

1. **THIS COURT ORDERS** that the service of the Notice of Motion and the supporting materials herein is good and sufficient notice of this motion, that this Motion is properly returnable today, and that any further service or notice of the Notice of Motion and supporting materials be and hereby dispensed with.
2. **THIS COURT ORDERS** that capitalized terms used but not otherwise defined herein have the meaning given to them in the Fourteenth Report.
3. **THIS COURT ORDERS AND DIRECTS** that funds in the amount of US\$237,932.77 traceable to the cheque, a copy of which is attached hereto as Schedule "B", plus any interest accrued thereon, which are held at the Royal Bank of Canada (or its affiliated subsidiary or related entities) shall be remitted to counsel to the Applicant, C International Income Fund, formerly Cinram International Income Fund ("**Cinram Fund**"), by cheque made payable to "Goodmans LLP, in trust".
4. **THIS COURT ORDERS** that, upon receipt by Goodmans LLP of the funds set out in paragraph 3 above, the funds shall then be transferred to FTI Consulting Canada Inc., in its capacity as Monitor of Cinram Fund, to be held in trust and to be distributed by the Monitor to the First Lien Administrative Agent on behalf of the First Lien Lenders in accordance with paragraph 12 of the Distribution Order.
5. **THIS COURT ORDERS** that there shall be no costs of this motion.



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



OCT 27 2014

Schedule "A"

Additional Applicants

C International General Partner Inc., formerly Cinram International General Partner Inc.

CRW International ULC, formerly Cinram International ULC

1362806 Ontario Limited

CUSH Inc., formerly Cinram (U.S.) Holding's Inc.

CIHV Inc., formerly Cinram, Inc.

IHC Corporation

CMFG LLC, formerly Cinram Manufacturing LLC

CDIST LLC, formerly Cinram Distribution LLC

Cinram Wireless LLC

CRSMI LLC, formerly Cinram Retail Services, LLC

One K Studios, LLC

Schedule "B"

THIS DOCUMENT CONTAINS ANTI-THEFT DEVICES INCLUDING MICRO PRINTING AND VOID PANTOGRAPH. ABSENCE OF THESE FEATURES INDICATES A COPY.

Detach and sign the back of this instrument.

Insurance Brokerage Marsh Settlement
c/o Rust Consulting, Inc.
P.O. Box 2429
Faribault, MN 55021
Tel. # 888-356-0266

US BANK

33-54
730

al

5906

Date	Claim Number	Amount
02/05/14	0000001226	\$237,932.77

VOID AFTER 03/05/2014

NOT VALID FOR AMOUNT OTHER THAN \$237,932.77

Payee's signature required on back in order for this instrument to be valid.

Two Hundred Thirty-Seven Thousand Nine
Pay: Hundred Thirty-Two And 77/100 Dollars
Payable to: CINRAM INTERNATIONAL INCOME FUND

Paul V. [Signature]

THE BACK OF THIS DOCUMENT CONTAINS A TRUE WATERMARK - HOLD TO LIGHT SOURCE TO VIEW.

⑈00005906⑈ ⑆073000545⑆ 196474402480⑈ ⑆0023793277⑆

Routing Transit/Aoct.:07300054-196474402480 Proc Date: 2014/02/18 \$237,932.77 ISN#: 3500479084

03692-009
ROYAL BANK OF CANADA
1408 KING ST. W. BRANCH
TORONTO, ONTARIO
03692-009
FEB 18 2014

RBC
TORONTO ONTARIO
20140218

3500479084

3016 53478

POSITIVE I.D. REQUIRED
4001053
03692

Routing Transit/Aoct.:07300054-196474402480 Proc Date: 2014/02/18 \$237,932.77 ISN#: 3500479084

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT* ACT, R.S.C. 1985, c. C-36, AS AMENDED

Court File No: CV12-9767-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF C INTERNATIONAL INC., C INTERNATIONAL INCOME FUND, CII TRUST AND THE COMPANIES LISTED IN SCHEDULE "A"

Applicants

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

Proceeding commenced at Toronto

ORDER

GOODMANS LLP

Barristers & Solicitors
333 Bay Street, Suite 3400
Toronto, Canada M5H 2S7

David E. Lederman LSUC#: 44170U
Melaney J. Wagner LSUC#: 44063B
Caroline Descours LSUC#: 58251A

Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for the Applicants