONS**

37. For the reasons outlined above, the Monitor respectfully recommends that Stay Period be extended to September 4, 2015.

All of which is respectfully submitted this 26<sup>th</sup> day of May, 2015.

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FTI Consulting Canada Inc.,  
in its capacity as the Monitor of C International Inc., formerly Cinram International Inc.,  
C International Income Fund, formerly Cinram International Income Fund, CII Trust  
and the other Applicants listed in Schedule "A"

Per

A handwritten signature in cursive script, appearing to read "Steven Bissell".

Steven Bissell  
Managing Director

**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.) Holdings' 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

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# APPENDIX "A"

Fifteenth Report of the Monitor

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

**FIFTEENTH REPORT OF FTI CONSULTING CANADA INC.,  
in its capacity as Monitor of the Applicants**

**November 25, 2014**

**INTRODUCTION**

1. By Order of this Court dated June 25, 2012 (the "Initial Order"), C International Inc., formerly Cinram International Inc. ("CII"), CII Trust, C International Income Fund, formerly Cinram International Income Fund ("Cinram Fund") and the companies listed in Schedule "A" attached to this report (together with CII, CII Trust and Cinram Fund, the "Applicants") obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "CCAA"). The Initial Order also granted relief in respect of C International Limited Partnership, formerly Cinram International Limited Partnership (together with the Applicants, the "CCAA Parties") and appointed

FTI Consulting Canada Inc. ("FTI") as monitor (the "Monitor") of the CCAA Parties.

2. Cinram Fund, collectively with its direct and indirect subsidiaries, shall be referred to herein as "Cinram" or the "Cinram Group". The proceedings commenced by the Applicants under the CCAA will be referred to herein as the "CCAA Proceedings".
  3. Cinram Group was one of the world's largest producers of pre-recorded multimedia products and related logistics services. Cinram Group was unable to find an out-of-court solution to its financial difficulties and sought protection from its creditors under the CCAA.
  4. The Applicants' stated principal objectives of the CCAA Proceedings were: (i) to ensure the ongoing operations of the Cinram Group; (ii) to ensure the Applicants have the necessary availability of working capital funds to maximize the ongoing business of the Cinram Group for the benefit of its stakeholders; and (iii) to complete the sale and transfer of substantially all of Cinram's core business to Cinram Group, Inc., formerly known as Cinram Acquisition, Inc. or one or more of its nominees (the "Purchaser", or "New Cinram").
  5. Further background information regarding the CCAA Parties and these proceedings is provided in, *inter alia*, the affidavit of John Bell sworn June 23,
-

2012 (the "Bell Affidavit") and FTI's pre-filing report dated June 23, 2012, copies of which have been posted on the Monitor's website for the CCAA Proceedings at <http://cfcanada.fticonsulting.com/cinram>.

6. To date, all or substantially all of Cinram's North American business and European business have been sold to the Purchaser through an asset sale transaction and a share sale transaction, respectively, pursuant to an Approval and Vesting Order granted by this Court on July 12, 2012 (the "Approval and Vesting Order"). The asset sale transaction was completed on August 31, 2012 and the share sale transaction was completed on February 4, 2013.
  7. On July 25, 2012, the United States Bankruptcy Court (District of Delaware) (the "U.S. Court") approved and entered the Final Recognition Order under Chapter 15 of the Bankruptcy Code, granting recognition of the CCAA Proceedings as the "foreign main proceedings" of the CCAA Parties and recognizing the Initial Order on a final basis. The U.S. Court also granted an Order, *inter alia*, recognizing the Approval and Vesting Order and authorizing the assignment and assumption of certain executory contracts and unexpired leases.
  8. Capitalized terms not otherwise defined herein have the meaning given to them in the Bell Affidavit, the Initial Order or previous reports of the Monitor.
-

## PURPOSE OF THIS REPORT

9. The purpose of this Fifteenth Report is to inform and/or provide this Court with an update on the following:
- a) the status of the CCAA Parties' CCAA Proceedings;
  - b) the CCAA Parties' financial performance since May 17, 2014 and a comparison of the actual to forecast results;
  - c) cashflow forecast to June 5, 2015 (the "**Cash Flow Forecast**");
  - d) the CCAA Parties' request for an Order, *inter alia*, extending the Stay Period to June 5, 2015; and
  - e) the Monitor's conclusions and recommendations.

## TERMS OF REFERENCE

10. In preparing this report, FTI has relied upon unaudited financial information of the Applicants, the Applicants' books and records, certain financial information prepared by, and discussions with, former employees of the Applicants now working for the Purchaser.
-

11. Unless otherwise stated, all monetary amounts contained in this report are expressed in United States dollars.

#### **STATUS OF THE CCAA PROCEEDINGS**

12. The Monitor reported on the status of the CCAA Proceedings in its Fourteenth Report dated October 8, 2014 (a copy of which is attached, without appendices, as Appendix "A").

#### ***Distributions to the First Lien Lenders***

13. On November 13, 2014, the Monitor distributed \$1.3 million to JPMorgan Chase, N.A. in its capacity as the administrative agent (the "**First Lien Administrative Agent**"), on behalf of the lenders under an amended and restated credit agreement dated April 11, 2011 (the "**First Lien Lenders**"). The distribution was made in accordance with an Administrative Reserve/Distribution/Transition Order of this Court dated October 19, 2012 (the "**Distribution Order**"), which authorizes the Monitor to, *inter alia*, make distributions from time to time without further Order of the Court to the First Lien Administrative Agent on behalf of the First Lien Lenders.
14. As of the date of this report, the Monitor has distributed a total of approximately \$96.1 million to the First Lien Lenders. The Monitor plans to make future

distributions to the First Lien Administrative Agent on behalf of the First Lien Lenders as and when additional funds become available.

***Excluded Assets***

15. The Monitor, in consultation with the financial advisor to the First Lien Lenders, has been overseeing the marketing and sale process of the Excluded Asset real estate properties. The only real estate property forming part of the Excluded Assets remaining to be sold is located in Louisville, Kentucky (the "Louisville Property"). Additional background information regarding the Louisville Property is contained in the Fourteenth Report.
16. As of the date of this report, there have been no offers to purchase the property. The Monitor, in consultation with the financial advisor to the First Lien Lenders, is considering alternative sales processes in an attempt to elicit a purchaser of the Louisville Property in the short term.

***Cinram Iberia S.L.***

17. As reported in the Fourteenth Report of the Monitor, on May 9, 2014, Cinram Iberia SL ("Cinram Spain"), a non-applicant wholly-owned subsidiary of CII, completed the sale of the real estate property located in Madrid, Spain, the proceeds of which remain in Cinram Spain's accounts.

18. The administrator of Cinram Spain has commenced the formal wind up of the Cinram Spain business, which is expected to be completed in the first quarter of 2015. It is contemplated that any cash available at Cinram Spain following its wind up will be distributed to CII, the sole shareholder of Cinram Spain.

*Receivership of the CII Bank Account*

19. By Order dated October 19, 2012, FTI was appointed as Receiver without security of the bank account of CII located in Canada used in relation to a business carried on by CII in order to allow former employees of CII access to payments under the *Wage Earner Protection Program Act* (Canada).
20. By order dated October 15, 2014, the Court granted an order approving the fees and activities of the Receiver and granting the discharge of same pending the filing of a certificate with this Court confirming all duties have been completed (the "**Receiver's Completion Certificate**").
21. The Receiver's Completion Certificate was filed with the court on October 28, 2014. A copy of the Receiver's Completion Certificate is attached hereto as **Appendix "B"**.

*Release of Funds Order*

22. By order dated October 27, 2014 (the “**Release of Funds Order**”), the Court ordered the remittance of funds forming the Settlement Amount (as defined in the 14<sup>th</sup> Report of the Monitor) to counsel to Cinram Fund in trust. The funds were subsequently transferred to the Monitor on November 14, 2014 pursuant to the Release of Funds Order.

#### **RECEIPTS AND DISBURSEMENTS TO NOVEMBER 14, 2014**

23. Appendix “C” to the Thirteenth Report of the Monitor dated May 23, 2014 included a cash flow forecast for the CCAA Parties for the period beginning May 17, 2014 and ending on December 5, 2014 (the “**May 2014 Cash Flow Forecast**”). A copy of the Thirteenth Report is attached as **Appendix “C”** to this Fifteenth Report. The table below presents the actual versus forecast results of the CCAA Parties’ May 2014 Cash Flow Forecast for the period ending November 21 2014. Unless otherwise stated, all dollar amounts presented in this section of this Fifteenth Report are expressed in United States dollars.

	Forecast \$000's	Actual \$000's	Variance \$000's
<b>Cash Flow from Operations</b>			
Receipts	-	0.0	0.0
Operating Disbursements	(0.7)	(0.2)	0.5
<b>Operating Cash Flows</b>	<b>(0.7)</b>	<b>(0.2)</b>	<b>0.5</b>
Restructuring / Non-recurring	(0.3)	0.3	0.7
Distributions	-	(1.3)	(1.3)
<b>Non-Operating Cash Flow</b>	<b>(0.3)</b>	<b>(1.0)</b>	<b>(0.6)</b>
<b>Projected Net Cash Flow</b>	<b>(1.0)</b>	<b>(1.2)</b>	<b>(0.1)</b>
Beginning Cash Balance	2.7	2.7	(0.0)
<b>Ending Cash Balance</b>	<b>1.7</b>	<b>1.5</b>	<b>(0.1)</b>

24. Actual Operating Cash Flows for the period ending November 21, 2014 exceeded the May 2014 Cash Flow Forecast by \$0.5 million primarily due to lower-than-forecast tax-related disbursements, lower-than-forecast costs to maintain the Excluded Asset real properties, and lower-than-forecast post-employment health care related disbursements.
25. Non-Operating Cash Flows were \$0.6 million lower-than-forecast due to:
- i. A distribution to First Lien Lenders totaling \$1.3 million which was not contemplated in the May 2014 Cash Flow Forecast; offset by
  - ii. a positive variance of \$0.7 million in Other Restructuring/Non-recurring disbursements resulting from lower-than-forecast professional fees combined with payments from a former customer of Cinram Wireless in

respect of certain IT services provided through August 2014 not contemplated in the May 2014 Cash Flow Forecast, the receipt of funds associated with the Release of Funds Order (described above), and certain payments from Cinram Spain in respect of intercompany payables.

26. For the period ending November 21, 2014, and as a result of the variances described above, the ending cash balance was \$0.1 million less than forecast.

#### **CASH FLOW FORECAST**

27. The Monitor has updated the Cash Flow Forecast. A copy of the Cash Flow Forecast is attached as **Appendix "D"** to this Fifteenth Report.
28. It is anticipated that the CCAA Parties' forecast liquidity requirements during the Cash Flow Forecast period will continue to be met by the CCAA Parties and from funds available in the Administrative and Transitional Costs Reserves. Distributions from Cinram Spain to CII following the wind down of Cinram Spain are also expected to provide liquidity to the CCAA Parties' during the forecast period.

**REQUEST FOR AN EXTENSION OF THE STAY OF PROCEEDINGS**

29. Pursuant to the Initial Order, the Stay Period was granted until, and including, July 25, 2012, or such later date as the Court may order. Subsequent Orders of the Court have extended the Stay Period, with the current Stay Period set to expire on December 5, 2014.
30. Additional time is required for the CCAA Parties to pursue their restructuring efforts, including the sale of the assets not sold pursuant to the Asset Sale Transaction and completion of certain tax returns of some of the Applicants. The continuation of the stay of proceedings to June 5, 2015 is necessary to provide the stability needed during that time.
31. It is the Monitor's view based on the CCAA Parties' Cash Flow Forecast that the CCAA Parties will have sufficient available cash resources during the requested Stay Period.
32. Based on the information presently available, the Monitor believes that creditors will not be materially prejudiced by an extension of the Stay Period to June 5, 2015.
33. The Monitor is not aware of any non-compliance by the CCAA Parties with requirements under the CCAA or pursuant to any Order issued by this Court in

the CCAA Proceedings. The Monitor also believes that the CCAA Parties have acted, and are continuing to act, in good faith and with due diligence and that circumstances exist that make an extension of the Stay Period appropriate.

34. The Monitor is advised by the CCAA Parties that the First Lien Lenders support the requested extension of the Stay Period.

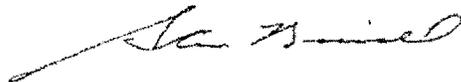
#### **RECOMMENDATIONS AND CONCLUSIONS**

35. For the reasons outlined above, the Monitor respectfully recommends that Stay Period be extended to June 5, 2015.

All of which is respectfully submitted this 25<sup>th</sup> day of November, 2014.

FTI Consulting Canada Inc.,  
in its capacity as the Monitor of C International Inc., formerly Cinram International Inc.,  
C International Income Fund, formerly Cinram International Income Fund, CII Trust  
and the other Applicants listed in Schedule "A"

Per



Steven Bissell  
Managing Director

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.) Holdings' 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

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# TAB B

# APPENDIX "B"

## Cash Flow Forecast

### CCAA Parties

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#### CCAA Cash Flow Forecast

(US\$ in millions)

Period Beginning

November 21, 2015

Period Ending

February 26, 2016

#### Cash Flow from Operations

Receipts	-
Disbursements	(0.1)
<b>Operating Cash Flows</b>	<b>(0.1)</b>
Restructuring / Non-recurring	0.4
Funding from Proceeds of Asset Sales	-
Distributions	-
<b>Non-Operating Cash Flow</b>	<b>0.4</b>
<b>Projected Net Cash Flow</b>	<b>0.3</b>
Beginning Cash Balance	0.9
<b>Ending Cash Balance</b>	<b>1.2</b>

#### Notes:

[1] The purpose of this cash flow forecast is to determine the liquidity requirements of the CCAA Parties during the forecast period.

[2] Operating Disbursements include estimated costs to complete the administration of the CCAA Parties' estates including the filing of final tax returns and other closing matters.

[3] Restructuring /Non-recurring disbursements include professional fees associated with the CCAA Parties' restructuring and are presented net of outstanding retainers.

**TAB C**

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"

AFFIDAVIT OF PAUL BISHOP  
(Sworn November 26, 2015)

I, Paul Bishop, of the City of Toronto, in the Province of Ontario, **MAKE  
OATH AND SAY:** (

1. I am a Senior Managing Director of FTI Consulting Canada Inc. ("**FTI Consulting**") and, as such, I have knowledge of the matters to which I hereinafter depose.

2. C International Inc., formerly Cinram International Inc. ("**CII**"); CII Trust; C International Income Fund, formerly Cinram International Income Fund (the "**Fund**"); and the companies listed in **Schedule "A"** attached to this Affidavit (together with CII, CII Trust and the Fund, the "**Applicants**") obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "**CCAA**") pursuant to the Initial Order of the Honourable Justice Morawetz dated June 25, 2012 (the "**Initial Order**"). The Initial Order also granted

relief in respect of Cinram International Limited Partnership (together with the Applicants, the “**CCAA Entities**”) and appointed FTI Consulting as monitor (the “**Monitor**”) of the CCAA Entities. The proceedings commenced by the CCAA Entities under the CCAA will be referred to herein as the “**CCAA Proceedings**”.

3. This Affidavit is made in support of a motion for, *inter alia*, the approval of the fees and disbursements of the Monitor for the period from November 18, 2013 to October 31, 2015.

4. Attached and marked collectively as **Exhibit “A”** to this Affidavit are true copies of the accounts rendered by FTI Consulting to the CCAA Entities for the period from November 18, 2013 to October 31, 2015, in the total amount of \$611,174.76 including Harmonized Sales Tax (“**HST**”), all in connection with the CCAA Proceedings, redacted to remove confidential information and FTI Consulting’s banking information.

5. Attached hereto as **Exhibit “B”** is a schedule summarizing each invoice in Exhibit “A”, including the fees, expenses, HST and total fees charged in each invoice.

6. Attached hereto as **Exhibit “C”** is a schedule summarizing the billing rates and total amounts billed with respect to each member of FTI Consulting that rendered services in the CCAA Proceedings.

7. To the best of my knowledge, the rates charged by FTI Consulting throughout the course of the CCAA Proceedings are comparable to the rates charged by other firms in the Toronto market for the provision of similar restructuring services.

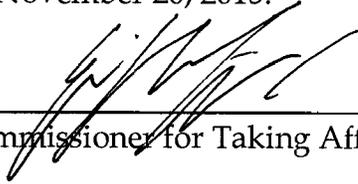
8. The hours spent on this matter involved monitoring the CCAA Entities and dealing with a number of CCAA issues (as more particularly described in the Monitor's reports) and I believe that the total hours incurred by FTI Consulting were reasonable and appropriate in the circumstances.

9. Additional professional time will be required to complete the CCAA Proceedings. Such services are anticipated to result in fees and expenses in the amount of US\$ 40,000.00.

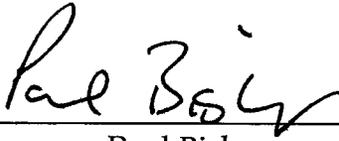
10. FTI Consulting requests that the Court approve its accounts for services rendered and recorded from November 18, 2013 to October 31, 2015, for fees in the amount of \$539,381.70, disbursements in the amount of \$1,480.92 and HST in the amount of \$70,312.14.

11. This Affidavit is sworn in support of a motion for, *inter alia*, the approval of the fees and disbursements of the Monitor and for no improper purpose.

SWORN BEFORE ME at the City of  
Toronto, in the Province of Ontario,  
on November 26, 2015.

  
\_\_\_\_\_  
Commissioner for Taking Affidavits

Elizabeth Briane Kagedan, a Commissioner, etc.,  
Province of Ontario, while a Student-at-Law.  
Expires April 1, 2017.



\_\_\_\_\_  
Paul Bishop

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.) Holdings' Inc.

CIHV Inc., formerly Cinram, Inc.

IHC Corporation

CMFG LLC, formerly Cinram Manufacturing LLC

CDIST LLC, formerly Cinram Distribution LLC

Cinram Wireless LLC

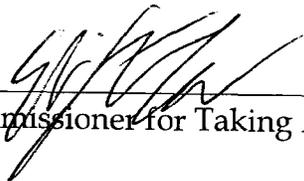
CRSMI LLC, formerly Cinram Retail Services, LLC

One K Studios, LLC

Exhibit "A"

**TAB "i"**

This is Exhibit "A"  
to the affidavit of Paul Bishop,  
sworn before me on the 26<sup>th</sup> day  
of November, 2015



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Commissioner for Taking Affidavits

Elizabeth Briane Kagedan, a Commissioner, **etc.**,  
Province of Ontario, while a Student-at-Law.  
Expires April 1, 2017.



**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

November 30, 2013  
FTI Invoice No. 29000791  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 30, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$21,048.00
Less Voluntary Reduction.....	<del>-\$2,104.80</del>
Net Professional Fees.....	\$18,943.20
Expenses.....	\$0.00
Total Fees and Expenses.....	\$18,943.20
HST Registration No. 835718024RT0001 .....	\$2,462.62
Total Amount Due this Period.....	\$21,405.82
<b>Total Amount Due.....</b>	<b><u>\$21,405.82</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotiabank Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

November 30, 2013  
FTI Invoice No. 29000791  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through November 30, 2013

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	15.8	\$13,114.00
Steven Bissell	Managing Director	\$710.00	4.4	\$3,124.00
Michael Kennedy	Consultant	\$325.00	14.8	\$4,810.00
<b>Total Hours and Fees</b>			<b>35.0</b>	<b>\$21,048.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$2,104.80</b>
<b>Total Net Fees</b>				<b>\$18,943.20</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,462.62</b>
<b>Invoice Total for Current Period</b>				<b>\$21,405.82</b>

---

**Cinram International**  
**413024.0009 - November 30, 2013**  
**Invoice # 29000791**

Date	TK#	Name	Hours	Amount	Narrative	Task
11/18/13	14800	Paul Bishop	0.80	\$ 664.00	Correspondence re: [REDACTED] claim and Olyphant property.	1
11/18/13	18003	Michael Kennedy	1.50	\$ 487.50	Set up various payments and further adjustments to schedules for court reporting purposes.	1
11/19/13	14800	Paul Bishop	0.90	\$ 747.00	Correspondence re: Hungary and Olyphant properties.	1
11/19/13	18003	Michael Kennedy	1.30	\$ 422.50	Set up payments. Adjustments to actual v. budgeted cash flows for specific weeks. Returned [REDACTED] voicemails on the Monitor's Hotline.	1
11/20/13	14800	Paul Bishop	2.70	\$ 2,241.00	Receive marked up offer. Made substantial changes to the same. Circulated offer to legal counsel and Zolfo Cooper. Correspondence re: [REDACTED]	1
11/20/13	18003	Michael Kennedy	1.10	\$ 357.50	Set up various payments. Adjustments and edits to court schedules.	1
11/21/13	14800	Paul Bishop	1.90	\$ 1,577.00	Draft extension report. Edit and finalize counter to [REDACTED]	1
11/21/13	14856	Steven Bissell	0.50	\$ 355.00	Review of landlord acknowledgment and consent agreement.	1
11/21/13	18003	Michael Kennedy	2.80	\$ 910.00	Set up an [REDACTED] order to issue payments from the CAD Administrative Reserve. Set up payments. Further edits to court schedules.	1
11/22/13	14800	Paul Bishop	1.40	\$ 1,162.00	Correspondence re: Hungary. Edit report. Correspondence re: [REDACTED] Correspondence re: Olyphant property.	1
11/22/13	18003	Michael Kennedy	2.20	\$ 715.00	Updates to actual v. budgeted cash flows for previous weeks. Additional updates to reserves schedule. Returned [REDACTED] voicemails on the Monitor's Hotline.	1
11/25/13	14800	Paul Bishop	1.20	\$ 996.00	Draft report and review correspondence.	1
11/25/13	14856	Steven Bissell	1.30	\$ 923.00	Review and comment re: Monitor's Eleventh Report. Discussions [REDACTED] re: actual vs. budget cash flow reporting. Call with M. Konyukhova re: landlord acknowledgment and release agreement with respect to Olyphant property.	1
11/25/13	18003	Michael Kennedy	0.80	\$ 260.00	Set up payments. Updated the Administrative Reserve and Transitional Cost Reserve schedules.	1
11/26/13	14800	Paul Bishop	2.50	\$ 2,075.00	Correspondence re: IT support. Review of Transitional Services Agreement. Review of Hungary issues. Review report and provide edits.	1
11/26/13	14856	Steven Bissell	1.00	\$ 710.00	Review Eleventh Report of the Monitor. Review CCAA Applicants cash flow forecast.	1
11/27/13	14800	Paul Bishop	1.40	\$ 1,162.00	Review and edit report. Correspondence re: ongoing Cinram Group IT support.	1
11/27/13	14856	Steven Bissell	0.80	\$ 568.00	Review Eleventh Report of the Monitor.	1
11/27/13	18003	Michael Kennedy	3.10	\$ 1,007.50	Updated prior weeks actual v. budgeted cash flows and reserve schedules. Updated cash flows for court reporting. Added comments for court report.	1
11/28/13	14800	Paul Bishop	1.90	\$ 1,577.00	Review and edit report. Further review of IT Support Agreement	1
11/28/13	14856	Steven Bissell	0.80	\$ 568.00	Edits to the Eleventh Report of the Monitor.	1
11/28/13	18003	Michael Kennedy	1.10	\$ 357.50	Drafted comments re: court report. Set up payments.	1
11/29/13	14800	Paul Bishop	1.10	\$ 913.00	Complete report. Review schedules and execute Affidavit. Correspondence re: cash flow.	1
11/29/13	18003	Michael Kennedy	0.90	\$ 292.50	Adjustments to court schedules..	1
<b>TOTAL</b>			<b>35.00</b>	<b>\$ 21,048.00</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

December 18, 2013  
FTI Invoice No. 29000810  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 15, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$13,851.00
Less Voluntary Reduction.....	<del>\$1,385.10</del>
Net Professional Fees.....	\$12,465.90
Expenses.....	\$0.00
Total Fees and Expenses.....	\$12,465.90
HST Registration No. 835718024RT0001 .....	\$1,620.57
Total Amount Due this Period.....	\$14,086.47
<b>Total Amount Due.....</b>	<b><u>\$14,086.47</u></b>

*Please Wire Transfer to:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

December 18, 2013  
FTI Invoice No. 29000810  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through December 15, 2013

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	8.6	\$7,138.00
Steven Bissell	Managing Director	\$710.00	6.8	\$4,828.00
Michael Kennedy	Consultant	\$325.00	5.8	\$1,885.00
<b>Total Hours and Fees</b>			<b>21.2</b>	<b>\$13,851.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,385.10</b>
<b>Total Net Fees</b>				<b>\$12,465.90</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,620.57</b>
<b>Invoice Total for Current Period</b>				<b>\$14,086.47</b>

---

**Cinram International**  
**413024.0009 - December 15, 2013**  
**Invoice # 29000810**

<u>Date</u>	<u>TK#</u>	<u>Name</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>	<u>Task</u>
12/02/13	14800	Paul Bishop	0.50	\$ 415.00	Finalize and execute report. Provide [REDACTED] update.	1
12/02/13	18003	Michael Kennedy	0.80	\$ 260.00	Set up payments. Summarized information for certain documents to be uploaded to the Monitor's website.	1
12/03/13	14800	Paul Bishop	1.80	\$ 1,494.00	Call with M. Wagner re: [REDACTED]. Review of correspondence re: same. Review of tax correspondence and follow up.	1
12/03/13	14856	Steven Bissell	1.00	\$ 710.00	Review [REDACTED] claim against C International Inc. under [REDACTED]. Review of email correspondence re: same. Review of tax return filing status and call with Deloitte re: same.	1
12/03/13	18003	Michael Kennedy	1.10	\$ 357.50	Email and phone correspondence with various tax entities regarding certain Cinram entity reporting requirements. Drafted and sent letter to the State of Florida regarding CMFG reporting on property reporting.	1
12/04/13	14800	Paul Bishop	3.10	\$ 2,573.00	Review of Asset Purchase Agreement. Call with M. Wagner re: same. Call with CBRE and Zolfo Cooper re: Louisville property. Call with Cushman Wakefield and Zolfo Cooper re: Olyphant property. Follow up re: Asset Purchase Agreement.	1
12/05/13	14800	Paul Bishop	0.90	\$ 747.00	Follow up re: Asset Purchase Agreement issue and correspondence re: continuation of IT support.	1
12/05/13	14856	Steven Bissell	3.00	\$ 2,130.00	Preparation for and attendance in court re: Stay Extension hearing.	1
12/05/13	18003	Michael Kennedy	0.50	\$ 162.50	Provided summaries and posted documents to the Monitor's website.	1
12/06/13	14800	Paul Bishop	0.90	\$ 747.00	Review of IT matters and Asset Purchase Agreement [REDACTED].	1
12/06/13	18003	Michael Kennedy	1.50	\$ 487.50	Set up and created transaction records for specific payments. Updated reserve account schedule.	1
12/08/13	14800	Paul Bishop	0.40	\$ 332.00	Correspondence re: IT support.	1
12/09/13	18003	Michael Kennedy	1.10	\$ 357.50	Set up various payments. Updated the reserve account schedule.	1
12/10/13	14800	Paul Bishop	0.60	\$ 498.00	Correspondence re: Olyphant property and update re: tax refund and Spain.	1
12/10/13	14856	Steven Bissell	2.00	\$ 1,420.00	Draft letter of direction to [REDACTED]. Email correspondence re: same. Review of [REDACTED].	1
12/11/13	14800	Paul Bishop	0.40	\$ 332.00	Calls with legal counsel re: [REDACTED].	1
12/11/13	14856	Steven Bissell	0.80	\$ 568.00	Drafting of letter of direction to [REDACTED]. Conference call with [REDACTED] Fidelity, and Seyfarth Shaw re: next steps to finalize [REDACTED].	1
12/13/13	18003	Michael Kennedy	0.60	\$ 260.00	Set up various payments.	1
<b>TOTAL</b>			<b>21.20</b>	<b>\$ 13,851.00</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

December 31, 2013  
FTI Invoice No. 29000823  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$6,954.50
Less Voluntary Reduction.....	<del>\$695.45</del>
Net Professional Fees.....	\$6,259.05
Expenses.....	\$0.00
Total Fees and Expenses.....	\$6,259.05
HST Registration No. 835718024RT0001 .....	\$813.68
Total Amount Due this Period.....	\$7,072.73
<b>Total Amount Due.....</b>	<b><u>\$7,072.73</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ON M5H 1H1  
Swift Code: NOSGCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

December 31, 2013  
FTI Invoice No. 29000823  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2013

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	7.4	\$6,142.00
Michael Kennedy	Consultant	\$325.00	2.5	\$812.50
<b>Total Hours and Fees</b>			<b>9.9</b>	<b>\$6,954.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$695.45</b>
<b>Total Net Fees</b>				<b>\$6,259.05</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$813.68</b>
<b>Invoice Total for Current Period</b>				<b>\$7,072.73</b>

---

**Cinram International**  
**413024.0009 - December 31, 2013**  
**Invoice # 29000823**

Date	TK#	Name	Hours	Amount	Narrative	Task
12/16/13	14800	Paul Bishop	0.20	\$ 166.00	Finalize and execute report. Provide update.	1
12/17/13	14800	Paul Bishop	0.60	\$ 498.00	Call regarding [REDACTED] Review of correspondence re: same. Review [REDACTED] correspondence.	1
12/18/13	14800	Paul Bishop	1.20	\$ 996.00	Review of Asset Purchase Agreement. Call with CBRE and Zolfo Cooper re: Louisville assets.	1
12/18/13	18003	Michael Kennedy	2.10	\$ 682.50	Follow up regarding [REDACTED] details. Correspondence re: same.	1
12/19/13	14800	Paul Bishop	2.20	\$ 1,826.00	Follow up re: Asset Purchase Agreement. Correspondence re: IT support.	1
12/30/13	14800	Paul Bishop	1.80	\$ 1,494.00	Review of IT support. Review Asset Purchase Agreement. Review [REDACTED]	1
12/31/13	14800	Paul Bishop	1.40	\$ 1,162.00	Correspondence regarding IT support.	1
12/31/13	18003	Michael Kennedy	0.40	\$ 130.00	Correspondence [REDACTED]	1
<b>TOTAL</b>			<b>9.90</b>	<b>\$ 6,954.50</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

January 23, 2014  
FTI Invoice No. 29000839  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through January 19, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$17,819.50
Less Voluntary Reduction.....	<del>\$1,781.95</del>
Net Professional Fees.....	\$16,037.55
Expenses.....	\$0.00
Total Fees and Expenses.....	\$16,037.55
HST Registration No. 835718024RT0001 .....	\$2,084.88
Total Amount Due this Period.....	\$18,122.43
<b>Total Amount Due.....</b>	<b><u>\$18,122.43</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ON M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

January 23, 2014  
FTI Invoice No. 29000839  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through January 19, 2014

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	16.4	\$13,612.00
Steven Bissell	Managing Director	\$710.00	3.5	\$2,485.00
Michael Kennedy	Consultant	\$325.00	5.3	\$1,722.50
<b>Total Hours and Fees</b>			<b>25.2</b>	<b>\$17,819.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,781.95</b>
<b>Total Net Fees</b>				<b>\$16,037.55</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,084.88</b>
<b>Invoice Total for Current Period</b>				<b>\$18,122.43</b>

---

**Cinram International**  
**413024.0009 - January 19, 2014**  
**Invoice # 29000839**

Date	TK#	Name	Hours	Amount	Narrative	Task
01/02/14	18003	Michael Kennedy	0.30	\$ 97.50	Set up various wire payments.	1
01/03/14	14800	Paul Bishop	2.10	\$ 1,743.00	Conference call re: Olyphant property. Review of Letter of Intent. Review of Transitional Services Agreement and Termination Agreement. Correspondence re: same.	1
01/03/14	14856	Steven Bissell	0.50	\$ 355.00	Review of engagement letter re: [REDACTED].	1
01/03/14	18003	Michael Kennedy	0.50	\$ 162.50	Set up various wire payments.	1
01/06/14	14800	Paul Bishop	2.10	\$ 1,743.00	Review of [REDACTED] engagement letter. Review and compare previous professional engagement letters. Correspondence re: Olyphant.	1
01/06/14	14856	Steven Bissell	2.00	\$ 1,420.00	Review and comment re: US Federal and State tax returns engagement letter. Discussions with Monitor's legal counsel re: same.	1
01/06/14	18003	Michael Kennedy	0.30	\$ 97.50	Set up various wire payments.	1
01/07/14	14800	Paul Bishop	0.50	\$ 415.00	Review of tax filing requirements.	1
01/08/14	14800	Paul Bishop	0.70	\$ 581.00	Review of correspondence re: information applicable to due diligence.	1
01/08/14	18003	Michael Kennedy	0.50	\$ 162.50	Initial preparation into updating [REDACTED] from previous reporting period.	1
01/09/14	14800	Paul Bishop	0.90	\$ 747.00	Correspondence re: Spain. Review and execute Letter of Intent. Call with Zolfo Cooper.	1
01/09/14	14856	Steven Bissell	1.00	\$ 710.00	US Federal and State Tax returns - engagement letter and amendments. Cinram Iberia - Determination of signing authorities.	1
01/09/14	18003	Michael Kennedy	2.10	\$ 682.50	Created [REDACTED] payments. Further edits and adjustments to reserve account schedule.	1
01/10/14	14800	Paul Bishop	2.00	\$ 1,660.00	Correspondence re: Spain. Call re: Olyphant property. Review of Deloitte engagement documents. Discussion re: tax situation. Review of Spain documents.	1
01/13/14	14800	Paul Bishop	1.70	\$ 1,411.00	Review of correspondence re: Olyphant property. Review of Transitional Services Agreement. Correspondence re: Olyphant property.	1
01/13/14	18003	Michael Kennedy	0.30	\$ 97.50	Updated the schedule of reserve accounts.	1
01/14/14	14800	Paul Bishop	0.40	\$ 332.00	Review correspondence.	1
01/15/14	14800	Paul Bishop	2.10	\$ 1,743.00	Correspondence from J.P. Morgan. Review requested documents. Forward the same to J.P. Morgan. Receive Insurance documents. Review the same. Correspondence re: Sales Agreement. Call with [REDACTED] re: Olyphant property.	1
01/15/14	18003	Michael Kennedy	0.50	\$ 162.50	Investigation into specific historical [REDACTED] payments and prepared additional payments.	1
01/16/14	14800	Paul Bishop	1.40	\$ 1,182.00	Call with Shearman & Sterling, and Goodmans re: [REDACTED]. [REDACTED] Review correspondence.	1
01/17/14	14800	Paul Bishop	2.50	\$ 2,075.00	Call with FTI re: offer to purchase Olyphant property. Receipt of the same. Review offer and forward the same to Zolfo Cooper, Wachtell, and Goodmans. Call re: same.	1
01/17/14	18003	Michael Kennedy	0.80	\$ 260.00	Email correspondence regarding Transitional Services Agreement terms and potential payments.	1
<b>TOTAL</b>			<b>25.20</b>	<b>\$ 17,819.50</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

January 31, 2014  
FTI Invoice No. 29000846  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through January 31, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$25,445.00
Less Voluntary Reduction.....	-\$2,533.50
Net Professional Fees.....	\$22,900.50
Expenses.....	\$0.00
Total Fees and Expenses.....	\$22,900.50
HST Registration No. 835718024RT0001 .....	\$2,977.07
Total Amount Due this Period.....	\$25,877.57
<b>Total Amount Due.....</b>	<b><u>\$25,877.57</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ON M5H 1H1  
Swift Code: NOSCCA33  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715

HST Registration No. 835718024RT0001



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

January 31, 2014  
FTI Invoice No. 29000846  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through January 31, 2014

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	28.0	\$23,240.00
Steven Bissell	Managing Director	\$710.00	1.0	\$710.00
Michael Kennedy	Consultant	\$325.00	4.6	\$1,495.00
<b>Total Hours and Fees</b>			<b>33.6</b>	<b>\$25,445.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$2,544.50</b>
<b>Total Net Fees</b>				<b>\$22,900.50</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,977.07</b>
<b>Invoice Total for Current Period</b>				<b>\$25,877.57</b>

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Cinram International  
 413024.0009 - January 31, 2014  
 Invoice # 29000846

Date	TK#	Name	Hours	Amount	Narrative	Task
01/20/14	14800	Paul Bishop	1.30	\$ 1,079.00	Review of [REDACTED]. Call with [REDACTED] re: same. Draft counter points.	1
01/20/14	14856	Steven Bissell	0.50	\$ 355.00	Call with M. Wagner re: engagement letter for US Federal and State tax returns. Review of revised draft engagement letter.	1
01/20/14	18003	Michael Kennedy	0.40	\$ 130.00	Correspondence with D. Gustin from Wireless re: IT payment reimbursements.	1
01/21/14	14800	Paul Bishop	2.10	\$ 1,743.00	Review of Letter of Intent. Provide comments re: same. Conference call with Goodmans, Zolfo Cooper, and Cushman Wakefield. Follow up call with M. Rechan. Call to [REDACTED] advise of timing of response.	1
01/21/14	14856	Steven Bissell	0.50	\$ 355.00	Conference call with Deloitte, Goodmans, and Stikemans re: engagement [REDACTED] US Federal and State tax returns.	1
01/21/14	18003	Michael Kennedy	0.20	\$ 65.00	Prepared payment and subsequent transaction record.	1
01/22/14	14800	Paul Bishop	2.60	\$ 2,158.00	Call re: Olyphant property. Call with Shearman & Sterling, and Goodmans re: [REDACTED] Review of tax engagement letter. Follow up call with Shearman & Sterling [REDACTED]. Call with FTI re: Spain.	1
01/22/14	18003	Michael Kennedy	0.50	\$ 162.50	Various correspondence and follow up with Cinram regarding IT support payment.	1
01/23/14	14800	Paul Bishop	1.90	\$ 1,577.00	Call with M. Rechan re: Olyphant property. Review of Letter of Intent and provide amendments to the same. Call with Shearman & Sterling re: tax. Follow up with FTI team.	1
01/23/14	18003	Michael Kennedy	0.90	\$ 292.50	Miscellaneous payments items re: IT agreement details, Zolfo Cooper outstanding amounts owing, and [REDACTED] payments.	1
01/24/14	14800	Paul Bishop	5.20	\$ 4,316.00	Call regarding Letter of Intent. Draft amendments to Letter of Intent. Send amended copy to advisors. Accumulate comments and redraft version. Email correspondence re: same. [REDACTED]	1
01/24/14	18003	Michael Kennedy	2.10	\$ 682.50	Continued correspondence with Cinram regarding bank information pertaining to the IT agreement payment. Updated the schedule of reserve accounts through the current period.	1
01/27/14	14800	Paul Bishop	1.20	\$ 996.00	Calls re: Olyphant property. Review of draft agreement.	1
01/28/14	14800	Paul Bishop	4.30	\$ 3,569.00	Review of draft agreement. Review Letter of Intent. Conference call re: same. [REDACTED]. Mark up of draft agreement.	1
01/29/14	14800	Paul Bishop	2.60	\$ 2,158.00	Call with Goodmans re: Letter of Intent. Follow up re: same. Further review of Crystal Letter of Intent. Call re: same. Receive and review further revisions to Letter of Intent. Review same and compare to previous versions. Correspondence re: Letter of Intent.	1
01/30/14	14800	Paul Bishop	2.90	\$ 2,407.00	Call with M. Wagner. Review of agreement. Conference call re: Letter of Intent. Correspondence with Shearman & Sterling re: tax. Call with Shearman & Sterling re: same. Correspondence with Shearman & Sterling re: Letter of Intent.	1
01/31/14	14800	Paul Bishop	3.90	\$ 3,237.00	Call re: Letter of Intent. Call with M. Wagner re: Letter of Intent. Email correspondence with counsel and M. Rechan re: update. Conference call re: [REDACTED] Letter of Intent. Read and review draft agreement. Comments re: same. Correspondence with Shearman & Sterling. Email correspondence.	1
01/31/14	18003	Michael Kennedy	0.50	\$ 162.50	Prepared various status updates for the Monitor's website.	1
<b>TOTAL</b>			<b>33.60</b>	<b>\$ 25,445.00</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

February 20, 2014  
FTI Invoice No. 29000861  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through February 16, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$19,537.00
Less Voluntary Reduction.....	<del>\$1,953.70</del>
Net Professional Fees.....	\$17,583.30
Expenses.....	\$0.00
Total Fees and Expenses.....	\$17,583.30
HST Registration No. 835718024RT0001 .....	\$2,285.83
Total Amount Due this Period.....	\$19,869.13
<b>Total Amount Due.....</b>	<b><u>\$19,869.13</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

February 20, 2014  
FTI Invoice No. 29000861  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through February 16, 2014

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	19.9	\$16,517.00
Steven Bissell	Managing Director	\$710.00	0.5	\$355.00
Michael Kennedy	Consultant	\$325.00	8.2	\$2,665.00
<b>Total Hours and Fees</b>			<b>28.6</b>	<b>\$19,537.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,953.70</b>
<b>Total Net Fees</b>				<b>\$17,583.30</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,285.83</b>
<b>Invoice Total for Current Period</b>				<b>\$19,869.13</b>

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**Cinram International**  
**413024.0009 - February 16, 2014**  
**Invoice # 29000861**

Date	TK#	Name	Hours	Amount	Narrative	Task
02/03/14	14800	Paul Bishop	2.80	\$ 2,324.00	Correspondence re: Olyphant and Spain. Calls [REDACTED] re: Olyphant property. Finalize Letter of Intent. Further correspondence re: Olyphant property.	1
02/04/14	14800	Paul Bishop	2.30	\$ 1,909.00	Call regarding completion of Letter of Intent. Review, finalize, and execute agreement. Correspondence re: agreement. Call re: [REDACTED]. Correspondence with Shearman & Sterling re: agreement. Correspondence re: Spain [REDACTED] insurance.	1
02/04/14	14856	Steven Blaseil	0.50	\$ 355.00	Review engagement letter. Calls with FTI and Monitor's legal counsel re: same.	1
02/05/14	14800	Paul Bishop	1.90	\$ 1,577.00	Receive and review counter offer. Call with legal counsel re: same. Correspondence with Zolfo Cooper re: same. Respond to broker. Correspondence re: Purchase and Sale Agreement.	1
02/06/14	14800	Paul Bishop	1.70	\$ 1,411.00	Review of Purchase and Sale Agreement. Calls and correspondence re: same.	1
02/06/14	18003	Michael Kennedy	1.30	\$ 422.50	Set up various payments. Marsh Invoice analysis.	1
02/07/14	14800	Paul Bishop	1.10	\$ 913.00	Review of revised Purchase and Sale Agreement. Correspondence re: same.	1
02/07/14	18003	Michael Kennedy	0.30	\$ 97.50	Set up various payments.	1
02/10/14	14800	Paul Bishop	2.30	\$ 1,909.00	Call with Cinram, Goodmans, and Shearman & Sterling re: Olyphant property. Review of draft and Asset Purchase Agreement. Review of revised document. Review of further edits. Review and approve payments re: insurance.	1
02/11/14	14800	Paul Bishop	1.00	\$ 830.00	Review of Purchase and Sale Agreement. Correspondence and call re: same.	1
02/11/14	18003	Michael Kennedy	2.20	\$ 715.00	[REDACTED] Set up payments. Follow up with Bank of Nova Scotia re: Olyphant sale deposit. Updated estate accounts.	1
02/12/14	14800	Paul Bishop	2.30	\$ 1,909.00	Calls and emails re: Olyphant property and revision of Purchase and Sale Agreement.	1
02/12/14	18003	Michael Kennedy	1.70	\$ 552.50	Follow up on [REDACTED] invoices. Created various payments. Correspondence with Bank of Nova Scotia re: Olyphant sale deposit.	1
02/13/14	14800	Paul Bishop	2.40	\$ 1,992.00	Conference calls re: Olyphant property. Review and edit Purchase and Sale Agreement documents. Emails re: same. Review and edit Motorola extension agreement. Emails re: same. Call with legal counsel re: report to court.	1
02/13/14	18003	Michael Kennedy	2.10	\$ 682.50	Set up various payments. Responded to third party inquiries.	1
02/14/14	14800	Paul Bishop	2.10	\$ 1,743.00	Review of all changes to Purchase and Sale Agreement. Conference call with Shearman & Sterling and Cinram re: Purchase and Sale Agreement. Follow up with Shearman & Sterling post call. Further review of edits and correspondence re: same.	1
02/14/14	18003	Michael Kennedy	0.60	\$ 195.00	Correspondence with Bank of Nova Scotia with respect to account options [REDACTED]	1
<b>TOTAL</b>			<b>28.60</b>	<b>\$ 19,637.00</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

February 28, 2014  
FTI Invoice No. 29000873  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through February 28, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$21,425.00
Less Voluntary Reduction.....	<del>\$2,142.50</del>
Net Professional Fees.....	\$19,282.50
Expenses.....	\$414.77
Total Fees and Expenses.....	\$19,697.27
HST Registration No. 835718024RT0001 .....	\$2,560.65
Total Amount Due this Period.....	\$22,257.92
<b>Total Amount Due.....</b>	<b><u>\$22,257.92</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ON M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

February 28, 2014  
FTI Invoice No. 29000873  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through February 28, 2014

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	18.0	\$14,940.00
Steven Bissell	Managing Director	\$710.00	6.5	\$4,615.00
Michael Kennedy	Consultant	\$325.00	5.4	\$1,755.00
Linda Kelly	Administrative Professional	\$115.00	1.0	\$115.00
<b>Total Hours and Fees</b>			<b>30.9</b>	<b>\$21,425.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$2,142.50</b>
<b>Total Net Fees</b>				<b>\$19,282.50</b>
<b>Other/Miscellaneous</b>				<b>\$414.77</b>
<b>Total Expenses</b>				<b>\$414.77</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,560.65</b>
<b>Invoice Total for Current Period</b>				<b>\$22,257.92</b>

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**Cinram International**  
**413024.0009 - February 28, 2014**  
**Invoice # 29000873**

Date	TK#	Name	Hours	Amount	Narrative	Task
02/18/14	14800	Paul Blahop	2.60	\$ 2,158.00	Correspondence re: Purchase and Sale Agreement. Call with M. Wagner re: same. Review draft language and multiple emails re: same. Review and respond to questions [REDACTED]	1
02/18/14	14856	Steven Bissell	1.00	\$ 710.00	Final review of [REDACTED] engagement letter and signature. Review of Cinram Iberia financial statements and correspondence with L. Pita re: same.	1
02/18/14	18003	Michael Kennedy	1.20	\$ 390.00	Transaction record reconciliation for prior month's bank activity.	1
02/19/14	14800	Paul Blahop	3.10	\$ 2,573.00	Call with M. Wagner re: Purchase and Sale Agreement. Review purchasers draft. Email correspondence re: same. Correspondence from purchaser re: pension. Move forward research. Review documents re: [REDACTED] and provide the same to purchaser. Call with CBRE and Zolfo Cooper re: Louisville property. Prepare and follow up re: same.	1
02/20/14	14800	Paul Blahop	2.10	\$ 1,743.00	Call with legal counsel. Prepare for same and follow up. Review of documents and correspondence.	1
02/20/14	14856	Steven Bissell	1.50	\$ 1,065.00	Updated cash balance reporting for Senior Lenders. Reconciliation to October 2012 balances.	1
02/21/14	14800	Paul Blahop	2.30	\$ 1,909.00	Review of [REDACTED]. Review of correspondence. Review of draft Purchase and Sale Agreement. Call with legal counsel and Zolfo Cooper. [REDACTED]	1
02/21/14	18003	Michael Kennedy	1.50	\$ 487.50	[REDACTED] analysis for specific period. Set up [REDACTED] payments.	1
02/24/14	14800	Paul Blahop	1.70	\$ 1,411.00	Review of draft Purchase and Sale Agreement. Comments on same. Correspondence with Motorola. Review of Transitional Services Agreement. Correspondence re: payment.	1
02/24/14	14856	Steven Bissell	1.50	\$ 1,065.00	Cash flow reconciliation for Zolfo Cooper.	1
02/24/14	18003	Michael Kennedy	2.20	\$ 715.00	Estate account bridge and fee summary review.	1
02/25/14	14800	Paul Blahop	1.80	\$ 1,494.00	Call with Olyphant purchaser and review of cash report. Investigation re: liens on Olyphant property. Call re: same.	1
02/25/14	14856	Steven Bissell	1.50	\$ 1,065.00	Canadian tax return administration. Cash flow bridge analysis.	1
02/25/14	18441	Linda Kelly	1.00	\$ 115.00	Bank reconciliation and reconciling accounts.	1
02/26/14	14800	Paul Blahop	2.90	\$ 2,407.00	Review documents re: Olyphant property. Calls re: same. Review of Information re: liens. Review of lien listing. Calls re: same. Correspondence re: Wireless.	1
02/26/14	14856	Steven Bissell	1.00	\$ 710.00	Annual Franchise Tax reports for CIHV Inc., CUSH Inc., and IHC Corporation.	1
02/27/14	14800	Paul Blahop	0.70	\$ 581.00	Correspondence re: Olyphant property.	1
02/27/14	18003	Michael Kennedy	0.50	\$ 162.50	Set up various payments.	1
02/28/14	14800	Paul Blahop	0.80	\$ 664.00	Correspondence re: Olyphant property.	1
<b>TOTAL</b>			<b>30.90</b>	<b>\$ 21,425.00</b>		





*Invoice Remittance*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

March 19, 2014  
FTI Invoice No. 29000891  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through March 16, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$18,594.00
Less Voluntary Reduction.....	<del>\$1,859.40</del>
Net Professional Fees.....	<del>\$16,734.60</del>
Expenses.....	\$0.00
Total Fees and Expenses.....	\$16,734.60
HST Registration No. 835718024RT0001 .....	\$2,175.50
Total Amount Due this Period.....	\$18,910.10
<b>Total Amount Due.....</b>	<b><u>\$18,910.10</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotiabank Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

March 19, 2014  
FTI Invoice No. 29000891  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through March 16, 2014

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	20.8	\$17,264.00
Michael Kennedy	Consultant	\$325.00	3.2	\$1,040.00
Golnaz Haghiri	Consultant	\$290.00	1.0	\$290.00
<b>Total Hours and Fees</b>			<b>25.0</b>	<b>\$18,594.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,859.40</b>
<b>Total Net Fees</b>				<b>\$16,734.60</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,175.50</b>
<b>Invoice Total for Current Period</b>				<b>\$18,910.10</b>

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**Cinram International**  
**413024.0009 - March 16, 2014**  
**Invoice # 29000891**

Date	TK#	Name	Hours	Amount	Narrative	Task
03/03/14	14800	Paul Bishop	2.10	\$ 1,743.00	Call with counsel re: Olyphant. Call with M. Rechan re: status update. Review of Purchase and Sale Agreement. Review of edits subsequent to call. Revise draft disclaimer. Review correspondence.	1
03/03/14	18003	Michael Kennedy	0.60	\$ 195.00	Follow ups re: [REDACTED] summaries.	1
03/04/14	14800	Paul Bishop	3.10	\$ 2,573.00	Call with M. Rechan. Review final Purchase and Sale Agreement. Correspondence re: [REDACTED] and property restrictions. Review [REDACTED]. Draft letter to [REDACTED].	1
03/05/14	14800	Paul Bishop	2.00	\$ 1,660.00	Finalize and send termination letter. Review of final Purchase and Sale Agreement and execute the same. Review correspondence.	1
03/05/14	18003	Michael Kennedy	1.50	\$ 487.50	Set up payments. Review of cash bridge analysis for lenders.	1
03/06/14	14800	Paul Bishop	2.10	\$ 1,743.00	Call with legal counsel re: Olyphant property. Call with M. Wagner re: same. Review of Purchase and Sale Agreement. Review and edit court report.	1
03/07/14	14800	Paul Bishop	1.90	\$ 1,577.00	Review and edit report. Call with legal counsel re: status of Purchase and Sale Agreement. Preparation for the same and follow up.	1
03/07/14	18003	Michael Kennedy	1.10	\$ 357.50	Set up various payments and inter-estate transfers. Correspondence with accounts payable regarding certain payments.	1
03/10/14	14800	Paul Bishop	2.20	\$ 1,826.00	Correspondence re: Wireless IT support. Review of report. Olyphant update.	1
03/10/14	15768	Goinaz Haghiri	0.70	\$ 203.00	Review invoices and prepare payments.	1
03/11/14	14800	Paul Bishop	2.10	\$ 1,743.00	Review revised report. Conference call re: Olyphant. Follow up re: same. Review draft report.	1
03/11/14	15768	Goinaz Haghiri	0.30	\$ 87.00	Review invoices and prepare payments.	1
03/12/14	14800	Paul Bishop	0.70	\$ 581.00	Review of correspondence and review of report.	1
03/13/14	14800	Paul Bishop	2.40	\$ 1,992.00	Correspondence re: draft Purchase and Sale Agreement. Review of same. Review of Letter of Intent draft correspondence. Call re: Purchase and Sale Agreement. Correspondence [REDACTED].	1
03/14/14	14800	Paul Bishop	2.20	\$ 1,826.00	Review of draft and correspondence re: same. Call with M. Wagner re: same. Draft email to group and discuss. Review of [REDACTED] Correspondence re: same. Review of correspondence re: Olyphant property.	1
<b>TOTAL</b>			<b>25.00</b>	<b>\$ 18,594.00</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

March 31, 2014  
FTI Invoice No. 29000904  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through March 31, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$16,291.50
Less Voluntary Reduction.....	<del>\$1,629.15</del>
Net Professional Fees.....	\$14,662.35
Expenses.....	\$0.00
Total Fees and Expenses.....	\$14,662.35
HST Registration No. 835718024RT0001 .....	\$1,906.11
Total Amount Due this Period.....	\$16,568.46
<b>Total Amount Due.....</b>	<b><u>\$16,568.46</u></b>

*Please Wire Transfer to:*

Bank of Nova Scotia  
Scotiabank Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

March 31, 2014  
FTI Invoice No. 29000904  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through March 31, 2014

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	11.5	\$9,545.00
Steven Bissell	Managing Director	\$710.00	7.8	\$5,538.00
Michael Kennedy	Consultant	\$325.00	3.4	\$1,105.00
Linda Kelly	Administrative Professional	\$115.00	0.9	\$103.50
<b>Total Hours and Fees</b>			<b>23.6</b>	<b>\$16,291.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,629.15</b>
<b>Total Net Fees</b>				<b>\$14,662.35</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,906.11</b>
<b>Invoice Total for Current Period</b>				<b>\$16,568.46</b>

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**Cinram International**  
**413024.0009 - March 31, 2014**  
**Invoice # 29000904**

Date	TK#	Name	Hours	Amount	Narrative	Task
03/17/14	14800	Paul Bishop	2.30	\$ 1,909.00	Correspondence re: Wireless, Spain, and Olyphant. Review report.	1
03/18/14	14800	Paul Bishop	1.70	\$ 1,411.00	Correspondence re: review of liabilities	1
03/19/14	14800	Paul Bishop	0.70	\$ 581.00	Review correspondence.	1
03/19/14	18003	Michael Kennedy	0.80	\$ 260.00	Updates to reserve account schedule.	1
03/20/14	18441	Linda Kelly	0.40	\$ 46.00	Prepare payments and transaction record forms for Cinram invoices.	1
03/20/14	18003	Michael Kennedy	0.50	\$ 162.50	Set up payments.	1
03/21/14	14800	Paul Bishop	1.10	\$ 913.00	Finalize and execute report.	1
03/21/14	18003	Michael Kennedy	0.50	\$ 162.50	Set up various payments.	1
03/24/14	14800	Paul Bishop	0.90	\$ 747.00	Draft	1
03/24/14	18441	Linda Kelly	0.30	\$ 34.50	Upload documents to the Monitor's website.	1
03/25/14	14800	Paul Bishop	0.90	\$ 747.00	Review of Wireless agreement re: expenses.	1
03/25/14	14856	Steven Bissell	3.30	\$ 2,343.00	Analysis and preparation of court filings and Monitor's report re: Olyphant sale.	1
03/26/14	14800	Paul Bishop	2.40	\$ 1,992.00	Review and finalize Update re: Spain property.	1
03/26/14	14856	Steven Bissell	2.00	\$ 1,420.00	Review of property taxes paid in Tarrant County for 2013 and ability to recover from tenant. Email correspondence with D. Gustin re: same. Additional edits to analysis and summary	1
03/27/14	14800	Paul Bishop	0.60	\$ 498.00	Review of Spain real estate information.	1
03/28/14	14800	Paul Bishop	0.90	\$ 747.00	Review of Spain status. Correspondence re: Wireless IT support.	1
03/28/14	14856	Steven Bissell	1.00	\$ 710.00	Preparation for and attendance on conference call with financial advisor to the First Lien Lenders and Cinram Iberia representative re: sale process for Spain Property.	1
03/28/14	18441	Linda Kelly	0.20	\$ 23.00	Upload documents to the Monitor's website.	1
03/28/14	18003	Michael Kennedy	1.60	\$ 520.00	Set up various payments. Correspondence with the company regarding IT Support Agreement funds.	1
03/31/14	14856	Steven Bissell	1.50	\$ 1,085.00	Conference call with D. Gustin re: outstanding Cinram Wireless information requests including property taxes, personal property taxes, and 2013 year-end books and records. Follow-up call with lessor Follow-up re:	1
<b>TOTAL</b>			<b>23.60</b>	<b>\$ 16,291.60</b>		





*Invoice Remittance*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

April 16, 2014  
FTI Invoice No. 29000929  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through April 13, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$17,574.50
Less Voluntary Reduction.....	<del>\$1,757.45</del>
Net Professional Fees.....	<del>\$15,817.05</del>
Expenses.....	\$0.00
Total Fees and Expenses.....	\$15,817.05
HST Registration No. 835718024RT0001 .....	\$2,056.22
Total Amount Due this Period.....	\$17,873.27
<b>Total Amount Due.....</b>	<b><u>\$17,873.27</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1K1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

April 16, 2014  
FTI Invoice No. 29000929  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through April 13, 2014

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	13.5	\$11,205.00
Steven Bissell	Managing Director	\$710.00	8.8	\$6,248.00
Golnaz Haghiri	Consultant	\$290.00	0.3	\$87.00
Linda Kelly	Administrative Professional	\$115.00	0.3	\$34.50
<b>Total Hours and Fees</b>			<b>22.9</b>	<b>\$17,574.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,757.45</b>
<b>Total Net Fees</b>				<b>\$15,817.05</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,056.22</b>
<b>Invoice Total for Current Period</b>				<b>\$17,873.27</b>

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Cinram International  
 413024.0009 - April 13, 2014  
 Invoice # 29000929

Date	TK#	Name	Hours	Amount	Narrative	Task
04/01/14	14800	Paul Bishop	1.90	\$ 1,577.00	Review of development agency documents. Correspondence and payments re: IT support. Review expenses at various properties.	1
04/01/14	14856	Steven Bissell	1.00	\$ 710.00	Conference call with Deloitte and representative from Cinram Group Inc. regarding status of US and Canadian tax return work. Follow-up re: outstanding tax and statutory reporting items.	1
04/02/14	14800	Paul Bishop	1.40	\$ 1,162.00	Call with Zolfo Cooper ( ) Prepare for same. Review of Louisville status. Call re: Olyphant development board.	1
04/02/14	14856	Steven Bissell	5.00	\$ 3,550.00	Preparation for, and attendance at court re: Olyphant sales approval motion. Review and follow-up re: various outstanding tax and statutory reporting requirements. Updates to the estimated ( ) Conference call with Zolfo Cooper ( )	1
04/02/14	18441	Linda Kelly	0.30	\$ 34.50	Upload documents to the Monitor's website.	1
04/03/14	14800	Paul Bishop	1.70	\$ 1,411.00	Correspondence re: Spain and review of various options.	1
04/04/14	14800	Paul Bishop	0.90	\$ 747.00	Correspondence re: Spain and Louisville.	1
04/07/14	14800	Paul Bishop	1.70	\$ 1,411.00	Call with M. Wagner re: closing. Correspondence re: same. Correspondence re: Spain.	1
04/07/14	14856	Steven Bissell	0.80	\$ 568.00	Updated ( ) analysis. Discussions with L. Pita re: status of Spain property.	1
04/08/14	14800	Paul Bishop	0.80	\$ 664.00	Call re: Olyphant property closing extension. Execute the same. Review of Spain issues.	1
04/08/14	14856	Steven Bissell	1.00	\$ 710.00	Email correspondence with L. Pita re: Spain property. Review of power of attorney for Spain property. Review of Cinram Wireless ( ) and follow-up email correspondence with D. Gustin re: same.	1
04/09/14	14800	Paul Bishop	1.70	\$ 1,411.00	Review of Purchase and Sale Agreement. Correspondence re: adjustments. Call re: Spain. Review of Spain letter.	1
04/10/14	14800	Paul Bishop	2.30	\$ 1,909.00	Calls and correspondence re: Olyphant property. Review of closing documents. Calls and correspondence re: Spain. Calls and correspondence re: Development Agency.	1
04/10/14	15768	Golnaz Haghighi	0.30	\$ 87.00	Review and prepare payment.	1
04/11/14	14800	Paul Bishop	1.10	\$ 913.00	Calls and correspondence re: Olyphant and Louisville properties. Review of ( ) Correspondence ( )	1
04/11/14	14856	Steven Bissell	1.00	\$ 710.00	Review and signing of Spain sales process documents. Review and correspondence re: state and local tax agencies.	1
<b>TOTAL</b>			<b>22.90</b>	<b>\$ 17,574.50</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

April 30, 2014  
FTI Invoice No. 29000951  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$26,327.00
Less Voluntary Reduction.....	<u>\$2,632.70</u>
Net Professional Fees.....	\$23,694.30
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$23,694.30
HST Registration No. 835718024RT0001 .....	<u>\$3,080.26</u>
Total Amount Due this Period.....	\$26,774.56
<b>Total Amount Due.....</b>	<b><u>\$26,774.56</u></b>

*Please Wire Transfer to:*

**Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ON M5H 1H1  
Swift Code: NOSGCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715**



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

April 30, 2014  
FTI Invoice No. 29000951  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2014

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	20.3	\$16,849.00
Steven Bissell	Managing Director	\$710.00	12.8	\$9,088.00
Michael Kennedy	Consultant	\$325.00	1.2	\$390.00
<b>Total Hours and Fees</b>			<b>34.3</b>	<b>\$26,327.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$2,632.70</b>
<b>Total Net Fees</b>				<b>\$23,694.30</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$3,080.26</b>
<b>Invoice Total for Current Period</b>				<b>\$26,774.56</b>

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**Cinram International**  
**413024.0009 - April 30, 2014**  
**Invoice # 29000951**

Date	TK#	Name	Hours	Amount	Narrative	Task
04/14/14	14800	Paul Bishop	2.10	\$ 1,743.00	Review of Olyphant [REDACTED] invoices. Correspondence re: Olyphant [REDACTED]. Review of Information for [REDACTED]. Correspondence re Olyphant.	1
04/14/14	14858	Steven Blisell	1.00	\$ 710.00	Review Cinram Olyphant property purchase price adjustments.	1
04/15/14	14800	Paul Bishop	2.30	\$ 1,909.00	Conference call re: closing. Review of all closing agenda documents. Review of tax bills correspondence.	1
04/15/14	14858	Steven Blisell	1.80	\$ 1,278.00	Olyphant property purchase price adjustments and email correspondence re: same.	1
04/15/14	18003	Michael Kennedy	0.30	\$ 97.50	Set up various wire payments.	1
04/16/14	14800	Paul Bishop	1.40	\$ 1,162.00	Review of revised closing documentation. Call re: same. Correspondence re: Spain and Olyphant [REDACTED]	1
04/16/14	14858	Steven Blisell	2.50	\$ 1,775.00	Olyphant property sale purchase price adjustment calculations. Email correspondence and discussions with M. Anderson re: same.	1
04/17/14	14800	Paul Bishop	3.10	\$ 2,573.00	Review final documents. Attend Goodmans offices to execute the same. Multiple calls and emails re: closing adjustments. Review of Asset Purchase Agreement, Transitional Services Agreement, and Property Sale Agreement.	1
04/17/14	14858	Steven Blisell	0.50	\$ 355.00	Olyphant purchase price adjustment calculations re: property taxes and email correspondence re: same.	1
04/21/14	14800	Paul Bishop	2.10	\$ 1,743.00	Multiple calls and emails re: closing documents. Execute and re-send revised documents. Review payment processing.	1
04/21/14	14858	Steven Blisell	1.00	\$ 710.00	Property taxes re: Tarrant County. Follow-up re: [REDACTED] and One K Studios. Other email correspondence and administration.	1
04/22/14	14800	Paul Bishop	3.30	\$ 2,739.00	Multiple calls and emails re: closing. Execute transfer to agent. Calls and emails re: Spain.	1
04/22/14	14858	Steven Blisell	2.00	\$ 1,420.00	Administration of [REDACTED] payments. Tracking and correspondence re: Olyphant property sale and final payment. Email correspondence with D. Gustin re: Tarrant County taxes. Review of Cinram Wireless bank account activity. Call [REDACTED]	1
04/23/14	14800	Paul Bishop	0.70	\$ 581.00	Review correspondence. Review of Spain sale.	1
04/24/14	14800	Paul Bishop	0.50	\$ 415.00	Review of Louisville property options.	1
04/24/14	18003	Michael Kennedy	0.30	\$ 97.50	Set up various payments.	1
04/25/14	14800	Paul Bishop	0.90	\$ 747.00	Correspondence and review of Spain sale.	1
04/25/14	14858	Steven Blisell	1.00	\$ 710.00	Review of existing insurance policies and preparation for renewal packages for 2014/15 policy year.	1
04/28/14	14800	Paul Bishop	0.90	\$ 747.00	Correspondence re: Olyphant property encumbrances.	1
04/28/14	14858	Steven Blisell	2.00	\$ 1,420.00	Conference call with Marsh re: insurance-related matters and renewals for 2014/15. Review of existing policies and tracking of required policies for 2014/15.	1
04/29/14	14800	Paul Bishop	1.60	\$ 1,328.00	Review of insurance requirements.	1
04/29/14	14858	Steven Blisell	0.50	\$ 355.00	Deposit of purchased asset funds and issuance of wire re: same.	1
04/30/14	14800	Paul Bishop	1.40	\$ 1,162.00	Correspondence re: IT support. Review of documents re: same. Review of insurance schedule and Spain sale.	1
04/30/14	14858	Steven Blisell	0.50	\$ 355.00	Insurance renewal tracking and email correspondence [REDACTED]	1
04/30/14	18003	Michael Kennedy	0.80	\$ 195.00	Review past transactions and create supporting detail.	1
<b>TOTAL</b>			<b>34.30</b>	<b>\$ 28,327.00</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

May 22, 2014  
FTI Invoice No. 29000975  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through May 18, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$24,860.00
Less Voluntary Reduction.....	<del>\$2,486.00</del>
Net Professional Fees.....	<del>\$22,374.00</del>
Expenses.....	\$0.00
Total Fees and Expenses.....	\$22,374.00
HST Registration No. 835718024RT0001 .....	\$2,908.62
Total Amount Due this Period.....	\$25,282.62
<b>Total Amount Due.....</b>	<b><u>\$25,282.62</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotiabank Plaza, 44 King Street West  
Toronto, ON T5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

May 22, 2014  
FTI Invoice No. 29000975  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through May 18, 2014

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	16.7	\$13,861.00
Steven Bissell	Managing Director	\$710.00	11.3	\$8,023.00
Pamela Luthra	Senior Director	\$620.00	4.8	\$2,976.00
<b>Total Hours and Fees</b>			<b>32.8</b>	<b>\$24,860.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$2,486.00</b>
<b>Total Net Fees</b>				<b>\$22,374.00</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,908.62</b>
<b>Invoice Total for Current Period</b>				<b>\$25,282.62</b>

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Cinram International  
 413024.0009 - May 18, 2014  
 Invoice # 29000975

Date	TK#	Name	Hours	Amount	Narrative	Task
05/01/14	14800	Paul Bishop	0.90	\$ 747.00	Calls and review of information re: Motorola.	1
05/02/14	14800	Paul Bishop	1.60	\$ 1,328.00	Review of correspondence re: Spain and insurance. Correspondence re: Motorola.	1
05/05/14	14800	Paul Bishop	0.80	\$ 664.00	Review correspondence.	1
05/05/14	14856	Steven Bissell	0.50	\$ 355.00	Email correspondence re: sale of property at Cinram Iberia. Review of insurance renewal process.	1
05/06/14	14800	Paul Bishop	1.50	\$ 1,245.00	Calls and correspondence re: Spain, Louisville, and Motorola.	1
05/06/14	14856	Steven Bissell	0.50	\$ 355.00	Cinram Iberia draft Asset Purchase Agreement and review of sources and uses of cash schedule.	1
05/07/14	14800	Paul Bishop	0.90	\$ 747.00	Review of Spain sources and uses schedule and correspondence re: same.	1
05/07/14	14856	Steven Bissell	1.50	\$ 1,065.00	Review of draft Asset Purchase Agreement re: Cinram Iberia property sale.	1
05/08/14	14800	Paul Bishop	1.60	\$ 1,328.00	Call with Zolfo Cooper and CBRE re: Louisville property. Prepare for same and follow up. Correspondence re: Spain. Review of Louisville material. Draft broker extension.	1
05/09/14	14800	Paul Bishop	1.60	\$ 1,328.00	Calls re: Spain. Calls re: insurance review of requirements. Review of requirements to exit Spain.	1
05/12/14	14800	Paul Bishop	1.30	\$ 1,079.00	Review information re: Louisville property. Review and [REDACTED] re: Spain. Review of insurance requirements.	1
05/12/14	14856	Steven Bissell	2.50	\$ 1,775.00	Stay Extension and Monitor's Thirteenth Report planning. Review of correspondence with broker re: insurance renewal.	1
05/13/14	14800	Paul Bishop	2.10	\$ 1,743.00	Call with M. Rechan re: Louisville property. Review of information provided. Review of Spain legal and security positions [REDACTED]. Review of cash flow.	1
05/13/14	14856	Steven Bissell	2.50	\$ 1,775.00	Preparation of [REDACTED] cash flow forecast.	1
05/14/14	14800	Paul Bishop	1.90	\$ 1,577.00	Call with Goodmans re: Spain. Review of documents re: Spain security and assets. Draft report.	1
05/14/14	14856	Steven Bissell	2.80	\$ 1,988.00	Stay Extension cash flow forecast, including updates to [REDACTED] forecast. Email correspondence [REDACTED]. Payment of invoices.	1
05/14/14	14888	Pamela Luthra	1.10	\$ 682.00	Actual v. budgeted cash flow update for report.	1
05/15/14	14800	Paul Bishop	0.70	\$ 581.00	Review of brokerage agreement and correspondence.	1
05/15/14	14888	Pamela Luthra	2.50	\$ 1,550.00	Actual v. budgeted cash flow update for report.	1
05/16/14	14800	Paul Bishop	1.80	\$ 1,494.00	Review of extension materials, correspondence, and payment of invoices. Review of cash flow.	1
05/16/14	14856	Steven Bissell	1.00	\$ 710.00	Cash balances and related email correspondence with [REDACTED] First Lien Lenders. Review of Stay Extension motion materials. Email correspondence with legal counsel to Monitor re: Monitor's Thirteenth Report.	1
05/16/14	14888	Pamela Luthra	1.20	\$ 744.00	Actual v. budgeted cash flow update for report.	1
<b>TOTAL</b>			<b>32.80</b>	<b>\$ 24,860.00</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

May 31, 2014  
FTI Invoice No. 29001010  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$20,475.00
Less Voluntary Reduction.....	<del>\$2,047.50</del>
Net Professional Fees.....	\$18,427.50
Expenses.....	\$0.00
Total Fees and Expenses.....	\$18,427.50
HST Registration No. 835718024RT0001 .....	\$2,395.58
Total Amount Due this Period.....	\$20,823.08
<b>Total Amount Due.....</b>	<b><u>\$20,823.08</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ON M5H 1H1  
Swift Code: NOSGCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

May 31, 2014  
FTI Invoice No. 29001010  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2014

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	9.5	\$7,885.00
Steven Bissell	Managing Director	\$710.00	15.2	\$10,792.00
Pamela Luthra	Senior Director	\$620.00	2.9	\$1,798.00
<b>Total Hours and Fees</b>			<b>27.6</b>	<b>\$20,475.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$2,047.50</b>
<b>Total Net Fees</b>				<b>\$18,427.50</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,395.58</b>
<b>Invoice Total for Current Period</b>				<b>\$20,823.08</b>

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**Cinram International**  
**413024.0009 - May 31, 2014**  
**Invoice # 29001010**

Date	TK#	Name	Hours	Amount	Narrative	Task
05/20/14	14800	Paul Bishop	1.40	\$ 1,162.00	Correspondence re: Louisville property. Review of cash flow forecast amendments. Call with legal counsel re: court report. Commence draft of sections. Correspondence re: sale of Olyphant property.	1
05/20/14	14856	Steven Bissell	1.20	\$ 852.00	Call with Monitor's legal counsel re: Monitor's Thirteenth Report. Stay Extension cash flow forecast review.	1
05/20/14	14888	Pamela Luthra	0.60	\$ 372.00	Actual v. budget cash flow review for Monitors Report.	1
05/21/14	14800	Paul Bishop	1.90	\$ 1,577.00	Review of draft report edit same. Review of [REDACTED] Broker Agreement and edit same. Correspondence with [REDACTED] Approval of payments.	1
05/21/14	14856	Steven Bissell	6.20	\$ 4,402.00	Actual receipts and disbursements analysis re: Cinram Wireless. Follow-up re; [REDACTED] Monitor's Thirteenth report edits.	1
05/21/14	14888	Pamela Luthra	2.30	\$ 1,426.00	Actual v. budget cash flow review for Monitors Report.	1
05/22/14	14800	Paul Bishop	1.70	\$ 1,411.00	Draft and edit report. Report of [REDACTED] Correspondence re: Spain. Correspondence and edit [REDACTED]	1
05/22/14	14856	Steven Bissell	2.00	\$ 1,420.00	Call re: Monitor's Thirteenth Report. Call with Goodmans (M. Wagner) re: Cinram Iberia. Email correspondence with FTI UK re: legal counsel for Cinram Iberia wind down. Review of Cinram Iberia email correspondence [REDACTED]	1
05/23/14	14800	Paul Bishop	1.10	\$ 913.00	Finalize report. Correspondence re: Spain. Review of financials [REDACTED]	1
05/23/14	14856	Steven Bissell	1.30	\$ 923.00	Review [REDACTED] invoices. [REDACTED] correspondence and survey requests.	1
05/26/14	14800	Paul Bishop	0.90	\$ 747.00	Review of Spain financial statements [REDACTED]	1
05/26/14	14856	Steven Bissell	0.50	\$ 355.00	Engagement administration. Review email correspondence. [REDACTED]	1
05/27/14	14800	Paul Bishop	1.20	\$ 996.00	Review of insurance correspondence call re: Spain [REDACTED]. Review of [REDACTED]	1
05/27/14	14856	Steven Bissell	1.50	\$ 1,085.00	Call with L. Pita re: wind down of Cinram Iberia. Follow-up discussion with FTI team. Administration of Louisville property [REDACTED] payments.	1
05/28/14	14800	Paul Bishop	0.40	\$ 332.00	Review of Spain options. Correspondence and execution of Broker Agreement.	1
05/28/14	14856	Steven Bissell	0.50	\$ 355.00	Issue bill payments. Disbursements from Wireless to NewCo re: IT services.	1
05/29/14	14800	Paul Bishop	0.90	\$ 747.00	Review of insurance information provided by broker.	1
05/30/14	14856	Steven Bissell	2.00	\$ 1,420.00	Preparation for and attendance in court re: Stay Extension Hearing.	1
<b>TOTAL</b>			<b>27.60</b>	<b>\$ 20,475.00</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

June 19, 2014  
FTI Invoice No. 29001023  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through June 15, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$8,567.00
Less Voluntary Reduction.....	<del>\$856.70</del>
Net Professional Fees.....	<del>\$7,710.30</del>
Expenses.....	\$0.00
Total Fees and Expenses.....	\$7,710.30
HST Registration No. 835718024RT0001 .....	\$1,002.34
Total Amount Due this Period.....	\$8,712.64
<b>Total Amount Due.....</b>	<b><u>\$8,712.64</u></b>

*Please Wire Transfer to:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSGCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

June 19, 2014  
FTI Invoice No. 29001023  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 15, 2014

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	6.9	\$5,727.00
Steven Bissell	Managing Director	\$710.00	4.0	\$2,840.00
<b>Total Hours and Fees</b>			<b>10.9</b>	<b>\$8,567.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$856.70</b>
<b>Total Net Fees</b>				<b>\$7,710.30</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,002.34</b>
<b>Invoice Total for Current Period</b>				<b>\$8,712.64</b>

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Cinram International  
 413024.0009 - June 15, 2014  
 Invoice # 29001023

Date	TK#	Name	Hours	Amount	Narrative	Task
06/03/14	14800	Paul Bishop	1.00	\$ 830.00	Correspondence re: Spain and review of Wireless [REDACTED]	1
06/03/14	14856	Steven Bissell	1.00	\$ 710.00	[REDACTED] account reconciliation. Cinram Wireless accounts access. Status updates.	1
06/04/14	14800	Paul Bishop	1.50	\$ 1,245.00	Review of Transitional Services Agreement re: ongoing services. Review of Wireless [REDACTED] Correspondence with Zoltu Cooper.	1
06/09/14	14856	Steven Bissell	2.50	\$ 1,775.00	Review of Transitional Services Agreement re: continuation of support services post August 2014. Review of Cinram Iberia financial statements for 2013 and email correspondence with L. Pita.	1
06/10/14	14800	Paul Bishop	1.80	\$ 1,494.00	Review of support requirements post August 2014.	1
06/11/14	14800	Paul Bishop	0.80	\$ 664.00	Correspondence re: Spain [REDACTED]. Call re: same. Correspondence re: Hungary.	1
06/11/14	14856	Steven Bissell	0.50	\$ 355.00	Status update call with Deloitte re: Canadian tax returns. Review of email correspondence re: same.	1
06/12/14	14800	Paul Bishop	0.90	\$ 747.00	Review of support requirements.	1
06/13/14	14800	Paul Bishop	0.90	\$ 747.00	Calls re: Spain [REDACTED]	1
<b>TOTAL</b>			<b>10.90</b>	<b>\$ 8,567.00</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

June 30, 2014  
FTI Invoice No. 29001045  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$10,698.00
Less Voluntary Reduction.....	<del>\$1,069.80</del>
Net Professional Fees.....	\$9,628.20
Expenses.....	\$0.00
Total Fees and Expenses.....	\$9,628.20
HST Registration No. 835718024RT0001 .....	\$1,251.67
Total Amount Due this Period.....	\$10,879.87
<b>Total Amount Due.....</b>	<b><u>\$10,879.87</u></b>

*Please Wire Transfer to:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ON M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



## Invoice Summary

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

June 30, 2014  
FTI Invoice No. 29001045  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2014

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	5.0	\$4,150.00
Steven Bissell	Managing Director	\$710.00	9.1	\$6,461.00
Golnaz Haghiri	Consultant	\$290.00	0.3	\$87.00
<b>Total Hours and Fees</b>			<b>14.4</b>	<b>\$10,698.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,069.80</b>
<b>Total Net Fees</b>				<b>\$9,628.20</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,251.67</b>
<b>Invoice Total for Current Period</b>				<b>\$10,879.87</b>

**Cinram International**  
**413024.0009 - June 30, 2014**  
**Invoice # 29001045**

Date	TK#	Name	Hours	Amount	Narrative	Task
06/16/14	14800	Paul Bishop	1.20	\$ 996.00	Review of Louisville activity to date and review of options. Calls re: Spain and review of options.	1
06/17/14	14856	Steven Bissell	2.00	\$ 1,420.00	Review insurance renewals for 2014/15 policy year.	1
06/18/14	14800	Paul Bishop	0.90	\$ 747.00	Correspondence and calls re: Spain.	1
06/18/14	14856	Steven Bissell	2.30	\$ 1,633.00	Review of Asset Purchase Agreement re: definition of purchased assets for guidance on treatments of lawsuit proceeds. Cinram Iberia review of property sale purchase agreement in Spanish and email to M. Rechan re: same.	1
06/19/14	14800	Paul Bishop	0.90	\$ 747.00	Correspondence re: [REDACTED]	1
06/20/14	14856	Steven Bissell	1.50	\$ 1,065.00	Spain financial statements review for 2013. [REDACTED]	1
06/20/14	15768	Golnaz Haghiri	0.30	\$ 87.00	Review and prepare payment.	1
06/24/14	14856	Steven Bissell	1.80	\$ 1,278.00	[REDACTED] information requests. [REDACTED] information request. Call [REDACTED] re: status of tax return preparation.	1
06/25/14	14856	Steven Bissell	0.50	\$ 355.00	US tax return preparation and call.	1
06/26/14	14800	Paul Bishop	0.90	\$ 747.00	Review insurance. Review and correspondence re: Spain options.	1
06/27/14	14800	Paul Bishop	1.10	\$ 913.00	Correspondence re: insurance and review of memo re: Spain.	1
06/27/14	14856	Steven Bissell	1.00	\$ 710.00	Insurance renewal tracking and email correspondence. Review of Cinram Iberia wind down options. Emails regarding the same.	1
<b>TOTAL</b>			<b>14.40</b>	<b>\$ 10,688.00</b>		





*Invoice Remittance*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

July 17, 2014  
FTI Invoice No. 29001064  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through July 13, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$11,581.00
Less Voluntary Reduction.....	<del>\$1,158.10</del>
Net Professional Fees.....	\$10,422.90
Expenses.....	\$0.00
Total Fees and Expenses.....	\$10,422.90
HST Registration No. 835718024RT0001 .....	\$1,354.98
Total Amount Due this Period.....	\$11,777.88
<b>Total Amount Due.....</b>	<b><u>\$11,777.88</u></b>

*Please Wire Transfer to:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOS6CATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

July 17, 2014  
FTI Invoice No. 29001064  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 13, 2014

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	11.9	\$9,877.00
Steven Bissell	Managing Director	\$710.00	2.4	\$1,704.00
<b>Total Hours and Fees</b>			<b>14.3</b>	<b>\$11,581.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,158.10</b>
<b>Total Net Fees</b>				<b>\$10,422.90</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,354.98</b>
<b>Invoice Total for Current Period</b>				<b>\$11,777.88</b>

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**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

July 31, 2014  
FTI Invoice No. 29001088  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$28,494.00
Less Voluntary Reduction.....	<u>\$2,849.40</u>
Net Professional Fees.....	\$25,644.60
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$25,644.60
HST Registration No. 835718024RT0001 .....	<u>\$3,333.80</u>
Total Amount Due this Period.....	\$28,978.40
<b>Total Amount Due.....</b>	<b><u>\$28,978.40</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

July 31, 2014  
FTI Invoice No. 29001088  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2014

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	13.1	\$10,873.00
Steven Bissell	Managing Director	\$710.00	24.3	\$17,253.00
Linda Kelly	Administrative Professional	\$115.00	3.2	\$368.00
<b>Total Hours and Fees</b>			<b>40.6</b>	<b>\$28,494.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$2,849.40</b>
<b>Total Net Fees</b>				<b>\$25,644.60</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$3,333.80</b>
<b>Invoice Total for Current Period</b>				<b>\$28,978.40</b>

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Cinram International  
 413024.0009 - July 31, 2014  
 Invoice # 29001088

Date	TK#	Name	Hours	Amount	Narrative	Task
07/14/14	14800	Paul Bishop	0.90	\$ 747.00	Correspondence and cash flow review.	1
07/15/14	14800	Paul Bishop	0.80	\$ 664.00	Correspondence review and status updates.	1
07/15/14	14856	Steven Bissell	1.00	\$ 710.00	Insurance email correspondence [REDACTED] confirmation of premium payments. [REDACTED] disbursements from [REDACTED] Email to M. Rechan re: update call.	1
07/16/14	14800	Paul Bishop	2.60	\$ 2,158.00	Status update and call. Review of cash flow and [REDACTED]	1
07/16/14	14856	Steven Bissell	0.80	\$ 568.00	Preparation for and attend call with First Lien lender agent and financial advisor.	1
07/17/14	14800	Paul Bishop	1.10	\$ 913.00	Call re: Louisville property. Review of information.	1
07/17/14	14856	Steven Bissell	1.00	\$ 710.00	Disbursement reporting and approvals.	1
07/17/14	18441	Linda Kelly	0.50	\$ 57.50	Review and prepare [REDACTED] transaction records.	1
07/18/14	14800	Paul Bishop	1.20	\$ 998.00	Review of [REDACTED], payment processing, and review of cash flow.	1
07/21/14	14800	Paul Bishop	0.90	\$ 747.00	Correspondence re: Spain. Review correspondence.	1
07/21/14	14856	Steven Bissell	0.50	\$ 355.00	[REDACTED] Review of documents related to Cinram Iberia wind down.	1
07/22/14	14800	Paul Bishop	0.90	\$ 747.00	Review Spain insurance documents and [REDACTED]	1
07/22/14	14856	Steven Bissell	1.50	\$ 1,065.00	Preparation of schedule [REDACTED] Review of Cinram Iberia documents re: wind down of business. Review of Director and Officer policy re: Cinram Iberia director. Email correspondence with M. Wagner (Goodmans) and M. Koryukhova.	1
07/22/14	18441	Linda Kelly	0.30	\$ 34.50	Review invoices and prepare payments.	1
07/23/14	14800	Paul Bishop	1.50	\$ 1,245.00	Correspondence re: purchased assets. Review documents re: same.	1
07/24/14	14800	Paul Bishop	0.60	\$ 498.00	Correspondence and review [REDACTED]	1
07/24/14	14856	Steven Bissell	1.00	\$ 710.00	[REDACTED] Conference call with M. Wagner (Goodmans) and M. Koryukhova (Silkman Elliott) re: wind up of Cinram Iberia.	1
07/28/14	14800	Paul Bishop	0.80	\$ 664.00	Correspondence and review [REDACTED]	1
07/28/14	14856	Steven Bissell	2.50	\$ 1,775.00	Correspondence [REDACTED] Cinram Music Group Pension Plan. Correspondence with [REDACTED] One-K Studios LLC 2013 property tax invoice.	1
07/28/14	18441	Linda Kelly	0.40	\$ 46.00	Review invoices and prepare transaction records.	1
07/29/14	14800	Paul Bishop	0.90	\$ 747.00	Call re: Royal Bank of Canada account. Preparation for and follow up re: same.	1
07/29/14	14856	Steven Bissell	6.50	\$ 4,615.00	Meeting with Deloitte re: US tax returns for 2012. Preparation of cover letters for US, State, and Municipal level tax returns.	1
07/30/14	14856	Steven Bissell	6.00	\$ 4,260.00	Call with Deloitte re: Cinram US tax returns for 2012. Call with Goodmans re: US tax return filing requirements for 2013. Call with M. Rechan re: Cinram Iberia wind-down and US tax returns. [REDACTED]	1
07/31/14	14800	Paul Bishop	0.90	\$ 747.00	Update end [REDACTED] and tax matters.	1
07/31/14	14856	Steven Bissell	3.50	\$ 2,485.00	Finalizing and mailing of US tax returns for 2012 [REDACTED] application re: Louisville Property. Call with Cinram Iberia S.L. director re: wind down of business. Drafting of letter to Cinram Iberia [REDACTED]	1
07/31/14	18441	Linda Kelly	2.00	\$ 230.00	Prepare tax returns for mailing. Creating transaction record forms.	1
<b>TOTAL</b>			<b>40.60</b>	<b>\$ 28,494.00</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

August 20, 2014  
FTI Invoice No. 29001103  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 17, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$15,225.00
Less Voluntary Reduction.....	<del>\$1,522.50</del>
Net Professional Fees.....	\$13,702.50
Expenses.....	\$0.00
Total Fees and Expenses.....	\$13,702.50
HST Registration No. 835718024RT0001 .....	\$1,781.33
Total Amount Due this Period.....	\$15,483.83
<b>Total Amount Due.....</b>	<b><u>\$15,483.83</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ON M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

August 20, 2014  
FTI Invoice No. 29001103  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 17, 2014

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	5.6	\$4,648.00
Steven Bissell	Managing Director	\$710.00	14.8	\$10,508.00
Linda Kelly	Administrative Professional	\$115.00	0.6	\$69.00
<b>Total Hours and Fees</b>			<b>21.0</b>	<b>\$15,225.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,522.50</b>
<b>Total Net Fees</b>				<b>\$13,702.50</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,781.33</b>
<b>Invoice Total for Current Period</b>				<b>\$15,483.83</b>

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Cinram International  
 413024.0009 - August 17, 2014  
 Invoice # 29001103

Date	TK#	Name	Hours	Amount	Narrative	Task
08/01/14	14800	Paul Bishop	0.90	\$ 747.00	Commence draft report [REDACTED]	1
08/05/14	14800	Paul Bishop	0.90	\$ 747.00	Review of Asset Purchase Agreement. Preparation for call [REDACTED]	1
08/05/14	14856	Steven Bissell	0.50	\$ 355.00	[REDACTED] Email and phone correspondence re: One-K Studios LLC personal property tax bill. Cinram Iberia and CUSH cash balances and reporting of same.	1
08/06/14	14856	Steven Bissell	2.00	\$ 1,420.00	Review of remaining US entity tax return filings for 2012. Follow-up discussions with Deloitte.	1
08/07/14	14800	Paul Bishop	0.70	\$ 581.00	Review [REDACTED]	1
08/07/14	14856	Steven Bissell	2.50	\$ 1,775.00	[REDACTED] One-K Studios LLC property tax correspondence with city of Los Angeles, CA. Cinram Inc. business privilege tax correspondence with State of Alabama. Follow-up re: status of Canadian tax returns.	1
08/07/14	18441	Linda Kelly	0.30	\$ 34.50	Review invoices and prepare payments.	1
08/08/14	14800	Paul Bishop	0.90	\$ 747.00	Call with Goodmans & Stikemans re: cheque matters.	1
08/08/14	14856	Steven Bissell	1.00	\$ 710.00	Preparation of cover letters and payments re: US tax and information returns.	1
08/12/14	14800	Paul Bishop	0.80	\$ 684.00	Review of tax filing requirements.	1
08/12/14	14856	Steven Bissell	2.30	\$ 1,633.00	US tax-related correspondence. Review engagement letter. US tax-related correspondence. Review engagement letter for 2013 tax returns. Conference call with D. Shimoda and B. Edwards-Smith re: Canadian tax returns for 2012.	1
08/13/14	14856	Steven Bissell	3.50	\$ 2,485.00		1
08/13/14	18441	Linda Kelly	0.30	\$ 34.50	Assist with tax return mailing.	1
08/14/14	14800	Paul Bishop	1.40	\$ 1,162.00	Correspondence [REDACTED]	1
08/14/14	14856	Steven Bissell	3.00	\$ 2,130.00	US tax-return related correspondence and requests [REDACTED]	1
<b>TOTAL</b>			<b>21.00</b>	<b>\$ 16,225.00</b>		





*Invoice Remittance*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

August 31, 2014  
FTI Invoice No. 29001119  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$8,260.50
Less Voluntary Reduction.....	<del>\$826.05</del>
Net Professional Fees.....	\$7,434.45
Expenses.....	\$0.00
Total Fees and Expenses.....	\$7,434.45
HST Registration No. 835718024RT0001 .....	\$966.48
Total Amount Due this Period.....	\$8,400.93
Previous Balance Due.....	\$15,483.83
<b>Total Amount Due.....</b>	<b><u>\$23,884.76</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 24 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

August 31, 2014  
FTI Invoice No. 29001119  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2014

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	8.2	\$6,806.00
Steven Bissell	Managing Director	\$710.00	2.0	\$1,420.00
Linda Kelly	Administrative Professional	\$115.00	0.3	\$34.50
<b>Total Hours and Fees</b>			<b>10.5</b>	<b>\$8,260.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$826.05</b>
<b>Total Net Fees</b>				<b>\$7,434.45</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$966.48</b>
<b>Invoice Total for Current Period</b>				<b>\$8,400.93</b>

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Cinram International  
 413024.0009 - August 31, 2014  
 Invoice # 29001119

Date	TK#	Name	Hours	Amount	Narrative	Task
08/18/14	14800	Paul Bishop	0.70	\$ 581.00	Review of letter [REDACTED]	1
08/18/14	18441	Linda Kelly	0.30	\$ 34.50	Review invoices and prepare payments.	1
08/19/14	14800	Paul Bishop	1.80	\$ 1,494.00	Call re: Louisville property. Preparation for same and follow up.	1
08/20/14	14800	Paul Bishop	1.90	\$ 1,577.00	Review of report [REDACTED] Correspondence re: expenditures at Louisville property.	1
08/21/14	14800	Paul Bishop	0.70	\$ 581.00	Review of [REDACTED]. Review correspondence.	1
08/25/14	14800	Paul Bishop	1.80	\$ 1,494.00	Call re: Louisville property. Preparation for same and follow up.	1
08/27/14	14800	Paul Bishop	1.30	\$ 1,079.00	[REDACTED] Draft report [REDACTED]	1
08/28/14	14856	Steven Bissell	2.00	\$ 1,420.00	Tax-related administrative tasks including correspondence with Delaware agent re: cancellation of U.S. based entities. Review of status of dissolution of U.S. entities where operating in a foreign state.	1
<b>TOTAL</b>			<b>10.50</b>	<b>\$ 8,280.50</b>		





*Invoice Remittance*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

September 16, 2014  
FTI Invoice No. 29001133  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 14, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$5,399.00
Less Voluntary Reduction.....	<del>\$539.90</del>
Net Professional Fees.....	\$4,859.10
Expenses.....	\$0.00
Total Fees and Expenses.....	\$4,859.10
HST Registration No. 835718024RT0001 .....	\$631.68
Total Amount Due this Period.....	\$5,490.78
<b>Total Amount Due.....</b>	<b><u>\$5,490.78</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

September 16, 2014  
FTI Invoice No. 29001133  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 14, 2014

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	1.8	\$1,494.00
Steven Bissell	Managing Director	\$710.00	5.5	\$3,905.00
<b>Total Hours and Fees</b>			<b>7.3</b>	<b>\$5,399.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$539.90</b>
<b>Total Net Fees</b>				<b>\$4,859.10</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$631.68</b>
<b>Invoice Total for Current Period</b>				<b>\$5,490.78</b>

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Cinram International  
 413024.0009 - September 14, 2014  
 Invoice # 29001133

Date	TK#	Name	Hours	Amount	Narrative	Task
09/02/14	14856	Steven Bissell	1.00	\$ 710.00	Follow-up [REDACTED]. Follow-Up with D. Shimoda re: same. Set up of payments. [REDACTED] Review of weekly cash balances.	1
09/03/14	14856	Steven Bissell	0.50	\$ 355.00	Call with M. Wagner re: fees to Cinram Iberia.	1
09/09/14	14856	Steven Bissell	1.00	\$ 710.00	[REDACTED] Review of [REDACTED]	1
09/10/14	14800	Paul Bishop	1.80	\$ 1,494.00	Call re: Louisville property. Follow up re: same.	1
09/10/14	14856	Steven Bissell	3.00	\$ 2,130.00	[REDACTED] correspondence with J. Omdahl. Review of property insurance documents re: IHC. Correspondence with Louisville Metro Revenue Commission [REDACTED]	1
<b>TOTAL</b>			<b>7.30</b>	<b>\$ 5,399.00</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

September 30, 2014  
FTI Invoice No. 29001150  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$10,705.50
Less Voluntary Reduction.....	<del>\$1,070.55</del>
Net Professional Fees.....	\$9,634.95
Expenses.....	\$0.00
Total Fees and Expenses.....	\$9,634.95
HST Registration No. 835718024RT0001 .....	\$1,252.54
Total Amount Due this Period.....	\$10,887.49
<b>Total Amount Due.....</b>	<b><u>\$10,887.49</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

September 30, 2014  
FTI Invoice No. 29001150  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2014

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	7.1	\$5,893.00
Steven Bissell	Managing Director	\$710.00	6.6	\$4,686.00
Linda Kelly	Administrative Professional	\$115.00	1.1	\$126.50
<b>Total Hours and Fees</b>			<b>14.8</b>	<b>\$10,705.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,070.55</b>
<b>Total Net Fees</b>				<b>\$9,634.95</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,252.54</b>

**Cinram International**  
**413024.0009 - September 30, 2014**  
**Invoice # 29001150**

Date	TK#	Name	Hours	Amount	Narrative	Task
09/15/14	14856	Steven Bissell	0.80	\$ 568.00	██████████. Call with ██████████ ██████████ Correspondence with L. Pita re: Cinram Iberia.	1
09/16/14	18441	Linda Kelly	0.50	\$ 57.50	Review invoices and prepare for payment.	1
09/17/14	14800	Paul Bishop	1.90	\$ 1,577.00	Draft report ██████████. Correspondence re: Louisville property and discharge.	1
09/17/14	14856	Steven Bissell	1.00	\$ 710.00	██████████ administration and correspondence with J. Orndahl. ██████████	1
09/18/14	14800	Paul Bishop	0.80	\$ 664.00	Report re: ██████████	1
09/19/14	14800	Paul Bishop	0.50	\$ 415.00	Call re: report. Review correspondence.	1
09/22/14	14856	Steven Bissell	0.30	\$ 213.00	Calls with C. Descours and K. Esaw re: Monitor's Fourteenth Report and timing of hearing.	1
09/22/14	18441	Linda Kelly	0.30	\$ 34.50	Prepare invoices for payment.	1
09/23/14	14800	Paul Bishop	1.10	\$ 913.00	Review Louisville property contract. Correspondence re: reports required. Follow up with broker.	1
09/23/14	14856	Steven Bissell	0.50	\$ 355.00	Review payments ██████████	1
09/24/14	14800	Paul Bishop	0.70	\$ 581.00	Review of Louisville property documents. Review correspondence.	1
09/25/14	14800	Paul Bishop	1.30	\$ 1,079.00	Correspondence re: Louisville property and report.	1
09/25/14	14856	Steven Bissell	2.50	\$ 1,775.00	Drafting of Fourteenth Report of the Monitor. Review of Cinram Iberia documents.	1
09/25/14	18441	Linda Kelly	0.30	\$ 34.50	Review invoices and prepare payment and transaction record forms.	1
09/28/14	14856	Steven Bissell	1.50	\$ 1,065.00	Review of Cinram Iberia docs and comments to L. Pita. Letter to ██████████ ██████████	1
09/29/14	14800	Paul Bishop	0.80	\$ 664.00	Draft issues for report.	1
<b>TOTAL</b>			<b>14.80</b>	<b>\$ 10,705.50</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

October 17, 2014  
FTI Invoice No. 29001171  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through October 12, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$20,882.50
Less Voluntary Reduction.....	<del>\$2,088.25</del>
Net Professional Fees.....	<del>\$18,794.25</del>
Expenses.....	\$0.00
Total Fees and Expenses.....	\$18,794.25
HST Registration No. 835718024RT0001 .....	\$2,443.25
Total Amount Due this Period.....	\$21,237.50
<b>Total Amount Due.....</b>	<b><u>\$21,237.50</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotiabank Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

October 17, 2014  
FTI Invoice No. 29001171  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 12, 2014

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	7.5	\$6,225.00
Steven Bissell	Managing Director	\$710.00	14.8	\$10,508.00
Pamela Luthra	Senior Director	\$620.00	6.6	\$4,092.00
Linda Kelly	Administrative Professional	\$115.00	0.5	\$57.50
<b>Total Hours and Fees</b>			<b>29.4</b>	<b>\$20,882.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$2,088.25</b>
<b>Total Net Fees</b>				<b>\$18,794.25</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,443.25</b>

Cinram International  
 413024.0009 - October 12, 2014  
 Invoice # 29001171

Date	TK#	Name	Hours	Amount	Narrative	Task
10/01/14	14800	Paul Bishop	0.90	\$ 747.00	Calls and correspondence re: report and Louisville property.	1
10/01/14	14856	Steven Bissell	4.00	\$ 2,840.00	Review of Notice of Motion and comments re: same. Letter from Monitor to Cinram Group Inc. banking institution [REDACTED] Drafting of comments re: Monitor's Fourteenth Report.	1
10/02/14	14856	Steven Bissell	3.00	\$ 2,130.00	Drafting of comments re: Fourteenth Report of the Monitor.	1
10/03/14	14800	Paul Bishop	1.00	\$ 830.00	Report edits and correspondence.	1
10/03/14	14856	Steven Bissell	4.00	\$ 2,840.00	Drafting and edits re: Fourteenth Report of the Monitor. Discussions with Goodmans re: same. [REDACTED]. Final versions of Cinram Iberia documents.	1
10/06/14	14856	Steven Bissell	2.50	\$ 1,775.00	Tax-related tasks including correspondence [REDACTED] and drafting of responses [REDACTED] management representation letter.	1
10/07/14	14800	Paul Bishop	0.80	\$ 664.00	Review of final report. Provide edits and revisions.	1
10/07/14	14856	Steven Bissell	0.80	\$ 568.00	Updates to Administrative Reserve Summary and discussions re: same. Last edits to Fourteenth Report of the Monitor.	1
10/07/14	18441	Linda Kelly	0.30	\$ 34.50	Post documents to the Monitor's website.	1
10/07/14	14888	Pamela Luthra	5.30	\$ 3,288.00	Update [REDACTED] summary and roll forward of [REDACTED] tracking schedule.	1
10/08/14	14800	Paul Bishop	1.20	\$ 996.00	Review of [REDACTED] Review of Louisville property correspondence.	1
10/08/14	14856	Steven Bissell	0.50	\$ 355.00	Final edits to the Fourteenth Report of the Monitor.	1
10/08/14	18441	Linda Kelly	0.20	\$ 23.00	Upload documents to the Monitor's website.	1
10/08/14	14888	Pamela Luthra	1.30	\$ 806.00	Update of [REDACTED] tracking schedule. Review of [REDACTED] invoices.	1
10/09/14	14800	Paul Bishop	2.10	\$ 1,743.00	Call with CBRE re: Louisville property. Preparation for same and follow up. Correspondence with legal counsel.	1
10/10/14	14800	Paul Bishop	1.50	\$ 1,245.00	Follow up re: documentations required for sale. Review of [REDACTED] Correspondence with CBRE.	1
<b>TOTAL</b>			<b>29.40</b>	<b>\$ 20,882.50</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

October 31, 2014  
FTI Invoice No. 29001185  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$17,368.50
Less Voluntary Reduction.....	<del>\$1,736.85</del>
Net Professional Fees.....	\$15,631.65
Expenses.....	\$0.00
Total Fees and Expenses.....	\$15,631.65
HST Registration No. 835718024RT0001 .....	\$2,032.11
Total Amount Due this Period.....	\$17,663.76
<b>Total Amount Due.....</b>	<b><u>\$17,663.76</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ON M5H 1H1  
Swift Code: NOSGCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



**Invoice Summary**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

October 31, 2014  
FTI Invoice No. 29001185  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2014

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	9.6	\$7,968.00
Steven Bissell	Managing Director	\$710.00	12.8	\$9,088.00
Pamela Luthra	Senior Director	\$620.00	0.3	\$186.00
Linda Kelly	Administrative Professional	\$115.00	1.1	\$126.50
<b>Total Hours and Fees</b>			<b>23.8</b>	<b>\$17,368.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,736.85</b>
<b>Total Net Fees</b>				<b>\$15,631.65</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,032.11</b>

Cinram International  
 413024.0009 - October 31, 2014  
 Invoice # 29001185

Date	TK#	Name	Hours	Amount	Narrative	Task
10/14/14	14800	Paul Bishop	1.80	\$ 1,494.00	Call with legal counsel re: Louisville property documents. Review of legal counsel edits. Review of correspondence re: same. Review [REDACTED]	1
10/14/14	14856	Steven Bissell	1.00	\$ 710.00	Call with [REDACTED] re: One K bank account and request to close. Review of [REDACTED] financial statements.	1
10/15/14	14888	Pamela Luthra	0.30	\$ 186.00	Provide status update to Monitor's website.	1
10/15/14	14856	Steven Bissell	3.00	\$ 2,130.00	Attendance in court re: [REDACTED]	1
10/16/14	14800	Paul Bishop	0.80	\$ 664.00	Louisville property document review and correspondence.	1
10/17/14	14800	Paul Bishop	1.80	\$ 1,494.00	Review of Louisville property documents and correspondence regarding the same.	1
10/20/14	18441	Linda Kelly	0.40	\$ 46.00	Review invoices and prepare payment and transaction record forms.	1
10/20/14	14800	Paul Bishop	1.30	\$ 1,079.00	Review, edit, and execute Auction Agreement. Review and edit further documents for the sale.	1
10/20/14	14856	Steven Bissell	0.50	\$ 355.00	Collection of information, including proof of insurance re: IHC sales process. Correspondence with CBRE Louisville re: same.	1
10/21/14	14800	Paul Bishop	0.90	\$ 747.00	Correspondence and document review re: Louisville property.	1
10/23/14	14800	Paul Bishop	0.80	\$ 664.00	Correspondence and review of information from CBRE. Email correspondence with J. Omdahl, review of cash balances [REDACTED]	1
10/23/14	14856	Steven Bissell	1.00	\$ 710.00	[REDACTED] Correspondence with Marsh re: proof of insurance at Ivy Hill Corporation and follow-up with CBRE	1
10/24/14	18441	Linda Kelly	0.40	\$ 46.00	Review invoices and prepare payment.	1
10/27/14	18441	Linda Kelly	0.30	\$ 34.50	Upload documents to the Monitor's website.	1
10/27/14	14856	Steven Bissell	2.30	\$ 1,633.00	Tax return related queries. Administration and instructions to Goodmans re: release of funds. Tax-related correspondence with states of Pennsylvania, Indiana and California. Review of Assignment and Acceptance agreements and correspondence [REDACTED]	1
10/28/14	14856	Steven Bissell	4.00	\$ 2,840.00	Tax return related information requests and follow-up with Deloitte. Review of Cinram Wireless trial balance and comments re: same. Tax-related administration re: Cinram Wireless including letters and calls with representatives from Tarrant County.	1
10/29/14	14800	Paul Bishop	0.80	\$ 664.00	Correspondence re: Louisville property.	1
10/30/14	14800	Paul Bishop	0.80	\$ 664.00	Correspondence re: Louisville property. Review [REDACTED]	1
10/31/14	14800	Paul Bishop	0.60	\$ 498.00	Correspondence re: [REDACTED] Louisville property. Review correspondence. [REDACTED]	1
10/31/14	14856	Steven Bissell	1.00	\$ 710.00	[REDACTED] Responses to Deloitte enquiries re: [REDACTED] in 2012 for 2012 Canadian tax returns.	1
<b>TOTAL</b>			<b>23.80</b>	<b>\$ 17,368.50</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

November 21, 2014  
FTI Invoice No. 29001203  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 16, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$15,599.00
Less Voluntary Reduction.....	<del>\$1,559.90</del>
Net Professional Fees.....	\$14,039.10
Expenses.....	\$0.00
Total Fees and Expenses.....	\$14,039.10
HST Registration No. 835718024RT0001 .....	\$1,825.08
Total Amount Due this Period.....	\$15,864.18
<b>Total Amount Due.....</b>	<b><u>\$15,864.18</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

November 21, 2014  
FTI Invoice No. 29001203  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through November 16, 2014

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	14.5	\$12,035.00
Steven Bissell	Managing Director	\$710.00	2.4	\$1,704.00
Pamela Luthra	Senior Director	\$620.00	3.0	\$1,860.00
<b>Total Hours and Fees</b>			<b>19.9</b>	<b>\$15,599.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,559.90</b>
<b>Total Net Fees</b>				<b>\$14,039.10</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,825.08</b>

Cinram International  
 413024.0009 - November 16, 2014  
 Invoice # 29001203

Date	TK#	Name	Hours	Amount	Narrative	Task
11/03/14	14888	Pamela Luthra	2.50	\$ 1,550.00	Preparation of [REDACTED] returns and back up information.	1
11/03/14	14800	Paul Bishop	1.10	\$ 913.00	Call with M. Rechan re: terms of auction and look back at listing history. Review agreements. Review correspondence.	1
11/03/14	14856	Steven Bissell	0.30	\$ 213.00	Preparation and mailing [REDACTED]	1
11/04/14	14800	Paul Bishop	3.10	\$ 2,573.00	Call with CBRE and M. Rechan re: various property. Review of Phase I Report.	1
11/05/14	14800	Paul Bishop	1.80	\$ 1,494.00	Further review of Phase 1 Report. Call with Goodmans. Call with M. Rechan. Review of report.	1
11/05/14	14856	Steven Bissell	0.30	\$ 213.00	Drafting of response to Tarrant County tax assessor re: Cinram Wireless.	1
11/06/14	14800	Paul Bishop	1.30	\$ 1,079.00	Call with CBRE and M. Rechan re: Louisville property. Further read of documents. Review Phase 1 Report.	1
11/06/14	14856	Steven Bissell	0.80	\$ 568.00	Preparation for and attendance on conference call to discuss Cinram Iberia. Follow-up with M. Wagner.	1
11/07/14	14800	Paul Bishop	1.10	\$ 913.00	Review of engagement letter. Review reports.	1
11/07/14	14856	Steven Bissell	0.50	\$ 355.00	Coordination of December 2, 2014 Stay Extension hearing reporting.	1
11/10/14	14800	Paul Bishop	0.90	\$ 747.00	Review and comparison of J.P. Morgan Phase I Terracon.	1
11/11/14	14888	Pamela Luthra	0.50	\$ 310.00	Preparation of [REDACTED]	1
11/11/14	14800	Paul Bishop	1.80	\$ 1,494.00	Calls re: Louisville property. Correspondence re: review of options.	1
11/11/14	14856	Steven Bissell	0.50	\$ 355.00	U.S. tax return related tasks including Cinram Wireless Trial Balance. Discussions with Deloitte re: same.	1
11/12/14	14800	Paul Bishop	1.50	\$ 1,245.00	Calls and correspondence re: Louisville property.	1
11/14/14	14800	Paul Bishop	1.90	\$ 1,577.00	Call with CBRE re: Louisville property. Call with M. Rechan re: follow up. Call with Shearman & Sterling re: options relating to property.	1
<b>TOTAL</b>			<b>19.90</b>	<b>\$ 15,599.00</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

November 30, 2014  
FTI Invoice No. 29001214  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 30, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$11,014.00
Less Voluntary Reduction.....	-\$1,101.40
Net Professional Fees.....	\$9,912.60
Expenses.....	\$0.00
Total Fees and Expenses.....	\$9,912.60
HST Registration No. 835718024RT0001 .....	\$1,288.64
Total Amount Due this Period.....	\$11,201.24
<b>Total Amount Due.....</b>	<b>\$11,201.24</b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotiabank Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

November 30, 2014  
FTI Invoice No. 29001214  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through November 30, 2014

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	0.8	\$664.00
Steven Bissell	Managing Director	\$710.00	6.0	\$4,260.00
Pamela Luthra	Senior Director	\$620.00	9.6	\$5,952.00
Linda Kelly	Administrative Professional	\$115.00	1.2	\$138.00
<b>Total Hours and Fees</b>			<b>17.6</b>	<b>\$11,014.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,101.40</b>
<b>Total Net Fees</b>				<b>\$9,912.60</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,288.64</b>

Cinram International  
 413024.0009 - November 30, 2014  
 Invoice # 29001214

Date	TK#	Name	Hours	Amount	Narrative	Task
11/17/14	14856	Steven Bissell	0.50	\$ 355.00	Call with Monitor's legal counsel re: Monitor's Report for Stay Extension hearing.	1
11/19/14	14888	Pamela Luthra	6.90	\$ 4,278.00	Prepare actual v. budget cash flow analysis.	1
11/20/14	18441	Linda Kelly	0.50	\$ 57.50	Review invoices and prepare payment.	1
11/20/14	14856	Steven Bissell	2.00	\$ 1,420.00	Review cash flow forecast in support of Stay Extension hearing and Fifteenth Report of the Monitor.	1
11/21/14	14888	Pamela Luthra	1.10	\$ 682.00	Actual vs budget variance review and preparation of the Fifteenth Report of the Monitor.	1
11/21/14	14856	Steven Bissell	3.00	\$ 2,130.00	Conference call with Deloitte re: 2013 US Tax Returns and follow-up re: ██████████ Follow-up re: the same.	1
11/24/14	18441	Linda Kelly	0.40	\$ 46.00	Review invoices and prepare payment.	1
11/24/14	18441	Linda Kelly	0.30	\$ 34.50	Upload documents to the Monitor's website.	1
11/24/14	14888	Pamela Luthra	1.30	\$ 806.00	██████████ review and preparation of the Fifteenth Report of the Monitor.	1
11/24/14	14856	Steven Bissell	0.50	\$ 355.00	Final edits to the Fifteenth Report of the Monitor including actual vs. budget cash flows.	1
11/25/14	14888	Pamela Luthra	0.30	\$ 186.00	██████████ review and preparation of the Fifteenth Report of the Monitor.	1
11/27/14	14800	Paul Bishop	0.80	\$ 664.00	Review of Louisville options and correspondence re: same.	1
<b>TOTAL</b>			<b>17.60</b>	<b>\$ 11,014.00</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

December 31, 2014  
FTI Invoice No. 29001259  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$12,586.50
Less Voluntary Reduction.....	\$1,258.65
Net Professional Fees.....	\$11,327.85
Expenses.....	\$0.00
Total Fees and Expenses.....	\$11,327.85
HST Registration No. 835718024RT0001 .....	\$1,472.62
Total Amount Due this Period.....	\$12,800.47
<b>Total Amount Due.....</b>	<b><u>\$12,800.47</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ON M5H 1H1**  
**Swift Code: NOSGCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

December 31, 2014  
FTI Invoice No. 29001259  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2014

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	13.9	\$11,537.00
Steven Bissell	Managing Director	\$710.00	1.3	\$923.00
Linda Kelly	Administrative Professional	\$115.00	1.1	\$126.50
<b>Total Hours and Fees</b>			<b>16.3</b>	<b>\$12,586.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,258.65</b>
<b>Total Net Fees</b>				<b>\$11,327.85</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,472.62</b>

Cinram International  
 413024.0009 - December 31, 2014  
 Invoice # 29001259

Date	TK#	Name	Hours	Amount	Narrative	Task
12/01/14	14800	Paul Bishop	2.70	\$ 2,241.00	Review of [REDACTED] Call with M. Rechan re: Louisville property.	1
12/02/14	18441	Linda Kelly	0.30	\$ 34.50	Upload documents to the Monitor's website.	1
12/02/14	14800	Paul Bishop	1.40	\$ 1,182.00	Attend court for extension hearing. Follow up re: Louisville property.	1
12/03/14	14800	Paul Bishop	0.80	\$ 664.00	Review of Louisville broker material and correspondence re: same.	1
12/04/14	14800	Paul Bishop	1.80	\$ 1,494.00	Calls and correspondence re: Louisville property.	1
12/05/14	14800	Paul Bishop	0.80	\$ 664.00	Call and correspondence [REDACTED]	1
12/08/14	14800	Paul Bishop	0.80	\$ 664.00	Review of agreements re: Louisville property.	1
12/08/14	14856	Steven Bissell	0.50	\$ 355.00	Review invoice re: intercompany services [REDACTED]	1
12/09/14	14856	Steven Bissell	0.80	\$ 568.00	Call with Deloitte re: results of 2013 US tax returns.	1
12/10/14	14800	Paul Bishop	0.90	\$ 747.00	Correspondence and review of draft assignment.	1
12/11/14	14800	Paul Bishop	1.00	\$ 830.00	Call re: Louisville property. Correspondence re: same. Correspondence [REDACTED]	1
12/15/14	14800	Paul Bishop	0.80	\$ 664.00	Calls and correspondence re: Louisville property. Review of tax and cash flow items.	1
12/16/14	14800	Paul Bishop	0.80	\$ 664.00	Calls and correspondence re: Louisville property. Review final assignment.	1
12/17/14	18441	Linda Kelly	0.30	\$ 34.50	Prepare invoices for payment.	1
12/17/14	14800	Paul Bishop	0.90	\$ 747.00	Calls and correspondence re: Louisville property.	1
12/23/14	18441	Linda Kelly	0.50	\$ 57.50	Review invoices, prepare transaction record forms, and update records.	1
12/30/14	14800	Paul Bishop	1.20	\$ 996.00	Review of Spain reports. Review and correspondence [REDACTED]	1
<b>TOTAL</b>			<b>16.30</b>	<b>\$ 12,586.50</b>		





*Invoice Remittance*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

January 22, 2015  
FTI Invoice No. 29001275  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through January 18, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$2,988.00
Less Voluntary Reduction.....	<del>\$298.80</del>
Net Professional Fees.....	\$2,689.20
Expenses.....	\$0.00
Total Fees and Expenses.....	\$2,689.20
HST Registration No. 835718024RT0001 .....	\$349.60
Total Amount Due this Period.....	\$3,038.80
<b>Total Amount Due.....</b>	<b><u>\$3,038.80</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ON M5H 1H1  
Swift Code: NOSGCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

January 22, 2015  
FTI Invoice No. 29001275  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through January 18, 2015

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	2.9	\$2,407.00
Pamela Luthra	Senior Director	\$620.00	0.9	\$558.00
Linda Kelly	Administrative Professional	\$115.00	0.2	\$23.00
<b>Total Hours and Fees</b>			<b>4.0</b>	<b>\$2,988.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$298.80</b>
<b>Total Net Fees</b>				<b>\$2,689.20</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$349.60</b>

**Cinram International**  
**413024.0009 - January 18, 2015**  
**Invoice # 29001275**

<b>Date</b>	<b>TK#</b>	<b>Name</b>	<b>Hours</b>	<b>Amount</b>	<b>Narrative</b>	<b>Task</b>
01/05/15	18441	Linda Kelly	0.20	\$ 23.00	Prepare and pay invoices.	1
01/05/15	14800	Paul Bishop	1.10	\$ 913.00	Calls and emails re: Louisville property. Review correspondence.	1
01/06/15	14800	Paul Bishop	0.80	\$ 664.00	Calls and correspondence re: Louisville property.	1
01/08/15	14888	Pamela Luthra	0.90	\$ 558.00	Coordination of [REDACTED]	1
01/15/15	14800	Paul Bishop	0.80	\$ 664.00	Calls and correspondence with CBRE re: Louisville property.	1
01/16/15	14800	Paul Bishop	0.20	\$ 166.00	Correspondence re: Louisville property.	1
<b>TOTAL</b>			<b>4.00</b>	<b>\$ 2,988.00</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

January 31, 2015  
FTI Invoice No. 29001294  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through January 31, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$5,397.50
Less Voluntary Reduction.....	\$539.75
Net Professional Fees.....	\$4,857.75
Expenses.....	\$0.00
Total Fees and Expenses.....	\$4,857.75
HST Registration No. 835718024RT0001 .....	\$631.51
Total Amount Due this Period.....	\$5,489.26
<b>Total Amount Due.....</b>	<b><u>\$5,489.26</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ON M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

January 31, 2015  
FTI Invoice No. 29001294  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through January 31, 2015

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$840.00	3.7	\$3,108.00
Steven Bissell	Managing Director	\$720.00	3.1	\$2,232.00
Linda Kelly	Administrative Professional	\$115.00	0.5	\$57.50
<b>Total Hours and Fees</b>			<b>7.3</b>	<b>\$5,397.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$539.75</b>
<b>Total Net Fees</b>				<b>\$4,857.75</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$631.51</b>

Cinram International  
 413024.0009 - January 31, 2015  
 Invoice # 29001294

Date	TK#	Name	Hours	Amount	Narrative	Task
01/20/15	14800	Paul Bishop	1.70	\$ 1,428.00	Call with M. Rechan and CBRE re: Louisville property. Draft letter [REDACTED]	1
01/20/15	14856	Steven Bissell	0.50	\$ 360.00	Review of revised [REDACTED] Comments for L. Pita.	1
01/21/15	18441	Linda Kelly	0.50	\$ 57.50	Review and prepare invoices for payment.	1
01/21/15	14856	Steven Bissell	1.00	\$ 720.00	Review of Cinram Iberia documents including [REDACTED] and follow up with L. Pita. Set up call with Goodmans and Silkman Elliott to discuss.	1
01/22/15	14800	Paul Bishop	1.10	\$ 924.00	Payment review and approval. Review of cash flow and forecast. Review of Spain situation and correspondence.	1
01/22/15	14856	Steven Bissell	0.30	\$ 216.00	Email correspondence with L. Pita re: [REDACTED]	1
01/23/15	14856	Steven Bissell	0.30	\$ 216.00	Call with M. Goodman and K. Esaw re: [REDACTED] Cinram Iberia.	1
01/25/15	14856	Steven Bissell	1.00	\$ 720.00	Edits to [REDACTED] and confirmation of [REDACTED] Correspondence with L. Pita re: same.	1
01/26/15	14800	Paul Bishop	0.60	\$ 504.00	Correspondence and cash flow update.	1
01/27/15	14800	Paul Bishop	0.30	\$ 252.00	Bank statement and cash flow review.	1
<b>TOTAL</b>			<b>7.30</b>	<b>\$ 5,397.50</b>		





*Invoice Remittance*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

February 18, 2015  
FTI Invoice No. 29001313  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through February 15, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$2,373.50
Less Voluntary Reduction.....	<del>\$237.35</del>
Net Professional Fees.....	<del>\$2,136.15</del>
Expenses.....	\$0.00
Total Fees and Expenses.....	\$2,136.15
HST Registration No. 835718024RT0001 .....	<u>\$277.70</u>
Total Amount Due this Period.....	\$2,413.85
<b>Total Amount Due.....</b>	<b><u>\$2,413.85</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ON M5H 1H1  
Swift Code: NOSGCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

February 18, 2015  
FTI Invoice No. 29001313  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through February 15, 2015

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$840.00	1.3	\$1,092.00
Steven Bissell	Managing Director	\$720.00	1.7	\$1,224.00
Linda Kelly	Administrative Professional	\$115.00	0.5	\$57.50
<b>Total Hours and Fees</b>			<b>3.5</b>	<b>\$2,373.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$237.35</b>
<b>Total Net Fees</b>				<b>\$2,136.15</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$277.70</b>

Cinram International  
 413024.0009 - February 15, 2015  
 Invoice # 29001313

Date	TK#	Name	Hours	Amount	Narrative	Task
02/03/15	14800	Paul Bishop	0.50	\$ 420.00	Review of correspondence. Review of Spain cash position.	1
02/03/15	14856	Steven Bissell	1.00	\$ 720.00	Prepare cash flow reconciliation re: Cinram Iberia for Zolfo Cooper.	1
02/04/15	14856	Steven Bissell	0.70	\$ 504.00	Follow up with [REDACTED] ending December 31, 2013. Follow-up with Management re: status of posting [REDACTED]	1
02/05/15	18441	Linda Kelly	0.50	\$ 57.50	Payment preparation.	1
02/05/15	14800	Paul Bishop	0.80	\$ 672.00	Correspondence and review of [REDACTED]	1
<b>TOTAL</b>			<b>3.50</b>	<b>\$ 2,373.50</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

February 28, 2015  
FTI Invoice No. 29001328  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through February 28, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$7,740.00
Less Voluntary Reduction.....	<del>\$774.00</del>
Net Professional Fees.....	\$6,966.00
Expenses.....	\$0.00
Total Fees and Expenses.....	\$6,966.00
HST Registration No. 835718024RT0001 .....	\$905.58
Total Amount Due this Period.....	\$7,871.58
Previous Balance Due.....	\$2,413.85
<b>Total Amount Due.....</b>	<b><u>\$10,285.43</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

February 28, 2015  
FTI Invoice No. 29001328  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through February 28, 2015

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$840.00	4.5	\$3,780.00
Steven Bissell	Managing Director	\$720.00	5.5	\$3,960.00
<b>Total Hours and Fees</b>			<b>10.0</b>	<b>\$7,740.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$774.00</b>
<b>Total Net Fees</b>				<b>\$6,966.00</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$905.58</b>

**Cinram International**  
**413024.0009 - February 28, 2015**  
**Invoice # 29001328**

<b>Date</b>	<b>TK#</b>	<b>Name</b>	<b>Hours</b>	<b>Amount</b>	<b>Narrative</b>	<b>Task</b>
02/17/15	14800	Paul Bishop	0.80	\$ 672.00	Spain and tax follow up. Review correspondence.	1
02/19/15	14800	Paul Bishop	0.90	\$ 756.00	Call re: Louisville property. Follow up re: same.	1
02/23/15	14800	Paul Bishop	0.90	\$ 756.00	Correspondence re: Louisville property. Payment approvals.	1
02/23/15	14856	Steven Bissell	1.00	\$ 720.00	Review of 2012 Canadian Tax returns in draft. Processing of payments	1
02/24/15	14856	Steven Bissell	0.50	\$ 360.00	Correspondence with [REDACTED]	1
02/25/15	14800	Paul Bishop	1.90	\$ 1,596.00	Review of Spain cash position. Review of tax filing requirements. Execution of payments. Review correspondence.	1
02/25/15	14856	Steven Bissell	1.50	\$ 1,080.00	Delaware annual franchise tax returns. Email correspondence with Zolfo Cooper re: Cinram Iberia cash reconciliation.	1
02/26/15	14856	Steven Bissell	1.00	\$ 720.00	Review and comment re: 2012 Canadian Tax returns. Discussions re: 2014 US tax returns.	1
02/27/15	14856	Steven Bissell	1.50	\$ 1,080.00	Review of Canadian tax returns for 2012. Call with Deloitte to review 2012 returns.	1
<b>TOTAL</b>			<b>10.00</b>	<b>\$ 7,740.00</b>		





*Invoice Remittance*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

March 18, 2015  
FTI Invoice No. 29001351  
FTI Job No. 413024.009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through March 15, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$17,225.50
Less Voluntary Reduction.....	<del>\$1,722.55</del>
Net Professional Fees.....	\$15,502.95
Expenses.....	\$866.64
Total Fees and Expenses.....	\$16,369.59
HST Registration No. 835718024RT0001 .....	\$2,128.05
Total Amount Due this Period.....	\$18,497.64
<b>Total Amount Due.....</b>	<b><u>\$18,497.64</u></b>

*Please Wire Transfer to:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

March 18, 2015  
FTI Invoice No. 29001351  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through March 15, 2015

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$840.00	11.5	\$9,660.00
Steven Bissell	Managing Director	\$720.00	10.3	\$7,416.00
Linda Kelly	Administrative Professional	\$115.00	1.3	\$149.50
<b>Total Hours and Fees</b>			<b>23.1</b>	<b>\$17,225.50</b>

**Less Voluntary Reduction** **-\$1,722.55**

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**Total Net Fees** **\$15,502.95**

**Other/Miscellaneous** **\$866.64**

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**Total Expenses** **\$866.64**

**HST Registration No. 835718024RT0001** **\$2,128.05**

**Invoice Total for Current Period** **\$18,497.64**

**Cinram International**  
**413024.0009 - March 15, 2015**  
**Invoice # 29001351**

<b>Date</b>	<b>TK#</b>	<b>Name</b>	<b>Hours</b>	<b>Amount</b>	<b>Narrative</b>	<b>Task</b>
12/18/14	14800	Paul Bishop	0.90	\$ 756.00	Calls and emails re: Louisville property.	1
03/02/15	14856	Steven Bissell	4.30	\$ 3,096.00	US tax returns for 2013: review and preparation of cover letters. Call with [REDACTED] to review results. Review of engagement letter re: 2014 US tax returns. Review of 2012 Canadian tax returns.	1
03/03/15	14856	Steven Bissell	5.00	\$ 3,600.00	Preparation and distribution of USD tax returns (2013). Preparation and distribution of Canadian tax returns (2012). Payment of invoices.	1
03/04/15	14800	Paul Bishop	2.30	\$ 1,932.00	Call with M. Rechan re: offer. Call with Shearman & Sterling re: same. Follow up correspondence.	1
03/04/15	14856	Steven Bissell	1.00	\$ 720.00	Review Canadian tax returns. Follow-up and edits to correspondence.	1
03/05/15	18441	Linda Kelly	1.30	\$ 149.50	Preparing invoices for payments. [REDACTED]	1
03/05/15	14800	Paul Bishop	2.30	\$ 1,932.00	Calls and correspondence re: Louisville property environmental issues.	1
03/06/15	14800	Paul Bishop	2.50	\$ 2,100.00	Calls and correspondence re: Louisville property environmental issues.	1
03/09/15	14800	Paul Bishop	0.90	\$ 756.00	Review of [REDACTED] and correspondence re: same.	1
03/11/15	14800	Paul Bishop	0.90	\$ 756.00	Correspondence re: Louisville property and options.	1
03/12/15	14800	Paul Bishop	0.80	\$ 672.00	Review correspondence and calls re: Louisville property.	1
03/13/15	14800	Paul Bishop	0.90	\$ 756.00	Review correspondence and calls re: Louisville property.	1
<b>TOTAL</b>			<b>23.10</b>	<b>\$ 17,225.60</b>		





*Invoice Remittance*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

March 31, 2015  
FTI Invoice No. 29001373  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through March 31, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$7,069.00
Less Voluntary Reduction.....	<u>\$706.90</u>
Net Professional Fees.....	\$6,362.10
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$6,362.10
HST Registration No. 835718024RT0001 .....	\$827.07
Total Amount Due this Period.....	\$7,189.17
<b>Total Amount Due.....</b>	<b><u>\$7,189.17</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

March 31, 2015  
FTI Invoice No. 29001373  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through March 31, 2015

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Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$840.00	5.2	\$4,368.00
Steven Bissell	Managing Director	\$720.00	3.4	\$2,448.00
Linda Kelly	Administrative Professional	\$115.00	2.2	\$253.00
<b>Total Hours and Fees</b>			<b>10.8</b>	<b>\$7,069.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$706.90</b>
<b>Total Net Fees</b>				<b>\$6,362.10</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$827.07</b>
<b>Invoice Total for Current Period</b>				<b>\$7,189.17</b>

Cinram International  
 413024.0009 - March 31, 2015  
 Invoice # 29001373

Date	TK#	Name	Hours	Amount	Narrative	Task
03/18/15	14800	Paul Bishop	1.10	\$ 924.00	Review of Louisville [REDACTED] and related correspondence.	1
03/20/15	18441	Linda Kelly	1.10	\$ 126.50	Prepare invoices for payment.	1
03/23/15	18441	Linda Kelly	1.10	\$ 126.50	Prepare invoices for payment.	1
03/24/15	14800	Paul Bishop	1.40	\$ 1,176.00	Calls and correspondence re: Louisville property.	1
03/25/15	14800	Paul Bishop	1.90	\$ 1,596.00	Calls re: Louisville property. Call with M. Rechan re: Louisville property. Call to legal counsel.	1
03/25/15	14856	Steven Bissell	0.80	\$ 576.00	Call with Deloitte re: US 2014 tax returns.	1
03/26/15	14800	Paul Bishop	0.80	\$ 672.00	Correspondence re: [REDACTED]	1
03/30/15	14856	Steven Bissell	1.80	\$ 1,296.00	Letter to [REDACTED] Canada tax return information request and discussions with NewCo. management re: same.	1
03/31/15	14856	Steven Bissell	0.80	\$ 576.00	Preparation of [REDACTED]	1
<b>TOTAL</b>			<b>10.80</b>	<b>\$ 7,069.00</b>		





*Invoice Remittance*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

April 30, 2015  
FTI Invoice No. 29001409  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$23,296.00
Less Voluntary Reduction.....	<del>\$2,329.60</del>
Net Professional Fees.....	\$20,966.40
Expenses.....	\$0.00
Total Fees and Expenses.....	\$20,966.40
HST Registration No. 835718024RT0001 .....	\$2,725.63
Total Amount Due this Period.....	\$23,692.03
Previous Balance Due.....	\$7,189.17
<b>Total Amount Due.....</b>	<b><u>\$30,881.20</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ON M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



## Invoice Summary

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

April 30, 2015  
FTI Invoice No. 29001409  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2015

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$840.00	22.2	\$18,648.00
Steven Bissell	Managing Director	\$720.00	6.2	\$4,464.00
Linda Kelly	Administrative Professional	\$115.00	1.6	\$184.00
<b>Total Hours and Fees</b>			<b>30.0</b>	<b>\$23,296.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$2,329.60</b>
<b>Total Net Fees</b>				<b>\$20,966.40</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,725.63</b>
<b>Invoice Total for Current Period</b>				<b>\$23,692.03</b>

Cinram International  
 413024.0009 - April 30, 2015  
 Invoice # 29001409

Date	TK#	Name	Hours	Amount	Narrative	Task
04/01/15	14800	Paul Bishop	1.80	\$ 1,512.00	Correspondence with legal counsel re: Louisville property. [REDACTED] Review of documents. Review of distributable funds.	1
04/02/15	14800	Paul Bishop	2.40	\$ 2,016.00	Correspondence re: draft documents for property. Review of documents. [REDACTED]	1
04/02/15	14856	Steven Bissell	1.00	\$ 720.00	Analysis and correspondence [REDACTED] [REDACTED]	1
04/06/15	14800	Paul Bishop	2.80	\$ 2,352.00	Correspondence re: Louisville. Review of documents. Review of [REDACTED] [REDACTED]	1
04/07/15	14800	Paul Bishop	1.80	\$ 1,512.00	Correspondence re: Louisville property sale.	1
04/08/15	14800	Paul Bishop	1.90	\$ 1,596.00	Review of draft documents. Correspondence and calls re: Louisville property.	1
04/09/15	14800	Paul Bishop	1.40	\$ 1,176.00	Review Louisville documents. Provide approval [REDACTED]	1
04/10/15	18441	Linda Kelly	0.40	\$ 46.00	Review invoices and prepare for payment.	1
04/10/15	14800	Paul Bishop	0.90	\$ 756.00	Correspondence re: Louisville property.	1
04/13/15	14800	Paul Bishop	1.10	\$ 924.00	Review of documents. Call re: Louisville property. Review correspondence.	1
04/13/15	14856	Steven Bissell	0.30	\$ 216.00	[REDACTED] Preparation of transaction data required for preparation of 2014 US tax returns.	1
04/14/15	14800	Paul Bishop	1.90	\$ 1,596.00	Finalize lease and purchase option. Calls and correspondence re: same.	1
04/14/15	14856	Steven Bissell	0.50	\$ 360.00	Completion of transaction data for IHC and CUSH for the purposes of preparing the 2014 US tax returns. Review of [REDACTED] [REDACTED] comments re: same.	1
04/15/15	14800	Paul Bishop	1.20	\$ 1,008.00	Finalize lease issues. Review correspondence.	1
04/16/15	14800	Paul Bishop	1.60	\$ 1,344.00	Cash position review. Review of insurance options re: Louisville property. Review of previous documents for sale agreement.	1
04/17/15	14800	Paul Bishop	0.90	\$ 756.00	Review correspondence. Review Louisville documents.	1
04/20/15	18441	Linda Kelly	1.00	\$ 115.00	Review invoices and prepare payments.	1
04/20/15	14800	Paul Bishop	0.50	\$ 420.00	Review of Louisville property insurance.	1
04/20/15	14856	Steven Bissell	0.80	\$ 576.00	[REDACTED] Review of IHC lease and purchase option agreement.	1
04/22/15	18441	Linda Kelly	0.20	\$ 23.00	Prepare transaction record forms.	1
04/22/15	14856	Steven Bissell	2.30	\$ 1,656.00	Review of existing insurance policies and assessment of required policies for 2015/16 policy year. Conference call with Marsh re: same. Email correspondence with Marsh re: insurance requirements for 2015/16. Email re: insurance certificate.	1
04/23/15	14800	Paul Bishop	0.70	\$ 588.00	Review of Louisville insurance and documents re: sale.	1
04/23/15	14856	Steven Bissell	1.00	\$ 720.00	Responses to Deloitte information requests re: 2014 US tax returns. Review of Oldco documents re: determination of storage and retention.	1
04/27/15	14800	Paul Bishop	0.40	\$ 336.00	Draft and review report.	1
04/27/15	14856	Steven Bissell	0.30	\$ 216.00	Update call re: US tax returns.	1
04/30/15	14800	Paul Bishop	0.90	\$ 756.00	Correspondence and review report.	1
<b>TOTAL</b>			<b>30.00</b>	<b>\$ 23,296.00</b>		





*Invoice Remittance*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

May 21, 2015  
FTI Invoice No. 29001434  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through May 17, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$5,252.50
Less Voluntary Reduction.....	<del>\$525.25</del>
Net Professional Fees.....	<del>\$4,727.25</del>
Expenses.....	\$0.00
Total Fees and Expenses.....	\$4,727.25
HST Registration No. 835718024RT0001 .....	\$614.54
Total Amount Due this Period.....	\$5,341.79
Previous Balance Due.....	<u>\$30,881.20</u>
<b>Total Amount Due.....</b>	<b><u>\$36,222.99</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ON M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

May 21, 2015  
FTI Invoice No. 29001434  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through May 17, 2015

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$840.00	5.2	\$4,368.00
Steven Bissell	Managing Director	\$720.00	1.0	\$720.00
Ellen Dong	Senior Consultant	\$395.00	0.3	\$118.50
Linda Kelly	Administrative Professional	\$115.00	0.4	\$46.00
<b>Total Hours and Fees</b>			<b>6.9</b>	<b>\$5,252.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$525.25</b>
<b>Total Net Fees</b>				<b>\$4,727.25</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$614.54</b>
<b>Invoice Total for Current Period</b>				<b>\$5,341.79</b>







**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

May 31, 2015  
FTI Invoice No. 29001453  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$10,545.00
Less Voluntary Reduction.....	<del>\$1,054.50</del>
Net Professional Fees.....	\$9,490.50
Expenses.....	\$0.00
Total Fees and Expenses.....	\$9,490.50
HST Registration No. 835718024RT0001 .....	\$1,233.77
Total Amount Due this Period.....	\$10,724.27
<b>Total Amount Due.....</b>	<b><u>\$10,724.27</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

May 31, 2015  
FTI Invoice No. 29001453  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2015

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$840.00	4.9	\$4,116.00
Steven Bissell	Managing Director	\$720.00	8.6	\$6,192.00
Ellen Dong	Senior Consultant	\$395.00	0.6	\$237.00
<b>Total Hours and Fees</b>			<b>14.1</b>	<b>\$10,545.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,054.50</b>
<b>Total Net Fees</b>				<b>\$9,490.50</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,233.77</b>
<b>Invoice Total for Current Period</b>				<b>\$10,724.27</b>







**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

June 17, 2015  
FTI Invoice No. 29001486  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through June 14, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$8,591.00
Less Voluntary Reduction.....	<u>\$859.10</u>
Net Professional Fees.....	\$7,731.90
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$7,731.90
HST Registration No. 835718024RT0001 .....	\$1,005.15
Total Amount Due this Period.....	\$8,737.05
Previous Balance Due.....	<u>\$10,724.27</u>
<b>Total Amount Due.....</b>	<b><u>\$19,461.32</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ON M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

June 17, 2015  
FTI Invoice No. 29001486  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 14, 2015

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$840.00	8.4	\$7,056.00
Steven Bissell	Managing Director	\$720.00	2.1	\$1,512.00
Linda Kelly	Administrative Professional	\$115.00	0.2	\$23.00
<b>Total Hours and Fees</b>			<b>10.7</b>	<b>\$8,591.00</b>

**Less Voluntary Reduction** **-\$859.10**

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**Total Net Fees** **\$7,731.90**

**HST Registration No. 835718024RT0001** **\$1,005.15**

**Invoice Total for Current Period** **\$8,737.05**

**Cinram International**  
**413024.0009 - June 14, 2015**  
**Invoice # 29001486**

Date	TK#	Name	Hours	Amount	Narrative	Task
06/01/15	14856	Steven Bissell	0.50	\$ 360.00	Correspondence [REDACTED] with Louisville [REDACTED].	1
06/02/15	18441	Linda Kelly	0.20	\$ 23.00	Upload documents to Monitor's website.	1
06/02/15	14858	Steven Bissell	1.30	\$ 936.00	Preparation for and attendance in court re: Stay Extension hearing.	1
06/03/15	14800	Paul Bishop	0.90	\$ 756.00	Calls re: Louisville property and correspondence re: same.	1
06/04/15	14800	Paul Bishop	0.80	\$ 672.00	Correspondence re: Louisville property.	1
06/05/15	14800	Paul Bishop	1.20	\$ 1,008.00	Calls and correspondence re: Louisville property. Review same.	1
06/09/15	14800	Paul Bishop	1.50	\$ 1,260.00	Review issue and request for extension.	1
06/10/15	14800	Paul Bishop	2.30	\$ 1,932.00	Call re: Louisville property. Review motion materials. Review correspondence.	1
06/11/15	14800	Paul Bishop	1.70	\$ 1,428.00	Correspondence re: extension. Review of documentation re: same. [REDACTED]	1
06/12/15	14856	Steven Bissell	0.30	\$ 216.00	Review of insurance coverage extension documents. Payment of premiums and email correspondence with Marsh re: same.	1
<b>TOTAL</b>			<b>10.70</b>	<b>\$ 8,591.00</b>		





*Invoice Remittance*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

June 30, 2015  
FTI Invoice No. 29001504  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$3,264.50
Less Voluntary Reduction.....	\$926.45
Net Professional Fees.....	\$2,938.05
Expenses.....	\$0.00
Total Fees and Expenses.....	\$2,938.05
HST Registration No. 835718024RT0001 .....	\$381.95
Total Amount Due this Period.....	\$3,320.00
<b>Total Amount Due.....</b>	<b><u>\$3,320.00</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSOCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

June 30, 2015  
FTI Invoice No. 29001504  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2015

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$840.00	3.4	\$2,856.00
Steven Bissell	Managing Director	\$720.00	0.3	\$216.00
Ellen Dong	Senior Consultant	\$395.00	0.4	\$158.00
Linda Kelly	Administrative Professional	\$115.00	0.3	\$34.50
<b>Total Hours and Fees</b>			<b>4.4</b>	<b>\$3,264.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$326.45</b>
<b>Total Net Fees</b>				<b>\$2,938.05</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$381.95</b>
<b>Invoice Total for Current Period</b>				<b>\$3,320.00</b>

**Cinram International**  
**413024.0009 - June 30, 2015**  
**Invoice # 29001504**

<b>Date</b>	<b>TK#</b>	<b>Name</b>	<b>Hours</b>	<b>Amount</b>	<b>Narrative</b>	<b>Task</b>
06/15/15	14800	Paul Bishop	0.90	\$ 756.00	Review, finalize, and execute extension.	1
06/16/15	14800	Paul Bishop	0.90	\$ 756.00	Payment review and approval.	1
06/16/15	14856	Steven Bissell	0.30	\$ 216.00	Call with Deloitte re: US tax return related information for 2014 tax returns.	1
06/18/15	18441	Linda Kelly	0.30	\$ 34.50	Prepare invoices for payments.	1
06/18/15	14800	Paul Bishop	1.20	\$ 1,008.00	Calls and correspondence re: Louisville property.	1
06/23/15	17571	Ellen Dong	0.20	\$ 79.00	Set up wire payments.	1
06/24/15	17571	Ellen Dong	0.20	\$ 79.00	Set up wire payments.	1
06/29/15	14800	Paul Bishop	0.40	\$ 336.00	Update transaction status and review of cash position.	1
<b>TOTAL</b>			<b>4.40</b>	<b>\$ 3,264.50</b>		





*Invoice Remittance*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

July 22, 2015  
FTI Invoice No. 29001531  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through July 19, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$9,411.50
Less Voluntary Reduction.....	<del>\$941.15</del>
Net Professional Fees.....	<del>\$8,470.35</del>
Expenses.....	\$0.00
Total Fees and Expenses.....	\$8,470.35
HST Registration No. 835718024RT0001 .....	\$1,101.15
Total Amount Due this Period.....	\$9,571.50
<b>Total Amount Due.....</b>	<b><u>\$9,571.50</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Codes: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

July 22, 2015  
FTI Invoice No. 29001531  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 19, 2015

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$840.00	10.9	\$9,156.00
Steven Bissell	Managing Director	\$720.00	0.3	\$216.00
Ellen Dong	Senior Consultant	\$395.00	0.1	\$39.50
<b>Total Hours and Fees</b>			<b>11.3</b>	<b>\$9,411.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$941.15</b>
<b>Total Net Fees</b>				<b>\$8,470.35</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,101.15</b>
<b>Invoice Total for Current Period</b>				<b>\$9,571.50</b>

**Cinram International**  
**413024.0009 - July 19, 2015**  
**Invoice # 29001531**

Date	TK#	Name	Hours	Amount	Narrative	Task
07/02/15	14800	Paul Bishop	0.80	\$ 672.00	Update re: Louisville property.	1
07/03/15	17571	Ellen Dong	0.10	\$ 39.50	Wire payment setup.	1
07/03/15	14856	Steven Bissett	0.30	\$ 216.00	Bill payments and review of balances and activity [REDACTED]	1
07/09/15	14800	Paul Bishop	1.20	\$ 1,008.00	Calls and follow up re: Louisville property.	1
07/09/15	14800	Paul Bishop	0.90	\$ 756.00	Correspondence re: Louisville property and closing.	1
07/13/15	14800	Paul Bishop	0.80	\$ 672.00	Follow up and update re: Louisville property.	1
07/14/15	14800	Paul Bishop	1.30	\$ 1,092.00	Correspondence re: Louisville property. Commence draft report.	1
07/15/15	14800	Paul Bishop	1.30	\$ 1,092.00	Review Louisville closing reports and documents.	1
07/16/15	14800	Paul Bishop	2.20	\$ 1,848.00	Review correspondence. Review documents and commence draft report re: Louisville property.	1
07/17/15	14800	Paul Bishop	2.40	\$ 2,016.00	Correspondence and draft report.	1
<b>TOTAL</b>			<b>11.30</b>	<b>\$ 9,411.50</b>		





*Invoice Remittance*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

July 31, 2015  
FTI Invoice No. 29001561  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$8,553.00
Less Voluntary Reduction.....	<del>\$855.30</del>
Net Professional Fees.....	<del>\$7,697.70</del>
Expenses.....	\$0.00
Total Fees and Expenses.....	\$7,697.70
HST Registration No. 835718024RT0001 .....	\$1,000.70
Total Amount Due this Period.....	\$8,698.40
Previous Balance Due.....	<del>\$9,571.50</del>
<b>Total Amount Due.....</b>	<b><u>\$18,269.90</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ON M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



## Invoice Summary

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

July 31, 2015  
FTI Invoice No. 29001561  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2015

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$840.00	8.8	\$7,392.00
Steven Bissell	Managing Director	\$720.00	1.0	\$720.00
Ellen Dong	Senior Consultant	\$395.00	1.0	\$395.00
Linda Kelly	Administrative Professional	\$115.00	0.4	\$46.00
<b>Total Hours and Fees</b>			<b>11.2</b>	<b>\$8,553.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$855.30</b>
<b>Total Net Fees</b>				<b>\$7,697.70</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,000.70</b>
<b>Invoice Total for Current Period</b>				<b>\$8,698.40</b>

**Cinram International**  
**413024.0009 - July 31, 2015**  
**Invoice # 29001561**

Date	TK#	Name	Hours	Amount	Narrative	Task
07/20/15	14800	Paul Bishop	1.80	\$ 1,512.00	Review of closing matters and items to complete prior to discharge.	1
07/21/15	17571	Ellen Dong	0.50	\$ 197.50	Prepare Monitor website updates.	1
07/21/15	14800	Paul Bishop	0.90	\$ 756.00	Review of Louisville material and correspondence.	1
07/22/15	14800	Paul Bishop	2.00	\$ 1,680.00	Review of motion materials and correspondence re: same. Review of matters to complete prior to discharge.	1
07/23/15	14800	Paul Bishop	1.20	\$ 1,008.00	Review of Chapter 15 filing material. Update review of cash flow.	1
07/24/15	17571	Ellen Dong	0.50	\$ 197.50	Monitor website update.	1
07/28/15	18441	Linda Kelly	0.20	\$ 23.00	Upload documents to Monitor website.	1
07/28/15	14800	Paul Bishop	1.90	\$ 1,596.00	Review of cash flow and Louisville property sale status correspondence.	1
07/29/15	14856	Steven Bissell	1.00	\$ 720.00	Review of motion materials and Monitor's Seventeenth Report. Call with legal counsel re: preparation for court hearing.	1
07/31/15	18441	Linda Kelly	0.20	\$ 23.00	Upload documents to Monitor's website.	1
07/31/15	14800	Paul Bishop	1.00	\$ 840.00	Review draft closing documents.	1
<b>TOTAL</b>			<b>11.20</b>	<b>\$ 8,553.00</b>		





*Invoice Remittance*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

August 19, 2015  
FTI Invoice No. 29001589  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 16, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$24,067.00
Less Voluntary Reduction.....	<del>\$2,406.70</del>
Net Professional Fees.....	\$21,660.30
Expenses.....	\$0.00
Total Fees and Expenses.....	\$21,660.30
HST Registration No. 835718024RT0001 .....	\$2,815.84
Total Amount Due this Period.....	\$24,476.14
<b>Total Amount Due.....</b>	<b><u>\$24,476.14</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSOCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

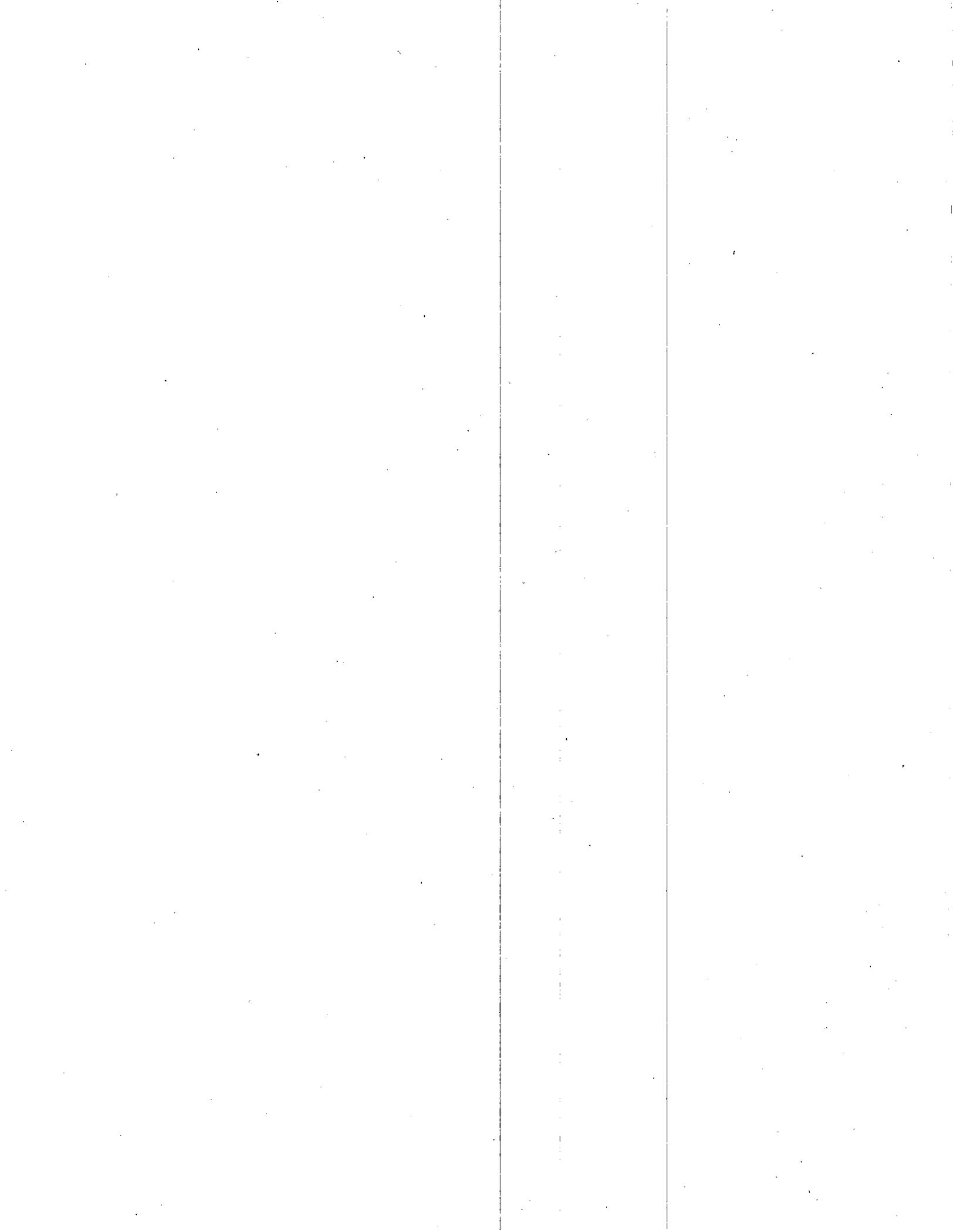
August 19, 2015  
FTI Invoice No. 29001589  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 16, 2015

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$840.00	12.1	\$10,164.00
Steven Bissell	Managing Director	\$720.00	11.3	\$8,136.00
Ellen Dong	Senior Consultant	\$395.00	1.0	\$395.00
Michael Kennedy	Senior Consultant	\$395.00	13.6	\$5,372.00
<b>Total Hours and Fees</b>			<b>38.0</b>	<b>\$24,067.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$2,406.70</b>
<b>Total Net Fees</b>				<b>\$21,660.30</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,815.84</b>
<b>Invoice Total for Current Period</b>				<b>\$24,476.14</b>

**Cinram International**  
**413024.0009 - August 16, 2015**  
**Invoice # 29001589**

Date	TK#	Name	Hours	Amount	Narrative	Task
08/04/15	18003	Michael Kennedy	2.80	\$ 1,106.00	Meeting re: court material preparation. Initial preparation related to upcoming court report.	1
08/04/15	14800	Paul Bishop	1.80	\$ 1,512.00	Correspondence re: Louisville property sale. Review of closing issues regarding termination of CCAA. Attend Goodmans to execute court related documents.	1
08/04/15	14856	Steven Bissell	0.50	\$ 360.00	Review of [REDACTED] sale of Louisville property. Submission and payment of invoices. Call [REDACTED]	1
08/05/15	18003	Michael Kennedy	6.50	\$ 2,567.50	Prepare and execute payments. Prepare and review materials for court report.	1
08/05/15	14800	Paul Bishop	1.70	\$ 1,428.00	Calls and correspondence re: Louisville. Review of matters re: CCAA termination.	1
08/06/15	18003	Michael Kennedy	3.50	\$ 1,382.50	Prepare and edit materials for upcoming court report.	1
08/06/15	14800	Paul Bishop	1.90	\$ 1,596.00	Correspondence re: payment of Louisville property sale proceeds. Review of tax related issues.	1
08/06/15	14856	Steven Bissell	1.50	\$ 1,080.00	Call [REDACTED]. Email correspondence with [REDACTED]. Call with [REDACTED]. Follow-up discussions re: [REDACTED]	1
08/07/15	18003	Michael Kennedy	0.80	\$ 316.00	Final review and compilation of court related materials.	1
08/07/15	14800	Paul Bishop	0.70	\$ 588.00	Correspondence re: [REDACTED]	1
08/07/15	14856	Steven Bissell	1.80	\$ 1,296.00	Review of court materials. Review of [REDACTED] communications and notices and follow-up with Sherman & Sterling and [REDACTED]	1
08/10/15	17571	Ellen Dong	0.50	\$ 197.50	Prepare and execute payments. Prepare and review materials for court report.	1
08/10/15	14800	Paul Bishop	0.90	\$ 756.00	Correspondence re: Louisville property and CCAA termination. Review and comments re: [REDACTED]. Call with [REDACTED]	1
08/10/15	14856	Steven Bissell	2.60	\$ 2,016.00	[REDACTED] Submission of invoices for payment. Revised and updated estimate [REDACTED]. Status update discussion with FTI.	1
08/11/15	14800	Paul Bishop	1.70	\$ 1,428.00	Correspondence re: Louisville property closing [REDACTED]. Correspondence with [REDACTED]	1
08/11/15	14856	Steven Bissell	1.80	\$ 1,296.00	[REDACTED]. Correspondence with NewCo employees confirming implications of [REDACTED]. Call and correspondence with [REDACTED]	1
08/12/15	17571	Ellen Dong	0.50	\$ 197.50	Prepare and execute payments.	1
08/12/15	14800	Paul Bishop	0.90	\$ 756.00	Revise and execute deed. Review [REDACTED] materials.	1
08/12/15	14856	Steven Bissell	0.80	\$ 576.00	Review of [REDACTED]. Letter to Agent [REDACTED] International Inc. [REDACTED]	1
08/13/15	14800	Paul Bishop	1.30	\$ 1,092.00	Review of closing related materials.	1
08/13/15	14856	Steven Bissell	0.30	\$ 216.00	Review and comments re: [REDACTED]. Email to [REDACTED]	1
08/14/15	14800	Paul Bishop	1.20	\$ 1,008.00	Commence and review extension draft report.	1
08/14/15	14856	Steven Bissell	1.80	\$ 1,296.00	Review of draft [REDACTED]. Review and email correspondence with [REDACTED] preparation.	1
<b>TOTAL</b>			<b>38.00</b>	<b>\$ 24,067.00</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

August 31, 2015  
FTI Invoice No. 29001607  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$9,403.50
Less Voluntary Reduction.....	<del>\$940.35</del>
Net Professional Fees.....	\$8,463.15
Expenses.....	\$0.00
Total Fees and Expenses.....	\$8,463.15
HST Registration No. 835718024RT0001 .....	\$1,100.21
Total Amount Due this Period.....	\$9,563.36
<b>Total Amount Due.....</b>	<b><u>\$9,563.36</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSGCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

August 31, 2015  
FTI Invoice No. 29001607  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2015

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Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$840.00	3.6	\$3,024.00
Steven Bissell	Managing Director	\$720.00	8.6	\$6,192.00
Ellen Dong	Senior Consultant	\$395.00	0.3	\$118.50
Linda Kelly	Administrative Professional	\$115.00	0.6	\$69.00
<b>Total Hours and Fees</b>			<b>13.1</b>	<b>\$9,403.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$940.35</b>
<b>Total Net Fees</b>				<b>\$8,463.15</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,100.21</b>
<b>Invoice Total for Current Period</b>				<b>\$9,563.36</b>

Cinram International  
 413024.0009 - August 31, 2015  
 Invoice # 29001607

Date	TK#	Name	Hours	Amount	Narrative	Task
08/10/15	18441	Linda Kelly	0.20	\$ 23.00	Post documents to the Monitor's website.	1
08/17/15	14856	Steven Bissell	2.80	\$ 2,016.00	Emails and phone calls to [REDACTED] including CUSH and Wireless [REDACTED] reporting, and [REDACTED] Preparation of actual vs. budget reporting for Monitor's 18th Report.	1
08/18/15	14856	Steven Bissell	0.80	\$ 576.00	Meeting with [REDACTED]	1
08/19/15	14800	Paul Bishop	1.10	\$ 924.00	Review of closing matters and items for report.	1
08/19/15	14856	Steven Bissell	0.80	\$ 576.00	Preparation of analysis and other content for Monitor's 18th Report.	1
08/20/15	14800	Paul Bishop	0.80	\$ 672.00	Update of termination status items.	1
08/21/15	14800	Paul Bishop	0.80	\$ 672.00	Review payments. Review of report items.	1
08/21/15	14856	Steven Bissell	1.00	\$ 720.00	Review and comments re: Monitor's 18th report. Submission of invoices. Email correspondence with [REDACTED] legal counsel and Monitor's legal counsel re: filing of motion materials.	1
08/24/15	14800	Paul Bishop	0.90	\$ 756.00	Review of report related material.	1
08/24/15	14856	Steven Bissell	0.80	\$ 576.00	Discussions with Delaware agent re: dissolution/cancellation of remaining US subsidiaries for the [REDACTED]. Review of remaining [REDACTED]	1
08/25/15	14856	Steven Bissell	0.30	\$ 216.00	Submission and payment of invoices.	1
08/26/15	14856	Steven Bissell	0.50	\$ 360.00	Final review and edits of Monitor's 18th report.	1
08/27/15	17571	Ellen Dong	0.30	\$ 118.50	Prepare payment related items.	1
08/27/15	18441	Linda Kelly	0.40	\$ 48.00	Post documents to the Monitor's website.	1
08/27/15	14856	Steven Bissell	1.00	\$ 720.00	Updates to Monitor's website. Dissolution of Delaware based corporations and emails and calls with Delaware agent re: same.	1
08/28/15	14856	Steven Bissell	0.30	\$ 216.00	Review of email from [REDACTED]. Emails to [REDACTED]	1
08/31/15	14856	Steven Bissell	0.30	\$ 216.00	Review of [REDACTED]	1
<b>TOTAL</b>			<b>13.10</b>	<b>\$ 9,403.50</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

September 16, 2015  
FTI Invoice No. 29001642  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 13, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$3,418.50
Less Voluntary Reduction.....	<del>\$341.85</del>
Net Professional Fees.....	\$3,076.65
Expenses.....	\$0.00
Total Fees and Expenses.....	\$3,076.65
HST Registration No. 835718024RT0001 .....	\$399.96
Total Amount Due this Period.....	\$3,476.61
<b>Total Amount Due.....</b>	<b><u>\$3,476.61</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



**Invoice Summary**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

September 16, 2015  
FTI Invoice No. 29001642  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 13, 2015

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$840.00	1.7	\$1,428.00
Steven Bissell	Managing Director	\$720.00	2.6	\$1,872.00
Ellen Dong	Senior Consultant	\$395.00	0.3	\$118.50
<b>Total Hours and Fees</b>			<b>4.6</b>	<b>\$3,418.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$341.85</b>
<b>Total Net Fees</b>				<b>\$3,076.65</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$399.96</b>
<b>Invoice Total for Current Period</b>				<b>\$3,476.61</b>

Cinram International  
413024.0009 - September 13, 2015  
Invoice # 29001642

Date	TK#	Name	Hours	Amount	Narrative	Task
09/01/15	17571	Ellen Dong	0.30	\$ 118.50	Prepare payments and related materials.	1
09/02/15	14856	Steven Bissell	1.80	\$ 1,296.00	Preparation for and attendance at court re: Stay Extension hearing.	1
09/09/15	14856	Steven Bissell	0.80	\$ 576.00	Phone correspondence with [REDACTED]. Final review and mailing of [REDACTED]	1
09/10/15	14800	Paul Bishop	1.70	\$ 1,428.00	Review of closing issues	1
<b>TOTAL</b>			<b>4.60</b>	<b>\$ 3,418.50</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

September 30, 2015  
FTI Invoice No. 29001657  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$11,405.00
Less Voluntary Reduction.....	<del>\$1,140.50</del>
Net Professional Fees.....	<del>\$10,264.50</del>
Expenses.....	\$0.00
Total Fees and Expenses.....	\$10,264.50
HST Registration No. 835718024RT0001 .....	\$1,334.39
Total Amount Due this Period.....	\$11,598.89
<b>Total Amount Due.....</b>	<b><u>\$11,598.89</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ON M5H 1H1  
Swift Code: NOSGCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

September 30, 2015  
FTI Invoice No. 29001657  
FTI Job No. 413024.0009  
Terms Payment on Presentation

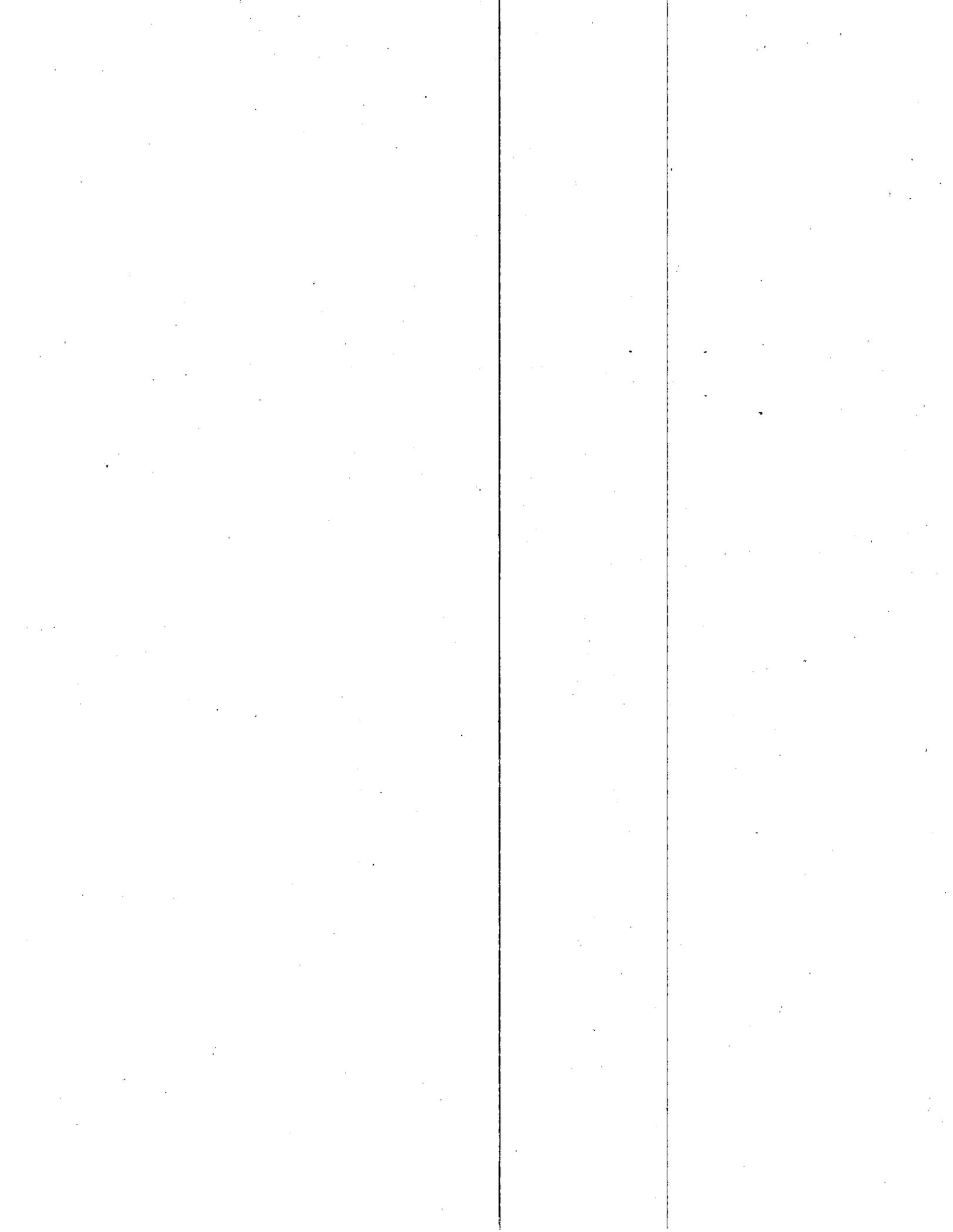
Current Invoice Period: Charges Posted through September 30, 2015

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$840.00	9.4	\$7,896.00
Steven Bissell	Managing Director	\$720.00	3.1	\$2,232.00
Ellen Dong	Senior Consultant	\$395.00	3.0	\$1,185.00
Linda Kelly	Administrative Professional	\$115.00	0.8	\$92.00
<b>Total Hours and Fees</b>			<b>16.3</b>	<b>\$11,405.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,140.50</b>
<b>Total Net Fees</b>				<b>\$10,264.50</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,334.39</b>
<b>Invoice Total for Current Period</b>				<b>\$11,598.89</b>

**Cinram International**  
**413024.0009 - September 30, 2015**  
**Invoice # 29001657**

<b>Date</b>	<b>TK#</b>	<b>Name</b>	<b>Hours</b>	<b>Amount</b>	<b>Narrative</b>	<b>Task</b>
09/02/15	18441	Linda Kelly	0.30	\$ 34.50	Post documents to the Monitor's website.	1
09/14/15	14800	Paul Bishop	0.40	\$ 336.00	Review of various closing matters.	1
09/15/15	18441	Linda Kelly	0.50	\$ 57.50	Post documents to the Monitor's website.	1
09/15/15	14800	Paul Bishop	1.80	\$ 1,512.00	Correspondence re: draft letters. Review of the same. Review of [REDACTED] and other closing matters.	1
09/15/15	14856	Steven Bissell	0.30	\$ 216.00	Investigation and follow-up re: [REDACTED]	1
09/16/15	17571	Ellen Dong	0.50	\$ 197.50	Prepare payments and related materials.	1
09/16/15	14856	Steven Bissell	1.30	\$ 936.00	Submission of statutory forms to CT Corporation re: dissolution of certain US subsidiaries from State of Delaware.	1
09/17/15	14800	Paul Bishop	1.20	\$ 1,008.00	Review closing matters. Review cashflow and [REDACTED]	1
09/17/15	14856	Steven Bissell	1.00	\$ 720.00	Compiling of information in respect of certain [REDACTED]	1
09/18/15	17571	Ellen Dong	0.50	\$ 197.50	Prepare payments and related materials.	1
09/18/15	14800	Paul Bishop	0.90	\$ 756.00	Review closing matters and materials.	1
09/18/15	14856	Steven Bissell	0.50	\$ 360.00	Compilation of information requested by [REDACTED] Returns and email correspondence with [REDACTED]	1
09/22/15	17571	Ellen Dong	2.00	\$ 790.00	Obtain payment related details. Prepare payments and related materials.	1
09/22/15	14800	Paul Bishop	1.10	\$ 924.00	Review of [REDACTED]. Correspondence regarding payable amounts.	1
09/29/15	14800	Paul Bishop	1.80	\$ 1,512.00	Correspondence with [REDACTED]. Review of closing materials.	1
09/30/15	14800	Paul Bishop	2.20	\$ 1,848.00	Correspondence with [REDACTED]. Correspondence [REDACTED]. Review closing matters. Review [REDACTED]	1
<b>TOTAL</b>			<b>16.30</b>	<b>\$ 11,405.00</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

October 21, 2015  
FTI Invoice No. 29001684  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through October 18, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$10,560.00
Less Voluntary Reduction.....	<del>-\$1,056.00</del>
Net Professional Fees.....	<del>\$9,504.00</del>
Expenses.....	\$199.51
Total Fees and Expenses.....	\$9,703.51
HST Registration No. 835718024RT0001 .....	\$1,261.46
Total Amount Due this Period.....	\$10,964.97
<b>Total Amount Due.....</b>	<b><u>\$10,964.97</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotiabank Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



*Invoice Summary*

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

October 21, 2015  
FTI Invoice No. 29001684  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 18, 2015

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$840.00	8.1	\$6,804.00
Steven Bissell	Managing Director	\$720.00	3.9	\$2,808.00
Ellen Dong	Senior Consultant	\$395.00	2.4	\$948.00
<b>Total Hours and Fees</b>			<b>14.4</b>	<b>\$10,560.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,056.00</b>
<b>Total Net Fees</b>				<b>\$9,504.00</b>
<b>Other/Miscellaneous</b>				<b>\$199.51</b>
<b>Total Expenses</b>				<b>\$199.51</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,261.46</b>
<b>Invoice Total for Current Period</b>				<b>\$10,964.97</b>

Cinram International  
 413024.0009 - October 18, 2015  
 Invoice # 29001684

Date	TK#	Name	Hours	Amount	Narrative	Task
10/01/15	14800	Paul Bishop	0.90	\$ 756.00	Correspondence re: closing matters.	1
10/05/15	17571	Ellen Dong	2.00	\$ 790.00	Payment related items and preparation of materials regarding the same.	1
10/05/15	14800	Paul Bishop	0.90	\$ 756.00	Correspondence and review [REDACTED]	1
10/06/15	14800	Paul Bishop	1.30	\$ 1,092.00	Correspondence re: [REDACTED] and supporting documents. Review of court orders and material [REDACTED]	1
10/08/15	14800	Paul Bishop	0.80	\$ 672.00	Correspondence re: [REDACTED] and related items.	1
10/08/15	14856	Steven Bissell	0.50	\$ 360.00	Call with [REDACTED]. Investigation into forms [REDACTED] and [REDACTED]. Call with [REDACTED].	1
10/09/15	14800	Paul Bishop	0.90	\$ 756.00	Correspondence re: Louisville property.	1
10/09/15	14856	Steven Bissell	1.30	\$ 936.00	Certificates of dissolution re: State of Delaware and email communications with [REDACTED] re: same.	1
10/13/15	14800	Paul Bishop	0.70	\$ 588.00	Correspondence re: closing matters.	1
10/13/15	14856	Steven Bissell	1.80	\$ 1,296.00	Cancellation certificates re: State of Delaware for CUSH Inc., CIHV Inc. and IHC Corp. Updated cover letter including relevant court orders. Follow-up with [REDACTED] re: IHC Corp.	1
10/14/15	17571	Ellen Dong	0.40	\$ 158.00	Prepare payments and related materials.	1
10/14/15	14800	Paul Bishop	0.80	\$ 672.00	Review of closing matters and cash flow.	1
10/14/15	14856	Steven Bissell	0.30	\$ 216.00	Review and [REDACTED] and email to [REDACTED] re: same.	1
10/15/15	14800	Paul Bishop	0.80	\$ 672.00	Correspondence re: closing items.	1
10/16/15	14800	Paul Bishop	1.00	\$ 840.00	Correspondence re: closing items.	1
<b>TOTAL</b>			<b>14.40</b>	<b>\$ 10,560.00</b>		





**Invoice Remittance**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

October 31, 2015  
FTI Invoice No. 29001717  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2015

	<i>CAD (\$)</i>
Professional Services.....	\$2,169.50
Less Voluntary Reduction.....	<del>\$216.95</del>
Net Professional Fees.....	<del>\$1,952.55</del>
Expenses.....	\$0.00
Total Fees and Expenses.....	\$1,952.55
HST Registration No. 835718024RT0001 .....	\$253.83
Total Amount Due this Period.....	\$2,206.38
<b>Total Amount Due.....</b>	<b><u>\$2,206.38</u></b>

*Please Wire Transfer to:*

Bank of Nova Scotia  
Scotiabank Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



**Invoice Summary**

John Bell  
Cinram International, Inc.  
2255 Markham Road  
Toronto, ON M1B 2W3  
Canada

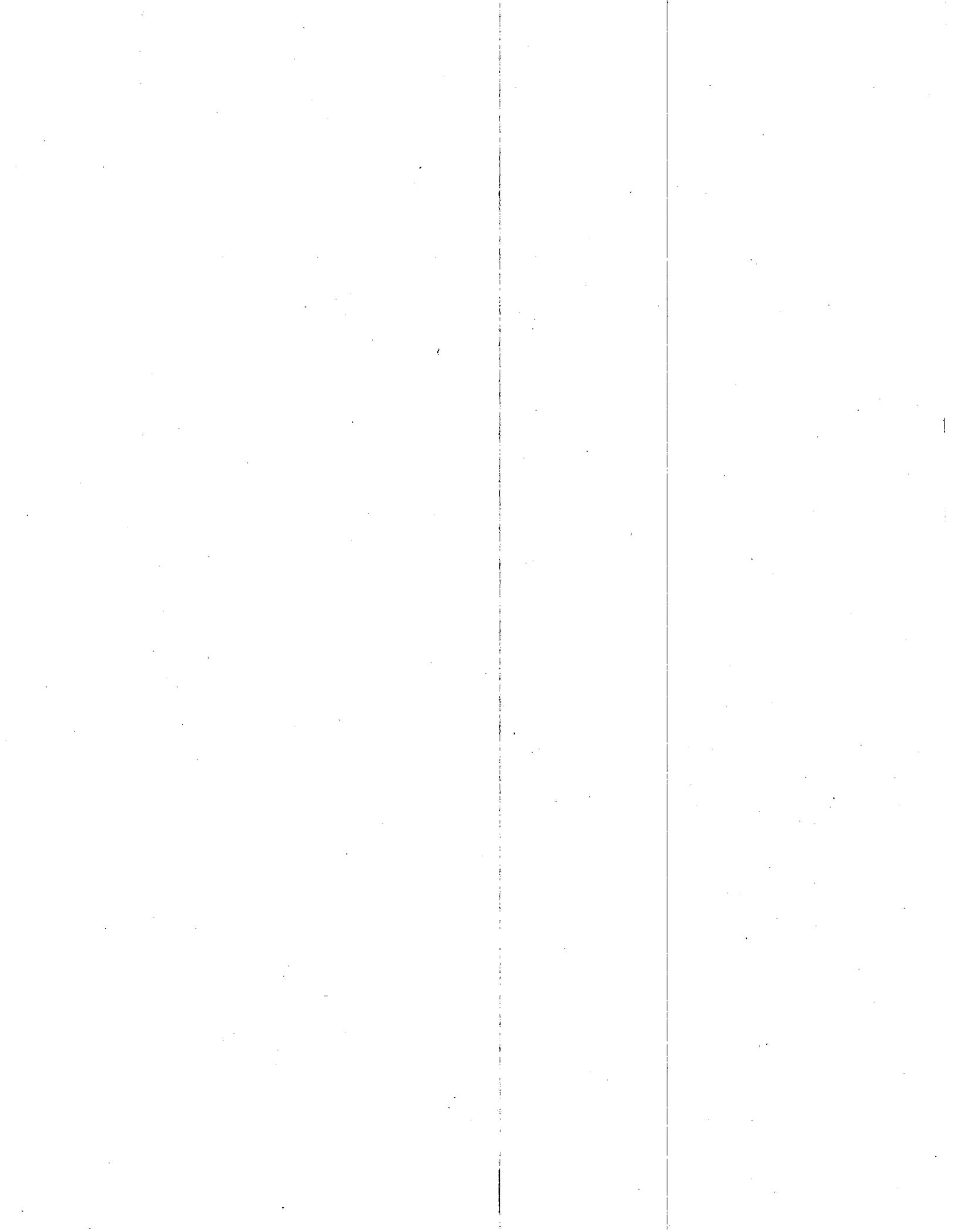
October 31, 2015  
FTI Invoice No. 29001717  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2015

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$840.00	1.8	\$1,512.00
Steven Bissell	Managing Director	\$720.00	0.2	\$144.00
Ellen Dong	Senior Consultant	\$395.00	1.3	\$513.50
<b>Total Hours and Fees</b>			<b>3.3</b>	<b>\$2,169.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$216.95</b>
<b>Total Net Fees</b>				<b>\$1,952.55</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$253.83</b>
<b>Invoice Total for Current Period</b>				<b>\$2,206.38</b>

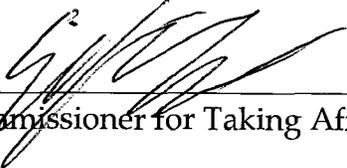
**Cinram International**  
**413024.0009 - October 31, 2015**  
**Invoice # 29001717**

<b>Date</b>	<b>TK#</b>	<b>Name</b>	<b>Hours</b>	<b>Amount</b>	<b>Narrative</b>	<b>Task</b>
10/19/15	14800	Paul Bishop	0.30	\$ 252.00	Correspondence re: [REDACTED]	1
10/21/15	14800	Paul Bishop	1.10	\$ 924.00	Review of closing matters, [REDACTED], and correspondence re: same.	1
10/22/15	17571	Ellen Dong	0.50	\$ 197.50	Prepare payments and related materials.	1
10/26/15	14800	Paul Bishop	0.40	\$ 336.00	Correspondence re: closing items.	1
10/27/15	17571	Ellen Dong	0.80	\$ 316.00	Prepare payments and related materials.	1
10/28/15	14856	Steven Bissell	0.20	\$ 144.00	Email correspondence with [REDACTED]	1
<b>TOTAL</b>			<b>3.30</b>	<b>\$ 2,169.50</b>		



**TAB "ii"**

This is Exhibit "B"  
to the affidavit of Paul Bishop,  
sworn before me on the 26<sup>th</sup> day  
of November, 2015



---

Commissioner for Taking Affidavits

Elizabeth Briane Kagedan, a Commissioner, etc.,  
Province of Ontario, while a Student-at-Law.  
Expires April 1, 2017.

Exhibit "B"

Summary of FTI Monitor Fees

Services Rendered November 18, 2013 - October 31, 2015

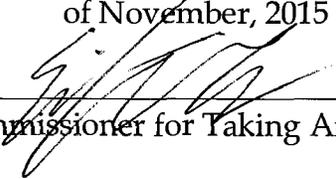
Invoice #	Date	Fees	Expenses	HST	Total	Less 10 % on Fees	Net Total
29000791	November 30, 2013	\$ 21,048.00	\$ -	\$ 2,462.62	\$ 23,510.62	\$ (2,104.80)	\$ 21,405.82
29000810	December 18, 2013	\$ 13,851.00	\$ -	\$ 1,620.57	\$ 15,471.57	\$ (1,385.10)	\$ 14,086.47
29000823	December 31, 2013	\$ 6,954.50	\$ -	\$ 813.68	\$ 7,768.18	\$ (695.45)	\$ 7,072.73
29000839	January 23, 2014	\$ 17,819.50	\$ -	\$ 2,084.88	\$ 19,904.38	\$ (1,781.95)	\$ 18,122.43
29000846	January 31, 2014	\$ 25,445.00	\$ -	\$ 2,977.07	\$ 28,422.07	\$ (2,544.50)	\$ 25,877.57
29000861	February 20, 2014	\$ 19,537.00	\$ -	\$ 2,285.83	\$ 21,822.83	\$ (1,953.70)	\$ 19,869.13
29000873	February 28, 2014	\$ 21,425.00	\$ 414.77	\$ 2,560.65	\$ 24,400.42	\$ (2,142.50)	\$ 22,257.92
29000891	March 19, 2014	\$ 18,594.00	\$ -	\$ 2,175.50	\$ 20,769.50	\$ (1,859.40)	\$ 18,910.10
29000904	March 31, 2014	\$ 16,291.50	\$ -	\$ 1,906.11	\$ 18,197.61	\$ (1,629.15)	\$ 16,568.46
29000929	April 16, 2014	\$ 17,574.50	\$ -	\$ 2,056.22	\$ 19,630.72	\$ (1,757.45)	\$ 17,873.27
29000951	April 30, 2014	\$ 26,327.00	\$ -	\$ 3,080.26	\$ 29,407.26	\$ (2,632.70)	\$ 26,774.56
29000975	May 22, 2014	\$ 24,860.00	\$ -	\$ 2,908.62	\$ 27,768.62	\$ (2,486.00)	\$ 25,282.62
29001010	May 31, 2014	\$ 20,475.00	\$ -	\$ 2,395.58	\$ 22,870.58	\$ (2,047.50)	\$ 20,823.08

Invoice #	Date	Fees	Expenses	HST	Total	Less 10 % on Fees	Net Total
29001023	June 19, 2014	\$ 8,567.00	\$ -	\$ 1,002.34	\$ 9,569.34	\$ (856.70)	\$ 8,712.64
29001045	June 30, 2014	\$ 10,698.00	\$ -	\$ 1,251.67	\$ 11,949.67	\$ (1,069.80)	\$ 10,879.87
29001064	July 17, 2014	\$ 11,581.00	\$ -	\$ 1,354.98	\$ 12,935.98	\$ (1,158.10)	\$ 11,777.88
29001088	July 31, 2014	\$ 28,494.00	\$ -	\$ 3,333.80	\$ 31,827.80	\$ (2,849.40)	\$ 28,978.40
29001103	August 20, 2014	\$ 15,225.00	\$ -	\$ 1,781.33	\$ 17,006.33	\$ (1,522.50)	\$ 15,483.83
29001119	August 31, 2014	\$ 8,260.50	\$ -	\$ 966.48	\$ 9,226.98	\$ (826.05)	\$ 8,400.93
29001133	September 16, 2014	\$ 5,399.00	\$ -	\$ 631.68	\$ 6,030.68	\$ (539.90)	\$ 5,490.78
29001150	September 30, 2014	\$ 10,705.50	\$ -	\$ 1,252.54	\$ 11,958.04	\$ (1,070.55)	\$ 10,887.49
29001171	October 17, 2014	\$ 20,882.50	\$ -	\$ 2,443.25	\$ 23,325.75	\$ (2,088.25)	\$ 21,237.50
29001185	October 31, 2014	\$ 17,368.50	\$ -	\$ 2,032.11	\$ 19,400.61	\$ (1,736.85)	\$ 17,663.76
29001203	November 21, 2014	\$ 15,599.00	\$ -	\$ 1,825.08	\$ 17,424.08	\$ (1,559.90)	\$ 15,864.18
29001214	November 30, 2014	\$ 11,014.00	\$ -	\$ 1,288.64	\$ 12,302.64	\$ (1,101.40)	\$ 11,201.24
29001259	December 31, 2014	\$ 12,586.50	\$ -	\$ 1,472.62	\$ 14,059.12	\$ (1,258.65)	\$ 12,800.47
29001275	January 22, 2015	\$ 2,988.00	\$ -	\$ 349.60	\$ 3,337.60	\$ (298.80)	\$ 3,038.80
29001294	January 31, 2015	\$ 5,397.50	\$ -	\$ 631.51	\$ 6,029.01	\$ (539.75)	\$ 5,489.26
29001313	February 18, 2015	\$ 2,373.50	\$ -	\$ 277.70	\$ 2,651.20	\$ (237.35)	\$ 2,413.85
29001328	February 28, 2015	\$ 7,740.00	\$ -	\$ 905.58	\$ 8,645.58	\$ (774.00)	\$ 7,871.58

Invoice #	Date	Fees	Expenses	HST	Total	Less 10 % on Fees	Net Total
29001351	March 18, 2015	\$ 17,225.50	\$ 866.64	\$ 2,128.05	\$ 20,220.19	\$ (1,722.55)	\$ 18,497.64
29001373	March 31, 2015	\$ 7,069.00	\$ -	\$ 827.07	\$ 7,896.07	\$ (706.90)	\$ 7,189.17
29001409	April 30, 2015	\$ 23,296.00	\$ -	\$ 2,725.63	\$ 26,021.63	\$ (2,329.60)	\$ 23,692.03
29001434	May 21, 2015	\$ 5,252.50	\$ -	\$ 614.54	\$ 5,867.04	\$ (525.25)	\$ 5,341.79
29001453	May 31, 2015	\$ 10,545.00	\$ -	\$ 1,233.77	\$ 11,778.77	\$ (1,054.50)	\$ 10,724.27
29001486	June 17, 2015	\$ 8,591.00	\$ -	\$ 1,005.15	\$ 9,596.15	\$ (859.10)	\$ 8,737.05
29001504	June 30, 2015	\$ 3,264.50	\$ -	\$ 381.95	\$ 3,646.45	\$ (326.45)	\$ 3,320.00
29001531	July 22, 2015	\$ 9,411.50	\$ -	\$ 1,101.15	\$ 10,512.65	\$ (941.15)	\$ 9,571.50
29001561	July 31, 2015	\$ 8,553.00	\$ -	\$ 1,000.70	\$ 9,553.70	\$ (855.30)	\$ 8,698.40
29001589	August 19, 2015	\$ 24,067.00	\$ -	\$ 2,815.84	\$ 26,882.84	\$ (2,406.70)	\$ 24,476.14
29001607	August 31, 2015	\$ 9,403.50	\$ -	\$ 1,100.21	\$ 10,503.71	\$ (940.35)	\$ 9,563.36
29001642	September 16, 2015	\$ 3,418.50	\$ -	\$ 399.96	\$ 3,818.46	\$ (341.85)	\$ 3,476.61
29001657	September 30, 2015	\$ 11,405.00	\$ -	\$ 1,334.39	\$ 12,739.39	\$ (1,140.50)	\$ 11,598.89
29001684	October 21, 2015	\$ 10,560.00	\$ 199.51	\$ 1,261.46	\$ 12,020.97	\$ (1,056.00)	\$ 10,964.97
29001717	October 31, 2015	\$ 2,169.50	\$ -	\$ 253.83	\$ 2,423.33	\$ (216.95)	\$ 2,206.38
<b>TOTAL</b>		<b>\$ 599,313.00</b>	<b>\$ 1,480.92</b>	<b>\$ 70,312.14</b>	<b>\$ 671,106.06</b>	<b>\$ (59,931.30)</b>	<b>\$ 611,174.76</b>

**TAB "iii"**

This is Exhibit "C"  
to the affidavit of Paul Bishop,  
sworn before me on the 26<sup>th</sup> day  
of November, 2015



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Commissioner for Taking Affidavits

Elizabeth Briane Kagedan, a Commissioner, etc.,  
Province of Ontario, while a Student-at-Law.  
Expires April 1, 2017.

Exhibit "C"

Summary of FTI Monitor Fees

Services Rendered November 18, 2013 - October 31, 2015

Professional	Title	Hours	Hourly Rate	Total
Paul Bishop	Senior Managing Director	126.70	\$ 840.00	\$ 106,428.00
Paul Bishop	Senior Managing Director	315.20	\$ 830.00	\$ 261,616.00
Steven Bissell	Managing Director	73.20	\$ 720.00	\$ 52,704.00
Steven Bissell	Managing Director	184.60	\$ 710.00	\$ 131,066.00
Pamela Luthra	Senior Director	28.10	\$ 620.00	\$ 17,422.00
Ellen Dong	Senior Consultant	10.70	\$ 395.00	\$ 4,226.50
Michael Kennedy	Senior Consultant	13.60	\$ 395.00	\$ 5,372.00
Michael Kennedy	Consultant	54.40	\$ 325.00	\$ 17,680.00
Golnaz Haghiri	Consultant	1.60	\$ 290.00	\$ 464.00
Linda Kelly	Admin. Professional	20.30	\$ 115.00	\$ 2,334.50
<b>TOTAL</b>		<b>828.40</b>		<b>\$ 599,313.00</b>
<b>Less Voluntary Reduction (10%)</b>				<b>\$ (59,931.30)</b>
<b>Net Professional Fees</b>				<b>\$ 539,381.70</b>

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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST  
Proceeding commenced at Toronto**

**AFFIDAVIT OF PAUL BISHOP  
(SWORN NOVEMBER 26, 2015)**

**STIKEMAN ELLIOTT LLP**  
Barristers & Solicitors  
5300 Commerce Court West  
199 Bay Street  
Toronto, Canada M5L 1B9

**David R. Byers LSUC #: 22992W**  
Tel: (416) 869-5697  
**Maria Konyukhova LSUC#: 52880V**  
Tel: (416) 869-5230  
Fax: (416) 861-0445

Lawyers for the Monitor

**TAB D**

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"

AFFIDAVIT OF DAVID R. BYERS  
(Sworn November 26, 2015)

I, David R. Byers, of the City of Toronto, in the Province of Ontario, **MAKE  
OATH AND SAY:**

1. I am a partner in the law firm of Stikeman Elliott LLP ("**Stikeman Elliott**"), solicitors for FTI Consulting Canada Inc. ("**FTI Consulting**"), in its capacity as the court-appointed monitor (the "**Monitor**") of C International Inc., formerly Cinram International Inc. ("**CII**"), CII Trust, C International Income Fund, formerly Cinram International Income Fund (the "**Fund**") and the companies listed in **Schedule "A"** (together with CII, CII Trust and the Fund, the "**Applicants**"). As such, I have knowledge of the matters to which I hereinafter depose.

2. By order of the Honourable Mr. Justice Morawetz dated June 25, 2012 (the "**Initial Order**"), the Applicants obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "**CCAA**").

The Initial Order appointed FTI Consulting as Monitor of the Applicants. The proceedings commenced by the Applicants under the CCAA will be referred to herein as the “**CCAA Proceedings**”.

3. This Affidavit is made in support of a motion for, *inter alia*, the approval of the fees and disbursements of the Monitor and its legal counsel Stikeman Elliott for the period from November 8, 2013 to October 20, 2015.

4. During the period from November 8, 2013 to October 20, 2015, Stikeman Elliott docketed hours in respect of the CCAA Proceedings, amounting to legal fees in the amount of \$66,012.65 and disbursements and other charges in the amount of \$972.28 plus Harmonized Sales Tax (“**HST**”) of \$8,616.61. Attached and marked collectively as **Exhibit “A”** to this Affidavit are copies of the accounts rendered by Stikeman Elliott to the Monitor in connection with the CCAA Proceedings from November 8, 2013 to October 20, 2015, in the total amount of \$75,601.54, which have been redacted to remove confidential information and Stikeman Elliott’s banking coordinates.

5. Attached hereto as **Exhibit “B”** is a schedule summarizing each invoice in Exhibit “A”, including the fees, expenses, HST and total fees charged in each invoice.

6. Attached hereto as **Exhibit “C”** is a schedule summarizing the billing rates and total amounts billed with respect to each member of Stikeman Elliott who rendered services in the CCAA Proceedings.

7. The hourly billing rate applied in the invoices of Stikeman Elliott are Stikeman Elliott’s normal hourly rates which were in effect from November 8, 2013 to October

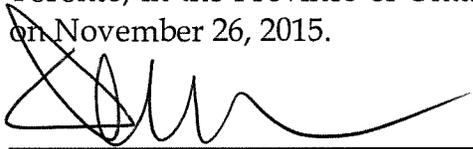
20, 2015 and are comparable to the hourly rates charged by Stikeman Elliott for services rendered in relation to similar proceedings.

8. The rates charged by Stikeman Elliott throughout the course of the CCAA Proceedings are comparable to the rates charged by other firms in the Toronto market for the provision of similar restructuring services.

9. Additional professional time will be required to complete the CCAA Proceedings. Such services are anticipated to result in fees and expenses in the amount of US\$ 30,000.00.

10. This Affidavit is sworn in support of a motion for, *inter alia*, the approval of the fees and disbursements of the Monitor and its legal counsel Stikeman Elliott and for no improper purpose.

SWORN BEFORE ME at the City of  
Toronto, in the Province of Ontario,  
on November 26, 2015.



Commissioner for Taking Affidavits

James SF Wilson

LSAC # 58500E



David R. Byers

## 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.) Holdings' 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

## EXHIBIT "A"

**EXHIBIT "B"**

**Summary of Stikeman Elliott Invoices  
Invoices dated November 8, 2013 to October 20, 2015**

<b>Invoice #</b>	<b>Date</b>	<b>Fees</b>	<b>Expenses</b>	<b>HST</b>	<b>Total</b>
5220874	December 16, 2013	\$ 9,927.25	\$ 63.85	\$ 1,290.54	\$ 11,281.64
5229956	January 23, 2014	\$ 2,985.75	\$ 270.30	\$ 388.15	\$ 3,644.20
5237640	February 19, 2014	\$ 1,573.80	\$ 0.00	\$ 204.59	\$ 1,778.39
5248983	March 31, 2014	\$ 7,946.20	\$ 67.67	\$ 1,033.01	\$ 9,046.88
5265453	June 19, 2014	\$ 8,042.80	\$ 32.18	\$ 1,045.56	\$ 9,120.54
5285531	September 17, 2014	\$ 2,745.00	\$ 83.25	\$ 356.85	\$ 3,185.10
5293058	October 27, 2014	\$ 3,706.00	\$ 0.00	\$ 481.78	\$ 4,187.78
5302455	November 13, 2014	\$ 7,550.00	\$ 186.03	\$ 981.50	\$ 8,717.53
5310294	December 18, 2014	\$ 2,189.00	\$ 54.19	\$ 291.61	\$ 2,534.80
5317539	January 15, 2015	\$ 962.50	\$ 47.51	\$ 131.31	\$ 1,141.32
5357410	June 15, 2015	\$ 5,143.25	\$ 94.62	\$ 680.91	\$ 5,918.78
5372460	August 17, 2015	\$ 6,531.00	\$ 0.00	\$ 849.03	\$ 7,380.03
5377703	September 28, 2015	\$ 4,377.50	\$ 72.68	\$ 578.53	\$ 5,028.71
5387252	October 20, 2015	\$ 2,332.60	\$ 0.00	\$ 303.24	\$ 2,635.84
<b>TOTAL</b>		<b>\$ 66,012.65</b>	<b>\$ 972.28</b>	<b>\$ 8,616.61</b>	<b>\$ 75,601.54</b>

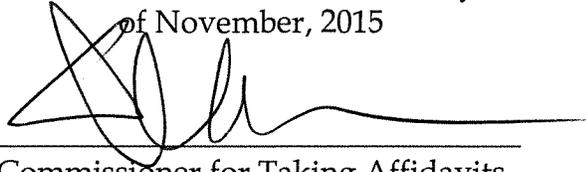
**EXHIBIT "C"**

**Summary of Stikeman Elliott Billing Rates and Amounts Billed  
Services Rendered from November 8, 2013 to October 20, 2015**

<b>Name</b>	<b>Position</b>	<b>Total Hours</b>	<b>Hourly Rate</b>	<b>Total</b>
D. Byers	Partner	4.51	\$ 900.00	\$ 4,059.00
M. Konyukhova	Partner	18.41	\$ 675.00	\$ 12,426.75
M. Konyukhova	Partner	31.08	\$ 610.00	\$ 18,958.80
M. Konyukhova	Partner	20.67	\$ 575.00	\$ 11,885.25
K. Esaw	Associate	21.68	\$ 550.00	\$ 11,924.00
K. O'Farrell	Associate	0.32	\$ 475.00	\$ 152.00
Y. Katirai	Associate	8.36	\$ 500.00	\$ 4,180.00
Y. Katirai	Associate	0.86	\$ 425.00	\$ 352.75
S. Amiel	Associate	2.14	\$ 440.00	\$ 941.60
P. Corney	Associate	0.25	\$ 440.00	\$ 110.00
R. Adeniran	Articling Student	2.83	280.00	792.40
L. Elmhirst	Articling Student	0.78	\$ 295.00	\$ 230.10
<b>TOTAL</b>		<b>111.89</b>	<b>\$ N/A</b>	<b>\$ 66,012.65</b>

**TAB "i"**

This is Exhibit "A"  
to the affidavit of David R. Byers,  
sworn before me on the 26<sup>th</sup> day  
of November, 2015



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Commissioner for Taking Affidavits

# STIKEMAN ELLIOTT

Stikeman Elliott LLP, Barristers & Solicitors  
5300 Commerce Court West, 199 Bay Street, Toronto, Canada M5L 1B9  
Tel: (416) 869-5500 Fax: (416) 947-0866 www.stikeman.com

G.S.T./H.S.T. NO. 1214111360001  
Q.S.T. No. 1018978624

## Invoice

FTI Consulting Canada Inc.  
TD Waterhouse Tower  
Suite 2010, P.O. Box 104  
79 Wellington Street, West  
Toronto, ON M5K 1G8

December 16, 2013  
File No. 1282601006

Invoice No. 5220874

Attention: Paul Bishop

FOR PROFESSIONAL SERVICES RENDERED in connection with Cinram International for the period up to November 30, 2013.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Nov 8, 2013	M. Konyukhova	0.75	Review letter from [REDACTED] requesting payment; review [REDACTED] and Stay Lift Order; attend to emails with FTI regarding the same; calls with [REDACTED] email to [REDACTED] with respect to not making payment
Nov 19, 2013	M. Konyukhova	1.25	Draft Stay Extension Report; attend to emails regarding fee affidavits
Nov 20, 2013	M. Konyukhova	1.42	Attend to emails with respect to fee affidavit; work on report
Nov 21, 2013	M. Konyukhova	2.75	Work on report and fee affidavits; attend to emails with FTI regarding the same
Nov 22, 2013	M. Konyukhova	0.42	Review agreement regarding [REDACTED] emails with S. Bissell with respect to the same
Nov 25, 2013	Y. Katirai	0.50	Revised fee affidavits of D. Byers and P. Bishop
Nov 25, 2013	M. Konyukhova	2.75	Review Landlord's Acknowledgement and Consent; call with S. Bissell regarding revisions; call with C. Descours and S. Bissell with respect to the same; work on motion materials for fee approval
Nov 26, 2013	Y. Katirai	0.33	Compiled fee approval affidavits
Nov 26, 2013	M. Konyukhova	0.75	Review revised landlord's acknowledgement and consent and provide comments
Nov 27, 2013	M. Konyukhova	4.25	Revise report; emails and call with FTI with respect to the same; review FTI and Stikeman Elliott invoices to be submitted in Court for confidential information and redact; call with S.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Nov 28, 2013	M. Konyukhova	1.50	Bissell regarding same Revise report; email to Goodmans; review comments on report; revise report; review revised fee affidavit; provide instructions with respect to finalizing same; further revisions to report; email to Blakes; review draft Order
Nov 29, 2013	D.R. Byers	0.25	Review Motion Record for Stay Extension and draft Order
Nov 29, 2013	M. Konyukhova	0.42	Review comments and revise report; attend to emails regarding finalizing materials and service

#### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	0.25	\$900.00	\$225.00
Y. Katirai	0.83	425.00	352.75
M. Konyukhova	16.26	575.00	9,349.50

#### FEES

Professional Services	CAD \$9,927.25
HST @ 13.0%	1,290.54
<b>Total Professional Services and Taxes</b>	<b>CAD \$11,217.79</b>

#### CHARGES SUMMARY

<u>Description</u>	<u>Total</u>
Photocopies	11.50
HST @ 13.0%	1.50
<b>Total Charges and Taxes</b>	<b>CAD \$13.00</b>

#### DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Total</u>
Agents' Fees	45.00
HST @ 13.0%	5.85
<b>Total Disbursements and Taxes</b>	<b>CAD \$50.85</b>

INVOICE SUMMARY

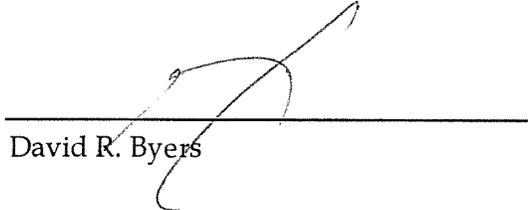
Invoice No. 5220874

Re: Cinram International

File No. 1282601006

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	9,927.25	0.00	\$9,927.25
HST @ 13.0%			1,290.54
Charges	11.50	0.00	11.50
HST @ 13.0%			1.50
Disbursements	45.00	0.00	45.00
HST @ 13.0%			5.85
<b>AMOUNT DUE</b>			<b><u>CAD \$11,281.64</u></b>

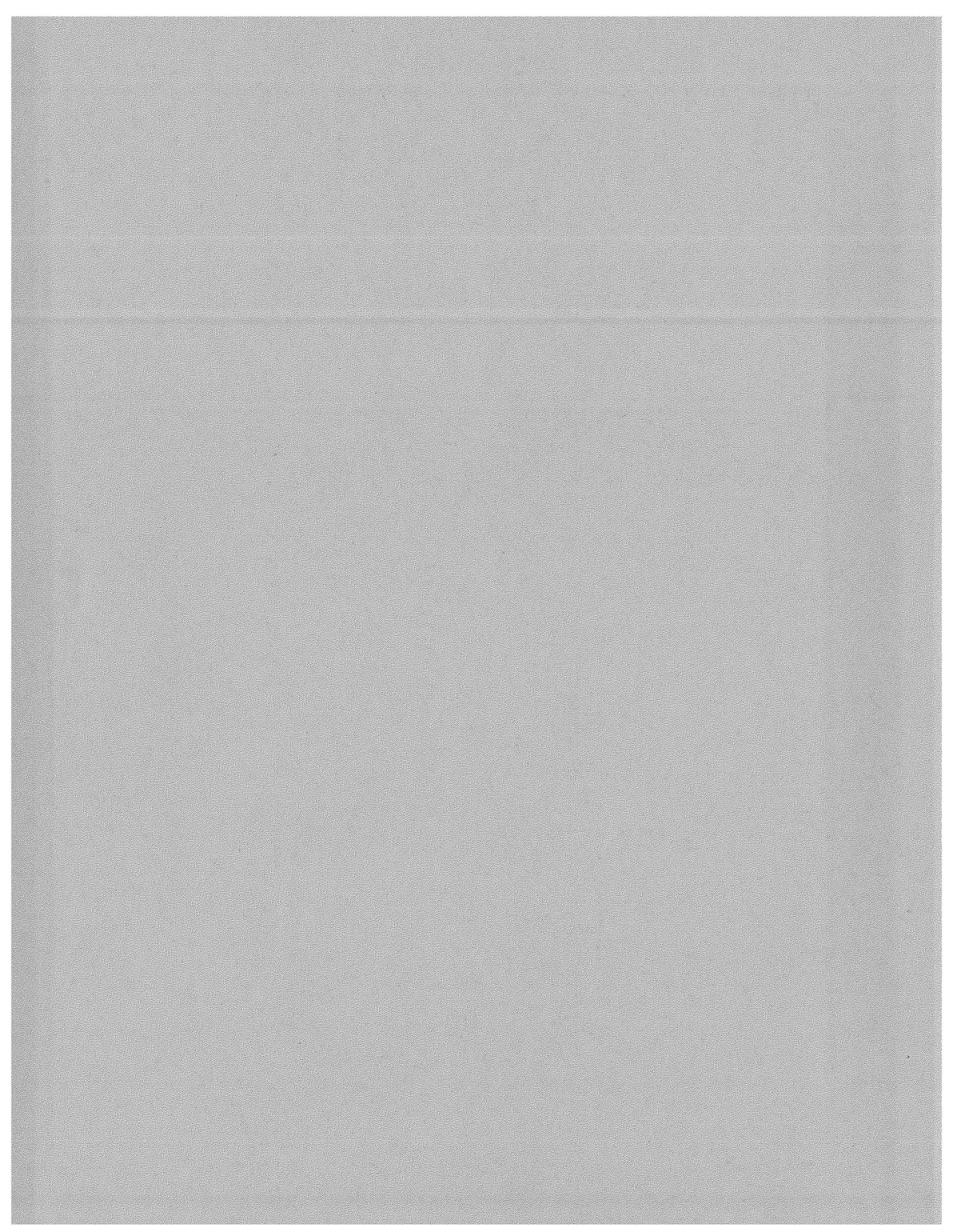
STIKEMAN ELLIOTT LLP



David R. Byers

**Accounts are due when rendered. Please note that a prevailing quarterly pre-judgement interest rate will be charged for amounts unpaid 30 days or more.**

Disbursements and charges may not have been posted at the date of this account.  
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# STIKEMAN ELLIOTT

Stikeman Elliott LLP, Barristers & Solicitors  
5300 Commerce Court West, 199 Bay Street, Toronto, Canada M5L 1B9  
Tel: (416) 869-5500 Fax: (416) 947-0866 www.stikeman.com

G.S.T./H.S.T. NO. 1214111360001  
Q.S.T. No. 1018978624

## Invoice

FTI Consulting Canada Inc.  
TD Waterhouse Tower  
Suite 2010, P.O. Box 104  
79 Wellington Street, West  
Toronto, ON M5K 1G8

January 23, 2014  
File No. 1282601006

Invoice No. 5229956

Attention: Paul Bishop

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Cinram International for the period up to December 31, 2013.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Dec 2, 2013	D.R. Byers	0.33	Review final version of Monitor Report and appendices
Dec 2, 2013	M. Konyukhova	0.83	Attend to finalizing the Report and Fee Affidavits; attend to service and filing of same
Dec 5, 2013	D.R. Byers	0.17	Review endorsement of Justice Morawetz and executed Order
Dec 5, 2013	M. Konyukhova	3.33	Preparation for and attendance at motion to extend stay and approve fees
Dec 23, 2013	M. Konyukhova	0.25	Review email with respect to WEPPA; email to P. Bishop

### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	0.50	\$900.00	\$450.00
M. Konyukhova	4.41	575.00	2,535.75

### FEES

Professional Services	CAD \$2,985.75
HST @ 13.0%	388.15
<b>Total Professional Services and Taxes</b>	<b>CAD \$3,373.90</b>

**CHARGES SUMMARY**

<u>Description</u>	<u>Total</u>
Photocopies	167.00
HST @ 13.0%	21.71
<b>Total Charges and Taxes</b>	<b>CAD \$188.71</b>

**DISBURSEMENTS SUMMARY**

<u>Description</u>	<u>Total</u>
Agent's Fees	45.00
Book Binding/ Binders	5.74
Travel - Taxis	21.46
HST @ 13.0%	9.39
<b>Total Disbursements and Taxes</b>	<b>CAD 81.59</b>

**INVOICE SUMMARY**

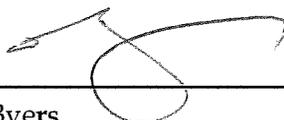
Invoice No. 5229956

Re: Cinram International

File No. 1282601006

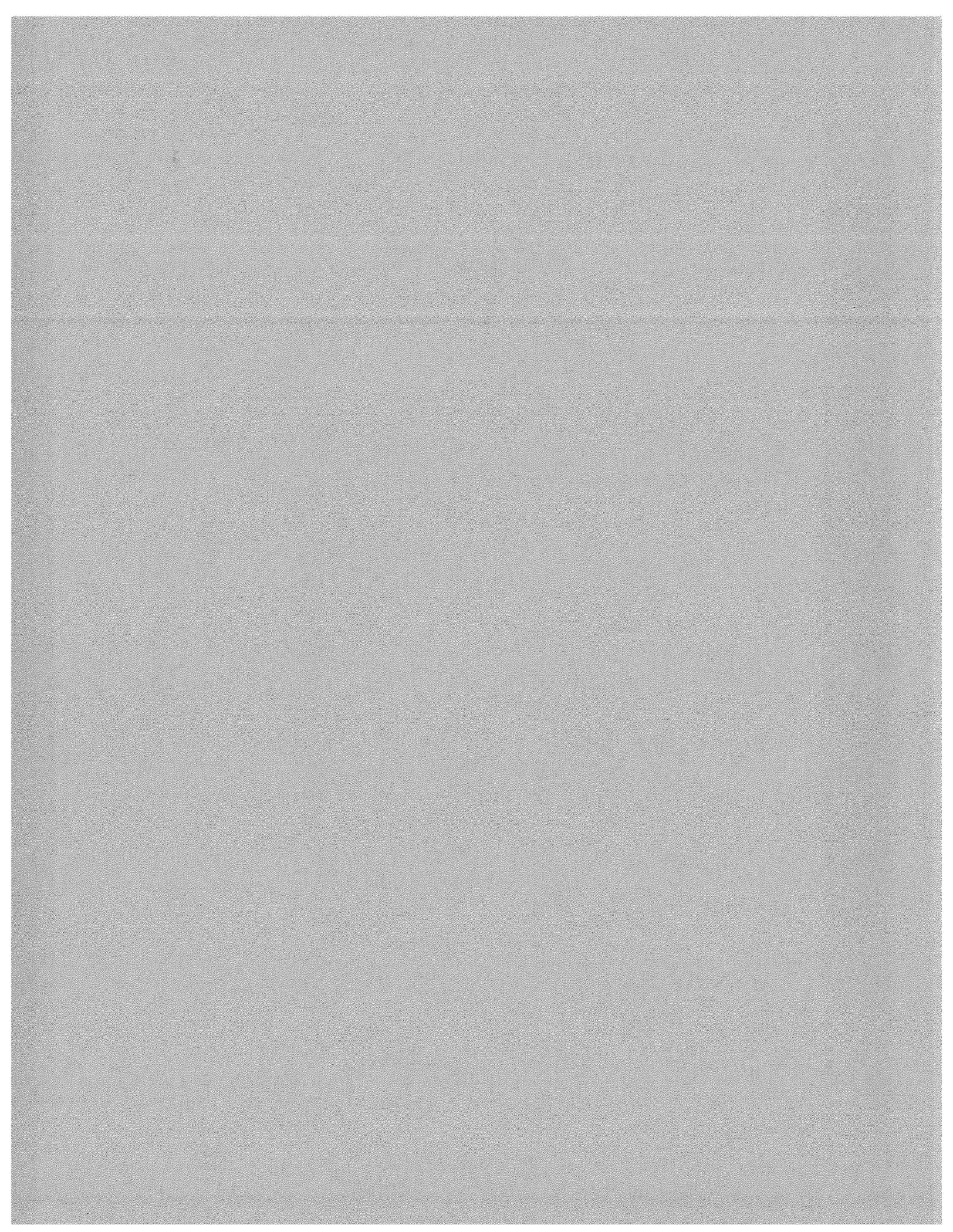
	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	2,985.75	0.00	\$2,985.75
HST @ 13.0%			388.15
Charges	167.00	0.00	167.00
HST @ 13.0%			21.71
Disbursements	72.20	0.00	72.20
HST @ 13.0%			9.39
<b>AMOUNT DUE</b>			<b><u>CAD \$3,644.20</u></b>

**STIKEMAN ELLIOTT LLP**

  
\_\_\_\_\_  
David R. Byers

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G.S.T./H.S.T. NO. 1214111360001  
Q.S.T. No. 1018978624

## Invoice

FTI Consulting Canada Inc.  
TD Waterhouse Tower  
Suite 2010, P.O. Box 104  
79 Wellington Street, West  
Toronto, ON M5K 1G8

February 19, 2014  
File No. 1282601006

Invoice No. 5237640

Attention: Paul Bishop

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Cinram International for the period up to January 31, 2014.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Jan 6, 2014	M. Konyukhova	0.75	Call with S. Bissell regarding Deloitte Engagement Letter; review Engagement Letter
Jan 7, 2014	M. Konyukhova	0.75	Review Deloitte Engagement Letter; consider Indemnity and other issues; call with S. Bissell
Jan 8, 2014	M. Konyukhova	0.58	Call with S. Bissell regarding Deloitte Engagement Letter; draft additional language for letter
Jan 21, 2014	M. Konyukhova	0.50	Call with Deloitte and FTI with respect to Engagement Letter

### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
M. Konyukhova	2.58	\$610.00	\$1,573.80

#### FEES

Professional Services	CAD \$1,573.80
HST @ 13.0%	204.59
<b>Total Professional Services and Taxes</b>	<b>CAD \$1,778.39</b>

**INVOICE SUMMARY**

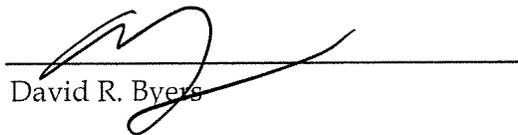
Invoice No. 5237640

Re: Cinram International

File No. 1282601006

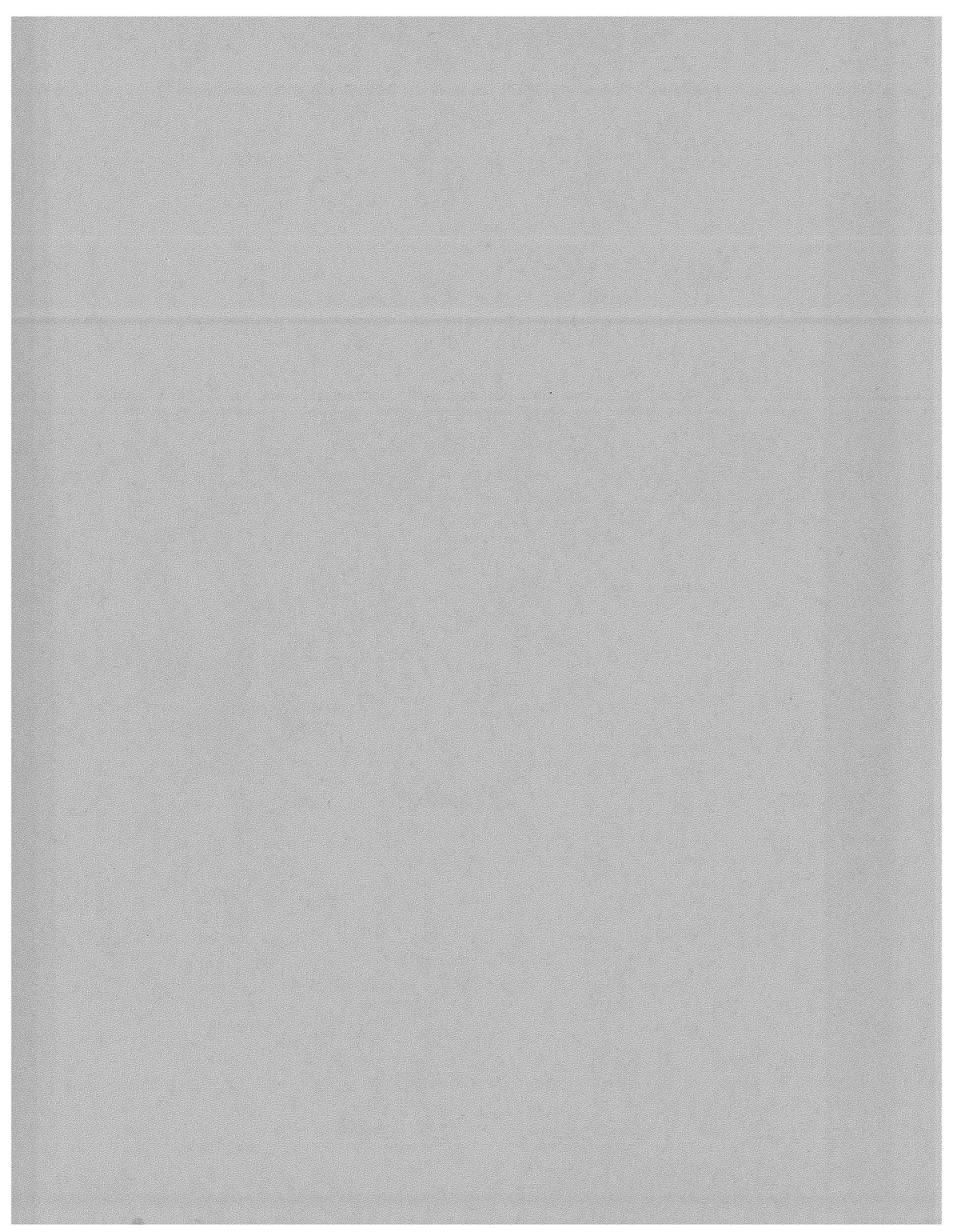
	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	1,573.80	0.00	\$1,573.80
HST @ 13.0%			204.59
<b>AMOUNT DUE</b>			<b><u>CAD \$1,778.39</u></b>

**STIKEMAN ELLIOTT LLP**

  
David R. Byers

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G.S.T./H.S.T. NO. 1214111360001  
Q.S.T. No. 1018978624

## Invoice

FTI Consulting Canada Inc.  
TD Waterhouse Tower  
Suite 2010, P.O. Box 104  
79 Wellington Street, West  
Toronto, ON M5K 1G8

March 31, 2014  
File No. 1282601006

Invoice No. 5248983

Attention: Paul Bishop

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Cinram International for the period up to March 31, 2014.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Feb 3, 2014	M. Konyukhova	0.58	Review Deloitte engagement letter and provide comments
Feb 4, 2014	M. Konyukhova	0.17	Call with S. Bissell regarding Deloitte engagement letter
Feb 12, 2014	M. Konyukhova	0.58	Review Letter of Intent and draft Asset Purchase Agreement with respect to Olyphant property; emails with FTI with respect to the same
Feb 13, 2014	M. Konyukhova	0.25	Telephone call with P. Bishop and M. Wagner with respect to Olyphant property sale
Mar 6, 2014	M. Konyukhova	4.75	Review Cushman & Wakefield report; review PSA; draft Report regarding sale approval
Mar 7, 2014	M. Konyukhova	0.25	Review comments on draft Report
Mar 10, 2014	M. Konyukhova	0.42	Revise Report; email to Goodmans
Mar 11, 2014	M. Konyukhova	1.42	Review comments; review draft Order; revise Report
Mar 19, 2014	M. Konyukhova	0.33	Review comments on report; revise report; email to M. Chow; emails with P. Bishop;
Mar 20, 2014	M. Konyukhova	1.75	Review comments on Report; emails with FTI with respect to same; review draft Order; provide comments; revise Report; review PSA regarding Monitor's Certificate
Mar 21, 2014	D.R. Byers	0.75	Review and sign-off on Monitor's Report; review Motion Record
Mar 21, 2014	M. Konyukhova	1.42	Attend to emails regarding Monitor's Report; revise Report; emails with Goodmans regarding

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			service and finalizing report; finalize Report; attend to service and filing of same

**FEE SUMMARY**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	0.75	\$900.00	\$675.00
M. Konyukhova	11.92	610.00	7,271.20

FEES		
Professional Services		CAD \$7,946.20
HST @ 13.0%		1,033.01
<b>Total Professional Services and Taxes</b>		<b>CAD \$8,979.21</b>

**CHARGES SUMMARY**

<u>Description</u>	<u>Total</u>
Photocopies	53.00
HST @ 13.0%	6.88
<b>Total Charges and Taxes</b>	<b>CAD \$59.88</b>

**DISBURSEMENTS SUMMARY**

<u>Description</u>	<u>Total</u>
Book Binding/ Binders	3.02
Telephone	3.87
HST @ 13.0%	0.90
<b>Total Disbursements and Taxes</b>	<b>CAD \$7.79</b>

INVOICE SUMMARY

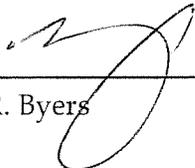
Invoice No. 5248983

Re: Cinram International

File No. 1282601006

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	7,946.20	0.00	\$7,946.20
HST @ 13.0%			1,033.01
Charges	53.00	0.00	53.00
HST @ 13.0%			6.88
Disbursements	6.89	0.00	6.89
HST @ 13.0%			0.90
<b>AMOUNT DUE</b>			<b><u>CAD \$9,046.88</u></b>

STIKEMAN ELLIOTT LLP

  
\_\_\_\_\_  
David R. Byers

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G.S.T./H.S.T. NO. 1214111360001  
Q.S.T. No. 1018978624

## Invoice

FTI Consulting Canada Inc.  
TD Waterhouse Tower  
Suite 2010, P.O. Box 104  
79 Wellington Street, West  
Toronto, ON M5K 1G8

June 19, 2014  
File No. 1282601006

Invoice No. 5265453

Attention: Paul Bishop

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Cinram International for the period up to May 31, 2014.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
May 8, 2014	M. Konyukhova	0.25	Attend to emails regarding Stay Extension; review prior Orders
May 14, 2014	M. Konyukhova	0.58	Attend to emails regarding employee document request; consider privacy issues; email to K. O'Ferrall; emails with FTI
	K. O'Ferrall	0.32	Reviewing and responding to email from M. Konyukhova regarding employee document request
May 15, 2014	M. Konyukhova	0.25	Attend to emails regarding employee request for information
May 16, 2014	M. Konyukhova	0.92	Attend to correspondence regarding employee issue; review draft Stay Extension materials; consider Report content; emails with FTI regarding the same
May 20, 2014	M. Konyukhova	4.25	Review prior Reports of Monitor; call with P. Bishop and S. Bissell regarding Stay Extension Motion; draft Monitor's Report
May 21, 2014	M. Konyukhova	1.42	Revise draft Monitor's Report; review comments and additions to Report; revise same; attend to email correspondence regarding Notice of Motion and Order; attend to emails with respect to Report and attend to further revisions
May 22, 2014	D.R. Byers	0.25	Review Stay Extension Motion Record
	M. Konyukhova	1.75	Review comments and revise Report; emails with FTI, Goodmans and Blakes; review further comments; attend to compiling Report and

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
May 23, 2014	D.R. Byers	0.33	appendices; review Motion Record
	M. Konyukhova	0.58	Review Monitor's Thirteenth Report
			Finalize the Report and attend to service and filing of same
May 30, 2014	M. Konyukhova	2.08	Prepare for and attend Motion for Stay Extension

#### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	0.58	\$900.00	\$522.00
M. Konyukhova	12.08	610.00	7,368.80
K. O'Ferrall	0.32	475.00	152.00

#### FEES

Professional Services	CAD \$8,042.80
HST @ 13.0%	1,045.56
<b>Total Professional Services and Taxes</b>	<b>CAD \$9,088.36</b>

#### CHARGES SUMMARY

<u>Description</u>	<u>Total</u>
Photocopies	26.00
HST @ 13.0%	3.38
<b>Total Charges and Taxes</b>	<b>CAD \$29.38</b>

#### DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Total</u>
Book Binding/Binders	2.48
HST @ 13.0%	0.32
<b>Total Disbursements and Taxes</b>	<b>CAD \$2.80</b>

**INVOICE SUMMARY**

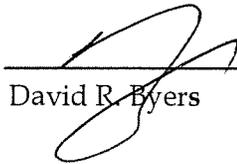
Invoice No. 5265453

Re: Cinram International

File No. 1282601006

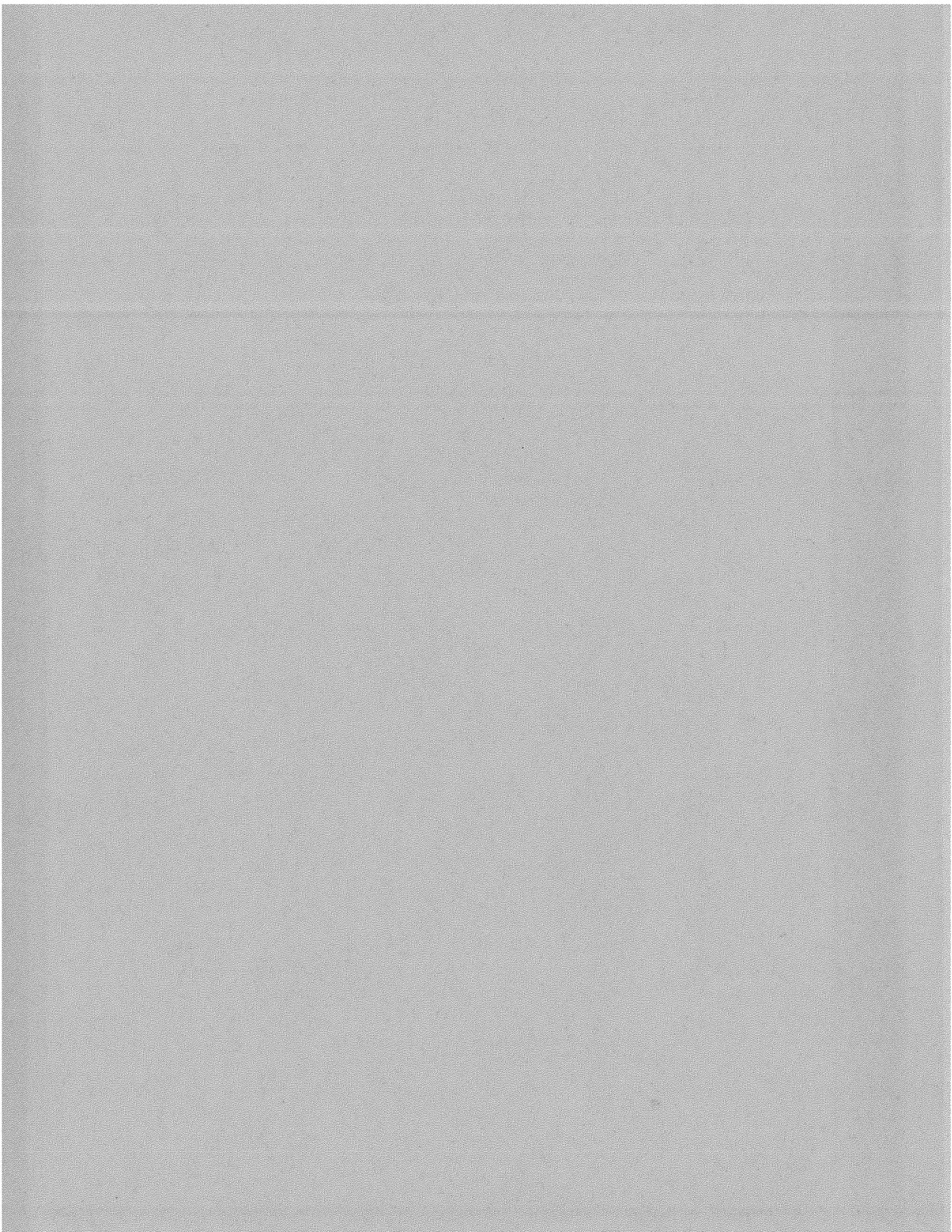
	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	8,042.80	0.00	\$8,042.80
HST @ 13.0%			1,045.56
Charges	26.00	0.00	26.00
HST @ 13.0%			3.38
Disbursements	2.48	0.00	2.48
HST @ 13.0%			0.32
<b>AMOUNT DUE</b>			<b><u>CAD \$9,120.54</u></b>

**STIKEMAN ELLIOTT LLP**

  
\_\_\_\_\_  
David R. Byers

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G.S.T./H.S.T. NO. 1214111360001  
Q.S.T. No. 1018978624

## Invoice

FTI Consulting Canada Inc.  
TD Waterhouse Tower  
Suite 2010, P.O. Box 104  
79 Wellington Street, West  
Toronto, ON M5K 1G8

September 17, 2014  
File No. 1282601006

Invoice No. 5285531

Attention: Paul Bishop

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Cinram International for the period up to August 31, 2014.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Jul 24, 2014	M. Konyukhova	0.58	Emails and call with S. Bissell and M. Wagner with respect to distributions from Cinram Iberia
Aug 7, 2014	M. Konyukhova	0.17	Voicemail from P. Bishop and emails with respect to fraudulent cheque issue
Aug 8, 2014	M. Konyukhova	0.58	Call with FTI and Goodmans regarding fraud issue and motion to release funds; attend to emails with respect to same
Aug 13, 2014	M. Konyukhova	0.25	Review emails regarding claims
Aug 18, 2014	M. Konyukhova	1.17	Review emails with respect to [REDACTED] claim and correspondence; review draft reply correspondence and provide comments; attend to emails regarding discharge from Cinram Receivership
Aug 21, 2014	M. Konyukhova	1.17	Review Receivership Order and Reports with respect to process; review WEPPA obligations; call with S. Bissell regarding Discharge Motion
Aug 28, 2014	M. Konyukhova	0.58	Work on Report for Receiver's Discharge

### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
M. Konyukhova	4.50	\$610.00	\$2,745.00

FEES

Professional Services

CAD \$2,745.00

HST @ 13.0%	356.85
<b>Total Professional Services and Taxes</b>	<b>CAD \$3,101.85</b>

**DISBURSEMENTS SUMMARY**

<u>Description</u>	<u>Total</u>
Agents' Fees	50.00
Travel - Taxis	23.67
HST @ 13.0%	9.58
<b>Total Disbursements and Taxes</b>	<b>CAD \$83.25</b>

**INVOICE SUMMARY**

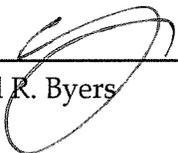
Invoice No. 5285531

Re: Cinram International

File No. 1282601006

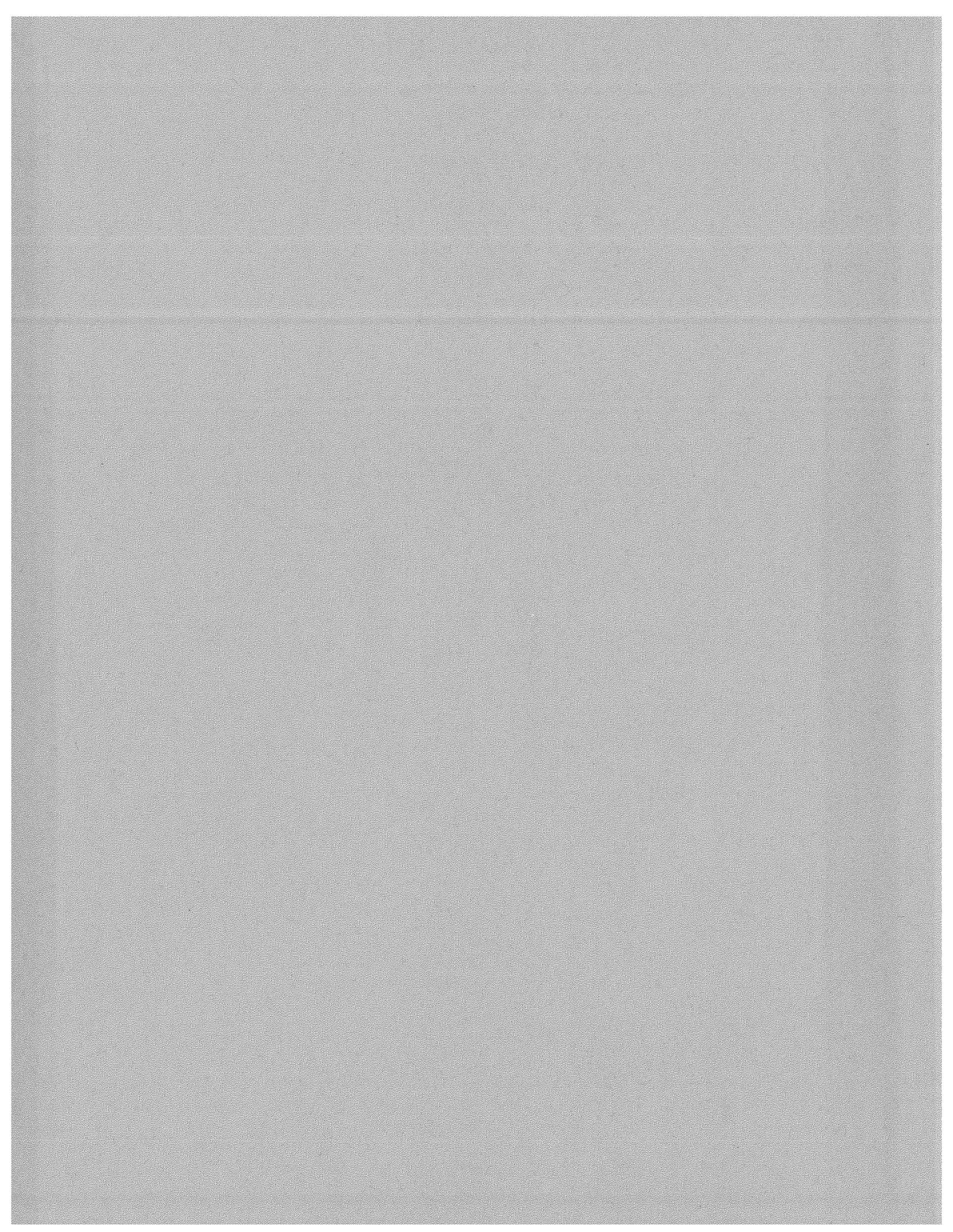
	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	2,745.00	0.00	\$2,745.00
HST @ 13.0%			356.85
Disbursements	73.67	0.00	73.67
HST @ 13.0%			9.58
<b>AMOUNT DUE</b>			<b><u>CAD \$3,185.10</u></b>

**STIKEMAN ELLIOTT LLP**

  
 \_\_\_\_\_  
 David R. Byers

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Q.S.T. No. 1018978624

## Invoice

FTI Consulting Canada Inc.  
TD Waterhouse Tower  
Suite 2010, P.O. Box 104  
79 Wellington Street, West  
Toronto, ON M5K 1G8

October 27, 2014  
File No. 1282601006

Invoice No. 5293058

Attention: Paul Bishop

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Cinram International for the period up to September 30, 2014.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Sep 19, 2014	D.R. Byers	0.17	Meeting with K. Esaw
Sep 19, 2014	K. Esaw	0.52	Call with P. Bishop; call with C. Descours; discussion with D. Byers
Sep 22, 2014	K. Esaw	0.77	Call with S. Bissell; call with M. Konyukhova
Sep 23, 2014	K. Esaw	0.58	Call with S. Bissell; call with C. Descours; review draft Monitor's Report
Sep 25, 2014	K. Esaw	1.55	Discussion with S. Bissell; discussion with C. Descours; review file
Sep 30, 2014	K. Esaw	3.04	Draft Report for release of funds and discharge; review CCAA materials

### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	0.17	\$900.00	\$153.00
K. Esaw	6.46	550.00	3,553.00

#### FEES

Professional Services	CAD \$3,706.00
HST @ 13.0%	481.78
<b>Total Professional Services and Taxes</b>	<b>CAD \$4,187.78</b>

INVOICE SUMMARY

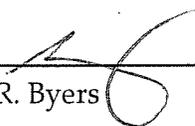
Invoice No. 5293058

Re: Cinram International

File No. 1282601006

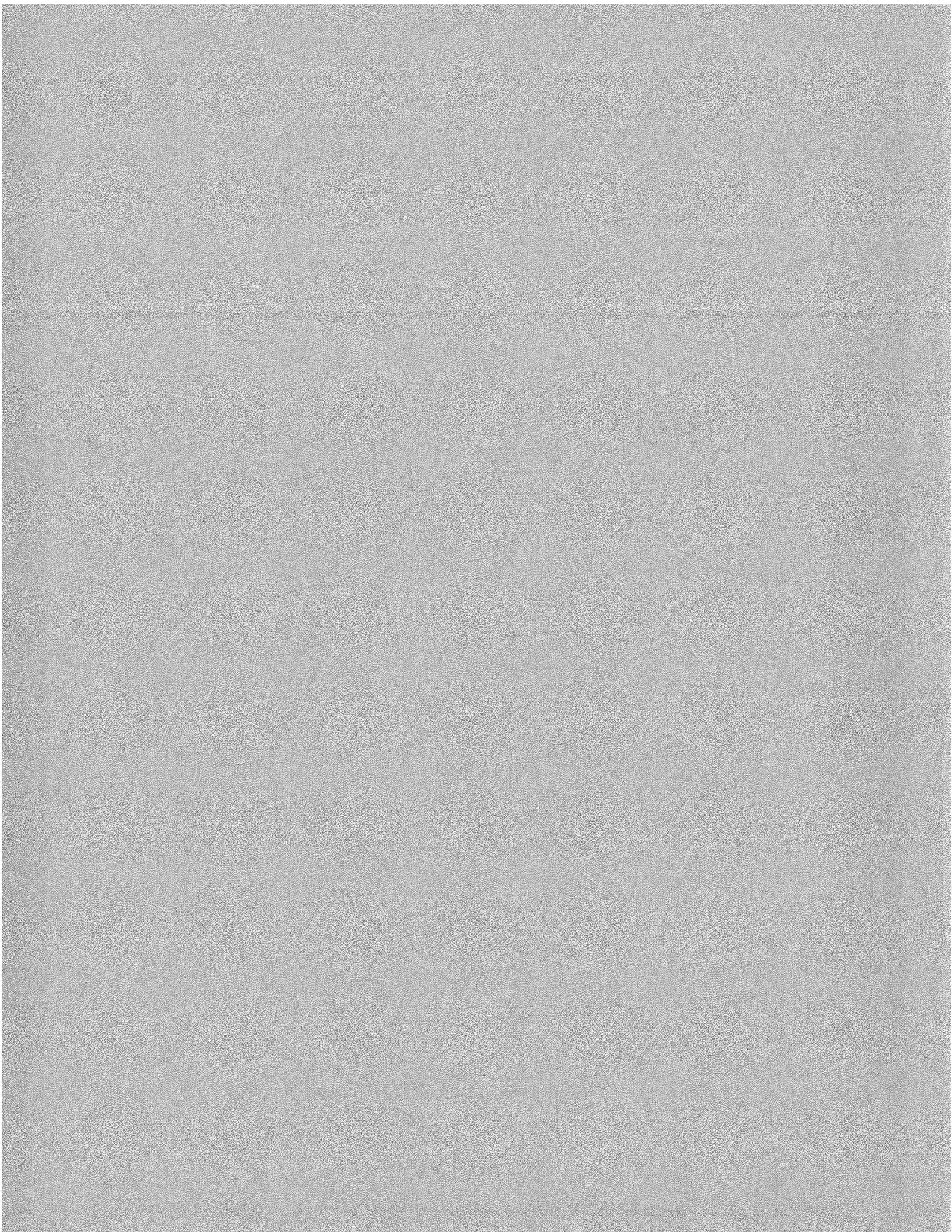
	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	3,706.00	0.00	\$3,706.00
HST @ 13.0%			481.78
<b>AMOUNT DUE</b>			<b><u>CAD \$4,187.78</u></b>

STIKEMAN ELLIOTT LLP

  
\_\_\_\_\_  
David R. Byers

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G.S.T./H.S.T. NO. 121411360001  
Q.S.T. No. 1018978624

## Invoice

FTI Consulting Canada Inc.  
TD Waterhouse Tower  
Suite 2010, P.O. Box 104  
79 Wellington Street, West  
Toronto, ON M5K 1G8

November 13, 2014  
File No. 1282601006

Invoice No. 5302455

Attention: Paul Bishop

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Cinram International for the period up to October 31, 2014.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Oct 1, 2014	D.R. Byers K. Esaw	0.42 1.00	Review and comment on draft Report Review court materials; correspondence with S. Bissell and M. Konyukhova
Oct 2, 2014	R. Adeniran	2.83	Updated Fee Affidavit to reflect post-receivership changes
Oct 2, 2014	K. Esaw	0.65	Correspondence with C. Descours, M. Wagner and S. Bissell; instructions to R. Adeniran; review Court materials
Oct 3, 2014	S. Amiel	2.14	Drafted the Discharge Order for the Receiver for October 15, 2014 motion.
Oct 3, 2014	K. Esaw	0.46	Finalize edits to Fourteenth Report; send report to S. Bissell; send Notice of Motion comments to C. Descours
Oct 6, 2014	K. Esaw	1.18	Update Receiver's Report; edit Discharge Order; review correspondence
Oct 7, 2014	K. Esaw	0.67	Finalize materials for Discharge Application
Oct 8, 2014	D.R. Byers	0.25	Review Applicants' Motion Record
Oct 8, 2014	K. Esaw	1.50	Finalize and serve Fourteenth Report of the Monitor
Oct 15, 2014	K. Esaw	3.74	Prepare for and attend hearing with respect to Receiver Discharge and fee release
Oct 27, 2014	D.R. Byers	0.17	Review Order and endorsement of Justice Morawetz as circulated by C. Descours

### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	0.84	\$900.00	\$756.00
K. Esaw	9.20	550.00	5,060.00
S. Amiel	2.14	440.00	941.60
R. Adeniran	2.83	280.00	792.40

FEES	
Professional Services	CAD \$7,550.00
HST @ 13.0%	981.50
<b>Total Professional Services and Taxes</b>	<b>CAD \$8,531.50</b>

### CHARGES SUMMARY

<u>Description</u>	<u>Total</u>
Photocopies	94.25
HST @ 13.0%	12.26
<b>Total Charges and Taxes</b>	<b>CAD \$106.51</b>

### DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Total</u>
Agents' Fees	37.50
Book Binding/Binders	6.10
Travel - Taxis	26.77
HST @ 13.0%	9.15
<b>Total Disbursements and Taxes</b>	<b>CAD \$79.52</b>

INVOICE SUMMARY

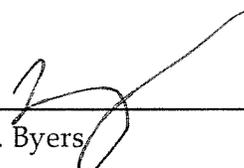
Invoice No. 5302455

Re: Cinram International

File No. 1282601006

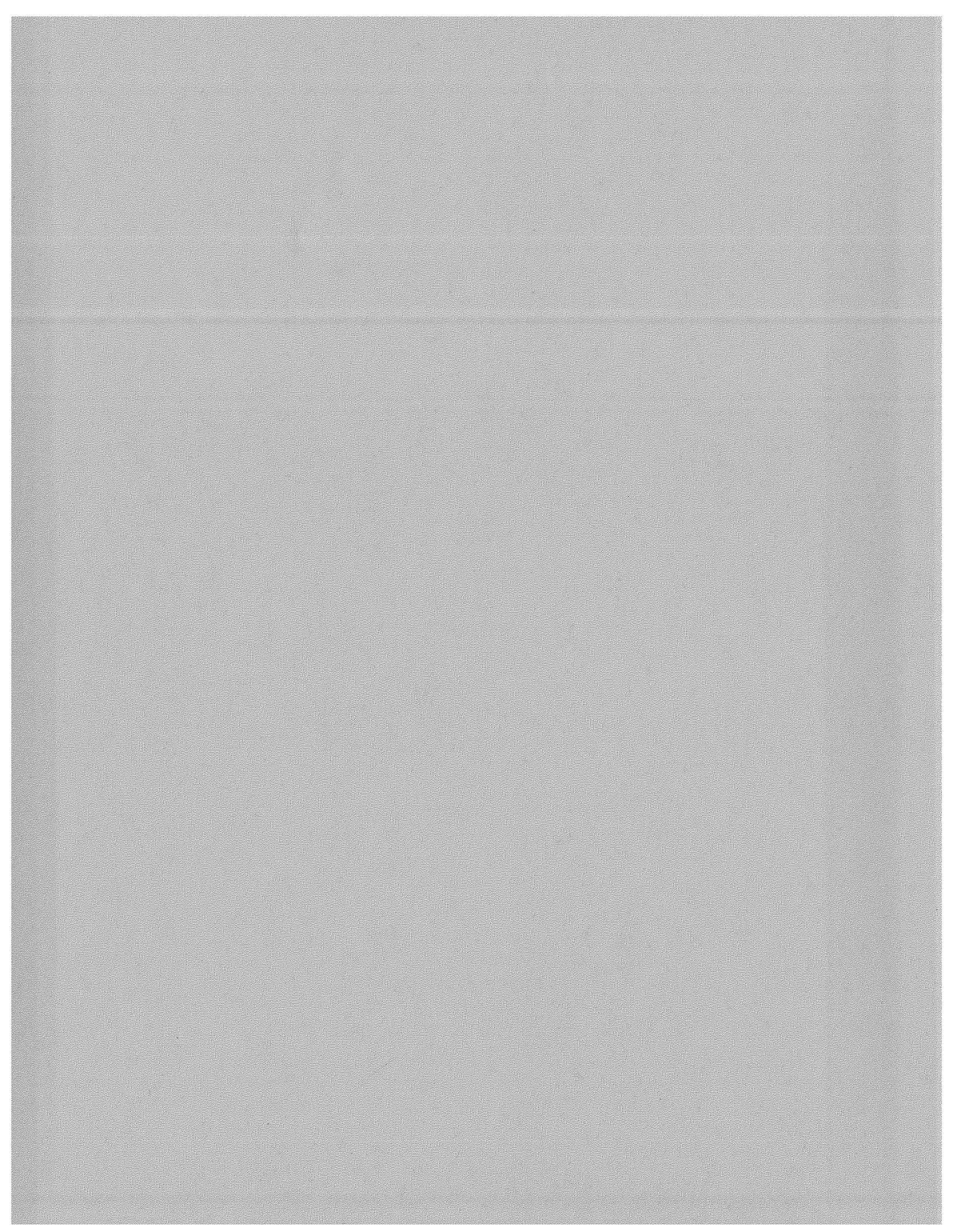
	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	7,550.00	0.00	\$7,550.00
HST @ 13.0%			981.50
Charges	94.25	0.00	94.25
HST @ 13.0%			12.26
Disbursements	70.37	0.00	70.37
HST @ 13.0%			9.15
<b>AMOUNT DUE</b>			<b><u>CAD \$8,717.53</u></b>

STIKEMAN ELLIOTT LLP

  
\_\_\_\_\_  
David R. Byers

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# STIKEMAN ELLIOTT

Stikeman Elliott LLP, Barristers & Solicitors  
5300 Commerce Court West, 199 Bay Street, Toronto, Canada M5L 1B9  
Tel: (416) 869-5500 Fax: (416) 947-0866 www.stikeman.com

G.S.T./H.S.T. NO. 1214111360001  
Q.S.T. No. 1018978624

## Invoice

FTI Consulting Canada Inc.  
TD Waterhouse Tower  
Suite 2010, P.O. Box 104  
79 Wellington Street, West  
Toronto, ON M5K 1G8

December 18, 2014  
File No. 1282601006

Invoice No. 5310294

Attention: Paul Bishop

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Cinram International for the period up to November 30, 2014.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Nov 6, 2014	K. Esaw	0.50	Attend on call regarding Dissolution of Cinram Spain
Nov 17, 2014	K. Esaw	1.76	Draft Fifteenth Report; call with S Bissell
Nov 21, 2014	K. Esaw	0.24	Update draft Report; correspondence with S Bissell and C Descours
Nov 24, 2014	K. Esaw	0.29	Edit Fifteenth Report; correspondence with S Bissell and C Descours
Nov 25, 2014	D.R. Byers	0.33	Review Stay Extension Motion and Monitor's Fifteenth Report regarding the same
Nov 25, 2014	K. Esaw	0.65	Finalize and serve Fifteenth Report

### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	0.33	\$900.00	\$297.00
K. Esaw	3.44	550.00	1,892.00

FEES	
Professional Services	CAD \$2,189.00
HST @ 13.0%	284.57
<b>Total Professional Services and Taxes</b>	<b>CAD \$2,473.57</b>

### CHARGES SUMMARY

<u>Description</u>	<u>Total</u>
Photocopies	1.25
HST @ 13.0%	0.16
<b>Total Charges and Taxes</b>	<b>CAD \$1.41</b>

### DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Total</u>
Agents' Fees	50.00
Book Binding/Binders	2.94
HST @ 13.0%	6.88
<b>Total Disbursements and Taxes</b>	<b>CAD \$59.82</b>

INVOICE SUMMARY

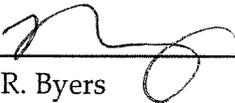
Invoice No. 5310294

Re: Cinram International

File No. 1282601006

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	2,189.00	0.00	\$2,189.00
HST @ 13.0%			284.57
Charges	1.25	0.00	1.25
HST @ 13.0%			0.16
Disbursements	52.94	0.00	52.94
HST @ 13.0%			6.88
<b>AMOUNT DUE</b>			<b><u>CAD \$2,534.80</u></b>

STIKEMAN ELLIOTT LLP

  
\_\_\_\_\_  
David R. Byers

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G.S.T./H.S.T. NO. 1214111360001  
Q.S.T. No. 1018978624

## Invoice

FTI Consulting Canada Inc.  
TD Waterhouse Tower  
Suite 2010, P.O. Box 104  
79 Wellington Street, West  
Toronto, ON M5K 1G8

January 15, 2015  
File No. 1282601006

Invoice No. 5317539

Attention: Paul Bishop

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Cinram International for the period up to December 31, 2014.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Dec 2, 2014	K. Esaw	1.75	Prepare for and attend hearing regarding stay extension

### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
K. Esaw	1.75	\$550.00	\$962.50

#### FEES

Professional Services	CAD \$962.50
HST @ 13.0%	125.13
<b>Total Professional Services and Taxes</b>	<b>CAD \$1,087.63</b>

### DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Total</u>
Agents' Fees	47.51
HST @ 13.0%	6.18
<b>Total Disbursements and Taxes</b>	<b>CAD \$53.69</b>

## INVOICE SUMMARY

Invoice No. 5317539

Re: Cinram International

File No. 1282601006

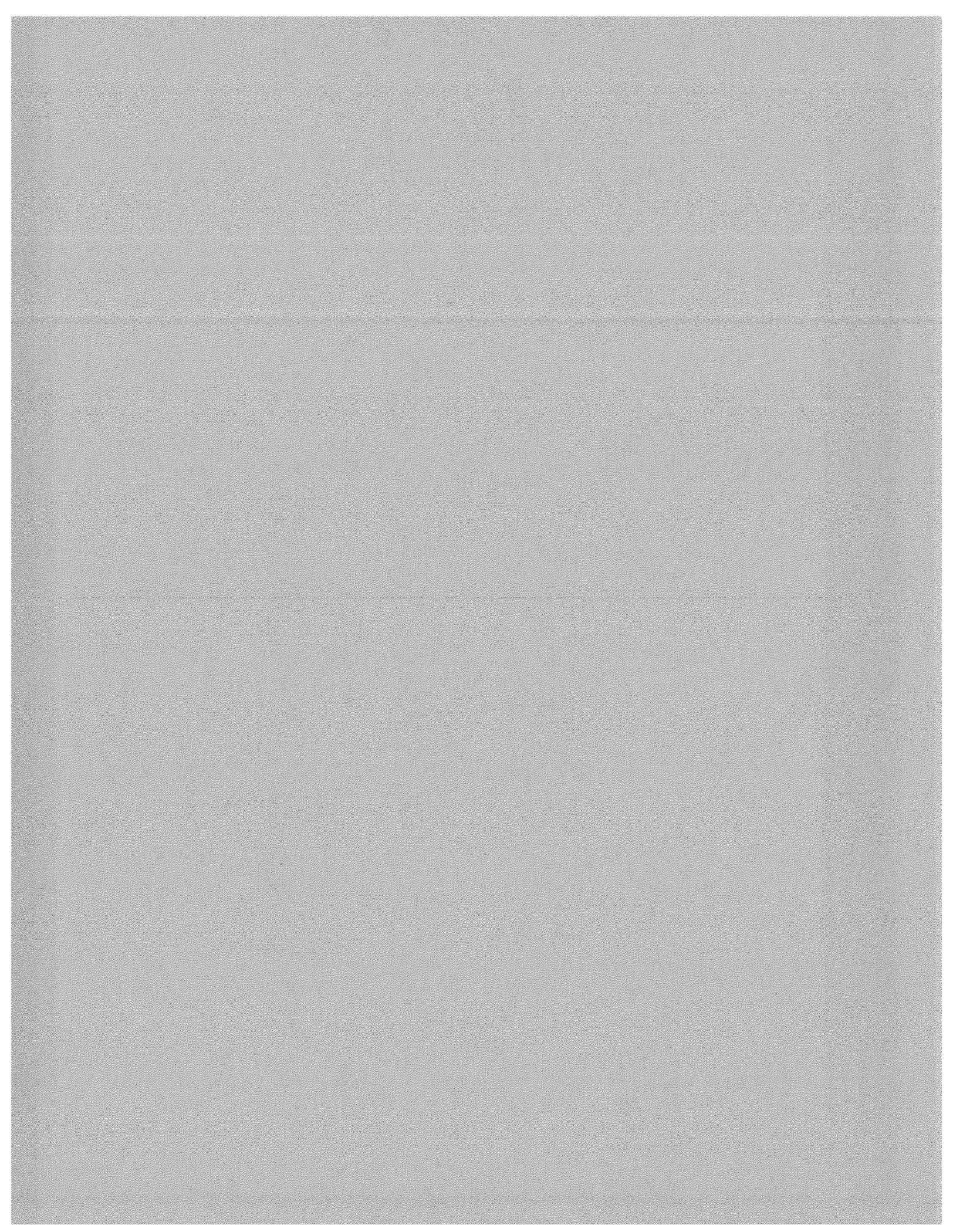
	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	962.50	0.00	\$962.50
HST @ 13.0%			125.13
Disbursements	47.51	0.00	47.51
HST @ 13.0%			6.18
<b>AMOUNT DUE</b>			<b><u>CAD \$1,141.32</u></b>

STIKEMAN ELLIOTT LLP

  
\_\_\_\_\_  
David R. Byers

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G.S.T./H.S.T. NO. 1214111360001  
Q.S.T. No. 1018978624

## Invoice

FTI Consulting Canada Inc.  
TD Waterhouse Tower  
Suite 2010, P.O. Box 104  
79 Wellington Street, West  
Toronto, ON M5K 1G8

June 15, 2015  
File No. 1282601006

Invoice No. 5357410

Attention: Paul Bishop

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Cinram International for the period up to May 31, 2015.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Jan 23, 2015	K. Esaw	0.83	Review and comment on dissolution documents; call with M. Wagner and S. Bissell
May 21, 2015	M. Konyukhova	0.58	Review 15th Report; call with FTI regarding Stay Extension Motion; consider issues for Report
May 22, 2015	M. Konyukhova	0.33	Review materials for Report; voicemails with S. Bissell
May 24, 2015	M. Konyukhova	2.75	Draft Report; review lease
May 25, 2015	M. Konyukhova	0.58	Review comments on Report; revise Report; email to FTI regarding approval of lease; further revisions to Report; email to Goodmans
May 26, 2015	D.R. Byers	0.17	Review Motion for Stay Extension
May 26, 2015	M. Konyukhova	2.25	Dealing with Report; revise Report; compile and finalize; attend to service and filing
May 27, 2015	D.R. Byers	0.17	Review Monitor's Sixteenth Report

## FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	0.34	\$900.00	\$306.00
M. Konyukhova	6.49	675.00	4,380.75
K. Esaw	0.83	550.00	456.50

FEES	
Professional Services	CAD \$5,143.25
HST @ 13.0%	668.62
<b>Total Professional Services and Taxes</b>	<b>CAD \$5,811.87</b>

**INVOICE SUMMARY**

Invoice No. 5357410

Re: Cinram International

File No. 1282601006

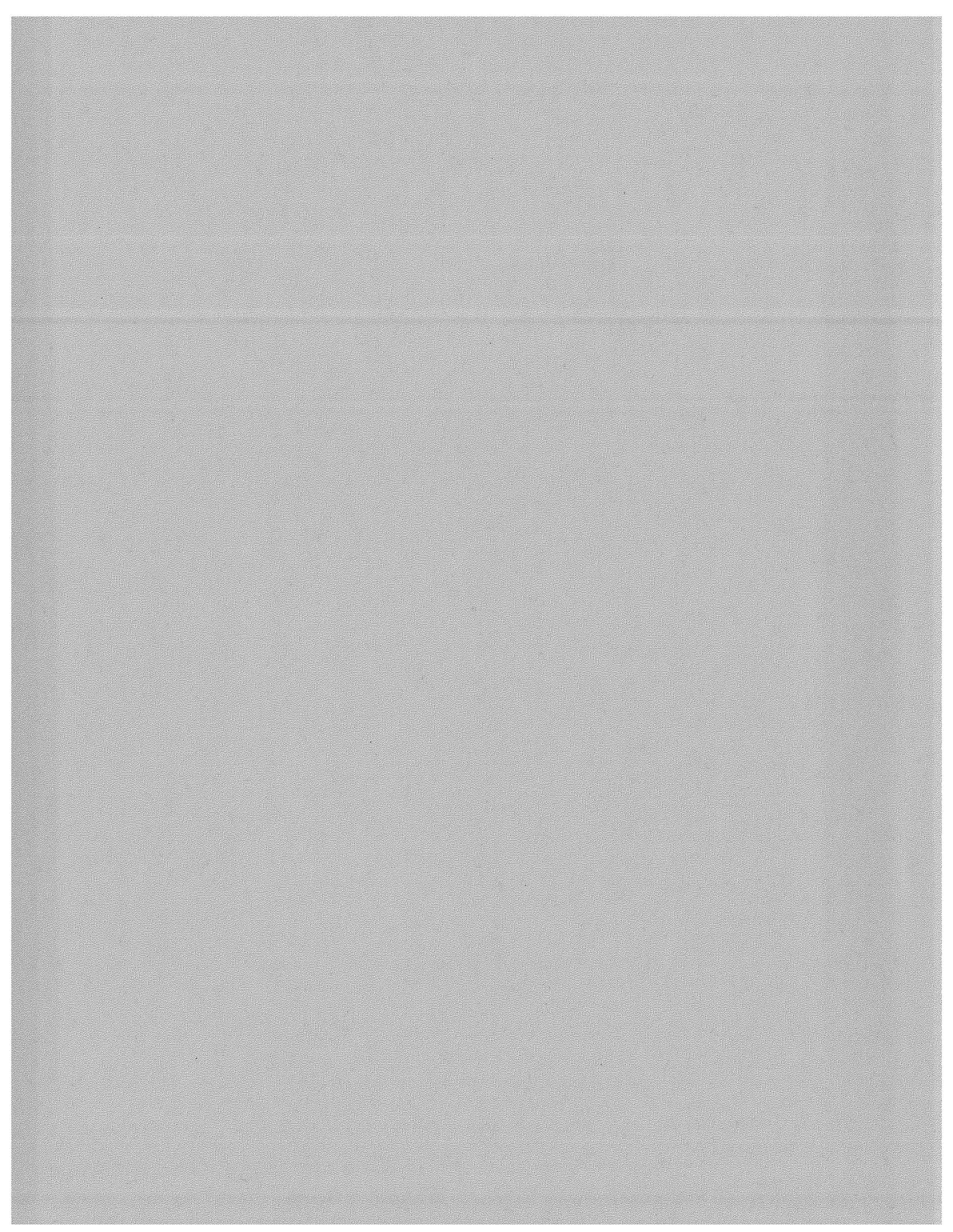
	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	5,143.25	0.00	\$5,143.25
HST @ 13.0%			668.62
Charges	66.50	0.00	66.50
HST @ 13.0%			8.65
Disbursements	28.02	0.00	28.02
HST @ 13.0%			3.64
<b>AMOUNT DUE</b>			<b><u>CAD \$5,918.68</u></b>

**STIKEMAN ELLIOTT LLP**

  
 \_\_\_\_\_  
 David R. Byers

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G.S.T./H.S.T. NO. 1214111360001  
Q.S.T. No. 1018978624

## Invoice

FTI Consulting Canada Inc.  
TD Waterhouse Tower  
Suite 2010, P.O. Box 104  
79 Wellington Street, West  
Toronto, ON M5K 1G8

August 17, 2015  
File No. 1282601006

Invoice No. 5372460

Attention: Paul Bishop

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Cinram International for the period up to July 31, 2015.

<u>Date</u>	<u>Time-keeper</u>	<u>Hours</u>	<u>Description</u>
Jun 2, 2015	MK	1.50	Attend motion to extend the stay of proceedings
Jul 15, 2015	MK	0.17	Attend to emails with respect to motion to approve sale of Loiseville property
Jul 16, 2015	MK	1.00	Review Order; call with C. Descours regarding Motion; email with FTI re same; review Notice of Motion; work on Report
Jul 17, 2015	MK	1.92	Call with P. Bishop; work on Report; review draft Order; review information with respect to Loiseville property; draft Report
Jul 20, 2015	DRB	0.25	Review Monitor's 17th Report
Jul 20, 2015	YK	4.20	All e-mails with M. Konyukhova, P. Bishop, C. Descours, M. Chow; drafted and revised Seventeenth Report; considered issues raised by various people and made numerous revisions to Report; compiled exhibits to and finalized Report; served Report; reviewed and analyzed draft approval and Vesting Order
Jul 21, 2015	YK	0.33	Revised letter to certain members of service list and arranged for service upon them of Monitor's Report
Jul 29, 2015	MK	0.42	Call with respect to completing the CCAA proceedings and discharging the Monitor
Jul 31, 2015	DRB	0.17	Review endorsement and Vesting Order
Jul 31, 2015	MK	0.75	Attendance at Motion for Approval and Vesting Order

### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	0.42	\$900.00	\$378.00
M. Konyukhova	5.76	675.00	3,888.00
Y. Katirai	4.53	500.00	2,265.00

FEES	
Professional Services	CAD \$6,531.00
HST @ 13.0%	849.03
<b>Total Professional Services and Taxes</b>	<b>CAD \$7,380.03</b>

### INVOICE SUMMARY

Invoice No. 5372460

Re: Cinram International

File No. 1282601006

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	6,531.00	0.00	\$6,531.00
HST @ 13.0%			849.03
<b>AMOUNT DUE</b>			<b><u>CAD \$7,380.03</u></b>

STIKEMAN ELLIOTT LLP

  
\_\_\_\_\_  
David R. Byers

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Tel: (416) 869-5500 Fax: (416) 947-0866 www.stikeman.com

G.S.T./H.S.T. NO. 1214111360001  
Q.S.T. No. 1018978624

## Invoice

FTI Consulting Canada Inc.  
TD Waterhouse Tower  
Suite 2010, P.O. Box 104  
79 Wellington Street, West  
Toronto, ON M5K 1G8

September 28, 2015  
File No. 1282601006

Invoice No. 5377703

Attention: Paul Bishop

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Cinram International for the period up to August 31, 2015.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Aug 19, 2015	P. Corney	0.25	Reviewing invoices for fee affidavit
Aug 19, 2015	M. Konyukhova	0.33	Emails with S. Bissell regarding motion to extend stay; office conversation with P. Corney regarding preparation of fee affidavits and report
Aug 21, 2015	M. Konyukhova	2.58	Review previous reports; prepare report for stay extension; emails with S. Bissell regarding same; office conversation with Y. Katirai regarding service and filing
Aug 24, 2015	M. Konyukhova	0.42	Review comments on report; email to Y. Katirai regarding same
Aug 26, 2015	D.R. Byers	0.33	Review Motion to Extend Stay and Monitor's Eighteenth Report
Aug 26, 2015	Y. Katirai	3.00	All e-mails and calls with M. Konyukhova, S. Bissell, C. Descours and M. Chow; multiple revisions to Eighteenth Report; compiled, finalized and served Eighteenth Report
Aug 26, 2015	M. Konyukhova	0.33	Emails regarding Eighteenth Report

**FEE SUMMARY**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	0.33	\$900.00	\$297.00
M. Konyukhova	3.66	675.00	2,470.50
Y. Katirai	3.00	500.00	1,500.00
P. Corney	0.25	440.00	110.00
<b>FEES</b>			
Professional Services			CAD \$4,377.50
HST @ 13.0%			569.08
<b>Total Professional Services and Taxes</b>			<b>CAD \$4,946.58</b>

**DISBURSEMENTS SUMMARY**

<u>Description</u>	<u>Total</u>
Agents' Fees	50.00
Delivery/Mailroom	22.68
HST @ 13.0%	9.45
<b>Total Disbursements and Taxes</b>	<b>CAD \$82.13</b>

**INVOICE SUMMARY**

Invoice No. 5377703

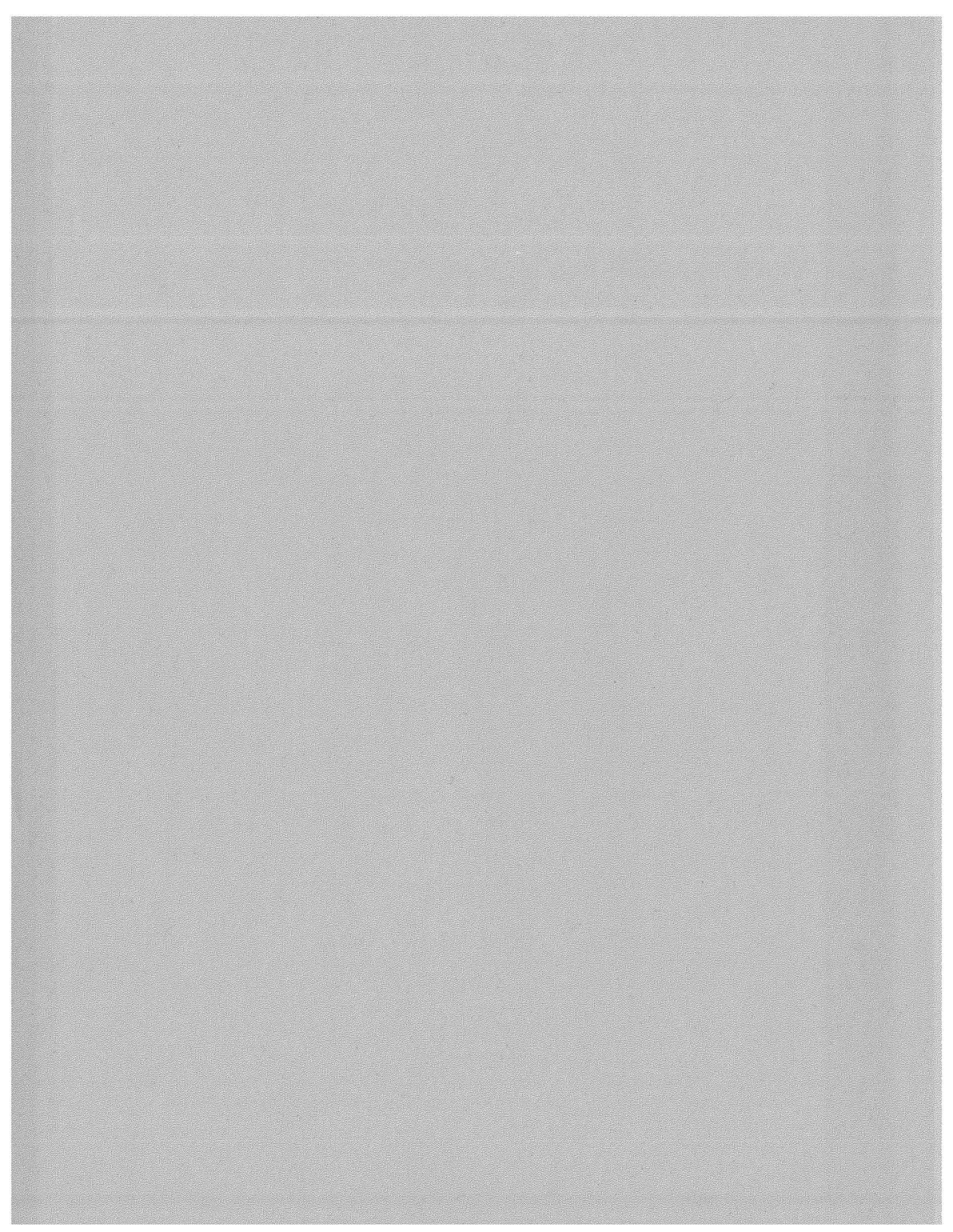
Re: Cinram International

File No. 1282601006

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	4,377.50	0.00	\$4,377.50
HST @ 13.0%			569.08
Disbursements	72.68	0.00	72.68
HST @ 13.0%			9.45
<b>AMOUNT DUE</b>			<b><u>CAD \$5,028.71</u></b>

**STIKEMAN ELLIOTT LLP**

  
 \_\_\_\_\_  
 David R. Byers



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5300 Commerce Court West, 199 Bay Street, Toronto, Canada M5L 1B9  
Tel: (416) 869-5500 Fax: (416) 947-0866 www.stikeman.com

G.S.T./H.S.T. NO. 1214111360001  
Q.S.T. No. 1018978624

## Invoice

FTI Consulting Canada Inc.  
TD Waterhouse Tower  
Suite 2010, P.O. Box 104  
79 Wellington Street, West  
Toronto, ON M5K 1G8

October 20, 2015  
File No. 1282601006  
Invoice No. 5387252

Attention: Paul Bishop

FOR PROFESSIONAL SERVICES RENDERED in connection with Cinram International for the period up to October 6, 2015.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Sep 1, 2015	M. Konyukhova	0.75	Preparation for motion for stay extension.
	Y. Katirai	0.83	Arranged for printing and binding of Report; drafted and swore affidavit of service; arranged for filing of Report with Court
Sep 2, 2015	L. Elmhirst	0.78	Filing motion record with Commercial List
	M. Konyukhova	1.75	Attend motion to extend stay

## FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
L. Elmhirst	0.78	\$295.00	\$230.10
Y. Katirai	0.83	500.00	415.00
M. Konyukhova	2.50	675.00	1,687.50

### FEES

Professional Services	CAD \$2,332.60
HST @ 13.0%	303.24
<b>Total Professional Services and Taxes</b>	<b>CAD \$2,635.84</b>

**INVOICE SUMMARY**

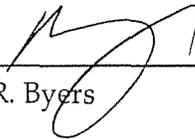
Invoice No. 5387252

Re: Cinram International

File No. 1282601006

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	2,332.60	0.00	\$2,332.60
HST @ 13.0%			303.24
<b>AMOUNT DUE</b>			<b><u>CAD \$2,635.84</u></b>

**STIKEMAN ELLIOTT LLP**

  
\_\_\_\_\_  
David R. Byers

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**TAB "ii"**

This is Exhibit "B"  
to the affidavit of David R. Byers,  
sworn before me on the 26<sup>th</sup> day  
of November, 2015

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

Commissioner for Taking Affidavits

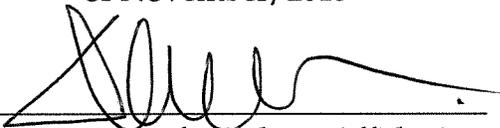
**EXHIBIT "B"**

**Summary of Stikeman Elliott Invoices  
Invoices dated November 8, 2013 to October 20, 2015**

<b>Invoice #</b>	<b>Date</b>	<b>Fees</b>	<b>Expenses</b>	<b>HST</b>	<b>Total</b>
5220874	December 16, 2013	\$ 9,927.25	\$ 63.85	\$ 1,290.54	\$ 11,281.64
5229956	January 23, 2014	\$ 2,985.75	\$ 270.30	\$ 388.15	\$ 3,644.20
5237640	February 19, 2014	\$ 1,573.80	\$ 0.00	\$ 204.59	\$ 1,778.39
5248983	March 31, 2014	\$ 7,946.20	\$ 67.67	\$ 1,033.01	\$ 9,046.88
5265453	June 19, 2014	\$ 8,042.80	\$ 32.18	\$ 1,045.56	\$ 9,120.54
5285531	September 17, 2014	\$ 2,745.00	\$ 83.25	\$ 356.85	\$ 3,185.10
5293058	October 27, 2014	\$ 3,706.00	\$ 0.00	\$ 481.78	\$ 4,187.78
5302455	November 13, 2014	\$ 7,550.00	\$ 186.03	\$ 981.50	\$ 8,717.53
5310294	December 18, 2014	\$ 2,189.00	\$ 54.19	\$ 291.61	\$ 2,534.80
5317539	January 15, 2015	\$ 962.50	\$ 47.51	\$ 131.31	\$ 1,141.32
5357410	June 15, 2015	\$ 5,143.25	\$ 94.62	\$ 680.91	\$ 5,918.78
5372460	August 17, 2015	\$ 6,531.00	\$ 0.00	\$ 849.03	\$ 7,380.03
5377703	September 28, 2015	\$ 4,377.50	\$ 72.68	\$ 578.53	\$ 5,028.71
5387252	October 20, 2015	\$ 2,332.60	\$ 0.00	\$ 303.24	\$ 2,635.84
<b>TOTAL</b>		<b>\$ 66,012.65</b>	<b>\$ 972.28</b>	<b>\$ 8,616.61</b>	<b>\$ 75,601.54</b>

**TAB "iii"**

This is Exhibit "C"  
to the affidavit of David R. Byers,  
sworn before me on the 26<sup>th</sup> day  
of November, 2015



---

Commissioner for Taking Affidavits

**EXHIBIT "C"**

**Summary of Stikeman Elliott Billing Rates and Amounts Billed  
Services Rendered from November 8, 2013 to October 20, 2015**

<b>Name</b>	<b>Position</b>	<b>Total Hours</b>	<b>Hourly Rate</b>	<b>Total</b>
D. Byers	Partner	4.51	\$ 900.00	\$ 4,059.00
M. Konyukhova	Partner	18.41	\$ 675.00	\$ 12,426.75
M. Konyukhova	Partner	31.08	\$ 610.00	\$ 18,958.80
M. Konyukhova	Partner	20.67	\$ 575.00	\$ 11,885.25
K. Esaw	Associate	21.68	\$ 550.00	\$ 11,924.00
K. O'Farrell	Associate	0.32	\$ 475.00	\$ 152.00
Y. Katirai	Associate	8.36	\$ 500.00	\$ 4,180.00
Y. Katirai	Associate	0.86	\$ 425.00	\$ 352.75
S. Amiel	Associate	2.14	\$ 440.00	\$ 941.60
P. Corney	Associate	0.25	\$ 440.00	\$ 110.00
R. Adeniran	Articling Student	2.83	280.00	792.40
L. Elmhirst	Articling Student	0.78	\$ 295.00	\$ 230.10
<b>TOTAL</b>		<b>111.89</b>	<b>\$ N/A</b>	<b>\$ 66,012.65</b>

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

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE COMMERCIAL**  
**LIST**  
**Proceeding commenced at Toronto**

**AFFIDAVIT OF DAVID R. BYERS**  
**SWORN NOVEMBER 26, 2015**

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

Court File No. CV12-9767-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

**Proceeding commenced at Toronto**

**NINETEENTH REPORT OF FTI CONSULTING  
CANADA INC., IN ITS CAPACITY AS MONITOR**

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