

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

**ELEVENTH REPORT  
OF FTI CONSULTING CANADA INC.,  
IN ITS CAPACITY AS MONITOR OF THE  
APPLICANTS  
DECEMBER 2, 2013**

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 COMPANIES  
LISTED IN SCHEDULE "A"

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

December 2, 2013

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 (the "Fund") and the companies listed in Schedule "A" attached to this report (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"). 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. The 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. (the “**Purchaser**”) or one or more of its nominees.
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. On July 12, 2012, this Court made an order (the “**Approval and Vesting Order**”), *inter alia*: (i) approving the sale of substantially all of the property and assets used in connection with the business carried on by Cinram in North America contemplated by an asset purchase agreement between CII and the Purchaser dated June 22, 2012 (the “**Asset Purchase Agreement**”); (ii) approving the sale of the shares of Cooperatie Cinram Netherlands UA (“**Cinram Netherlands**”) pursuant to the binding purchase offer dated June 22, 2012 (the “**Share Purchase Offer**”) provided by the Purchaser to CII and 1362806 Ontario Limited (together with CII, the “**Share Sellers**”), on the terms of the form of share purchase agreement appended to the Share Purchase Offer (the “**Share Purchase Agreement**”); (iii) authorizing CII to enter into the Asset Purchase Agreement and the Share Sellers to enter into the Share Purchase Offer; (iv) authorizing CII, CIHV Inc., formerly Cinram Inc., CRSMI LLC, formerly Cinram Retail Services LLC, One K Studios, LLC, CDIST LLC, formerly Cinram Distribution LLC and CMFG LLC, formerly Cinram Manufacturing LLC (collectively, the “**Asset Sellers**”) to complete the transactions contemplated by the Asset Purchase Agreement (the “**Asset Sale Transaction**”); and (v) authorizing the Share Sellers

to complete the transactions contemplated by the Share Purchase Offer (the “Share Sale Transaction”).

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. As reported in the Third Report of the Monitor, on August 31, 2012, the Asset Sale Transaction closed and the Monitor delivered its certificate.
9. As reported in the Seventh Report of the Monitor, on February 4, 2013, the Share Purchase Transaction closed and the Monitor delivered the Monitor’s Share Sale Transaction Certificate on February 5, 2013.
10. Capitalized terms not otherwise defined herein have the meaning given to them in the Bell Affidavit, the Asset Purchase Agreement, the Initial Order or previous reports of the Monitor.

## PURPOSE OF THIS REPORT

11. The purpose of this Eleventh Report is to inform and/or provide this Honourable Court with an update on the following:
- a) status of the CCAA Parties' CCAA Proceedings;
  - b) the CCAA Parties' financial performance since June 14, 2013 and a comparison of the actual to forecast results;
  - c) cashflow forecast to June 6, 2014 (the "Cash Flow Forecast");
  - d) the CCAA Parties' request for an Order, *inter alia*:
    - (i) extending the Stay Period to June 6, 2014;
    - (ii) approving the Monitor's activities and the Monitor's and its counsel's fees and disbursements; and
    - (iii) approving the fees of FTI in its capacity as receiver of the bank account of CII (in such capacity, the "Receiver"); and
  - e) the Monitor's conclusions and recommendations.

## TERMS OF REFERENCE

12. 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.
13. Unless otherwise stated, all monetary amounts contained in this report are expressed in United States dollars.

## STATUS OF THE CCAA PROCEEDINGS

14. The Monitor reported on the status of the CCAA Proceedings in its Tenth Report dated October 25, 2013 (a copy of which is attached as **Appendix "A"**).
15. Since the date of the Tenth Report, on October 30, 2013, the Monitor distributed \$4.52 million to the First Lien Administrative Agent on behalf of the First Lien Lenders.
16. The Monitor, in consultation with the Financial Advisor, has continued to seek purchasers for the CCAA Parties' remaining real estate assets.

## RECEIPTS AND DISBURSEMENTS TO NOVEMBER 22, 2013

17. Appendix "A" to the Ninth Report of the Monitor included a cash flow forecast for the CCAA Parties for the period beginning June 21, 2013 and ending on December 6, 2013 (the "June 2013 Cash Flow Forecast"). The table below presents the actual versus forecast results of the CCAA Parties' June 2013 Cash Flow Forecast for the period ending November 22, 2013. Unless otherwise stated, all dollar amounts presented in this section of this Eleventh Report are expressed in United States dollars.

	Forecast \$000's	Actual \$000's	Variance \$000's
<b>Cash Flow from Operations</b>			
Receipts	1.4	1.6	0.2
Disbursements	(1.7)	(1.1)	0.6
<b>Operating Cash Flows</b>	<b>(0.3)</b>	<b>0.5</b>	<b>0.8</b>
Restructuring / Non-recurring	(1.5)	(0.8)	0.7
Distributions	-	(4.5)	(4.5)
<b>Non-Operating Cash Flow</b>	<b>(1.5)</b>	<b>(5.3)</b>	<b>(3.8)</b>
<b>Projected Net Cash Flow</b>	<b>(1.8)</b>	<b>(4.7)</b>	<b>(3.0)</b>
Beginning Cash Balance	10.5	10.5	-
<b>Ending Cash Balance</b>	<b>8.8</b>	<b>5.8</b>	<b>(3.0)</b>

18. Actual Operating Cash Flows for the period ending November 22, 2013 exceeded the June 2013 Cash Flow Forecast by \$0.8 million due to:



- i. A positive variance in Operating Receipts of \$0.2 million related to the return of certain deposits associated with the wind-down of operations at Cinram Wireless not contemplated in the June 2013 Cash Flow Forecast; and
  - ii. Lower-than-forecast Operating Disbursements associated with the wind-down of the Cinram Wireless operations.
19. Non-Operating Cash Flows were \$3.8 million lower-than-forecast due primarily to the funding of distributions from cash flows which were not contemplated in the June 2013 Cash Flow Forecast. Other Restructuring/Non-recurring disbursements consist primarily of professional fees, and certain one-time costs associated with the wind down of the Cinram Wireless business.
20. For the period ending November 22, 2013, and as a result of the variances described above, the ending balance in cash was \$3.0 million less-than-forecast.

## CASH FLOW FORECAST

21. The Monitor has updated the Cash Flow Forecast. A copy of the Cash Flow Forecast is attached as **Appendix "B"** to this Eleventh Report.
22. 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**

23. 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. Pursuant to Orders dated July 12, 2012, September 13, 2012, October 19, 2012, January 21, 2013, and June 26, 2013, the Stay Period was extended to December 6, 2013.
24. 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. The continuation of the stay of proceedings to June 6, 2014 is necessary to provide the stability needed during that time.
25. 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.
26. 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 6, 2014.
27. 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.

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

### **MONITOR'S ACTIVITIES**

29. 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, as well as assisting the CCAA Parties, the Foreign Representative and their stakeholders in addressing restructuring issues. The Monitor's activities described in the Monitor's First, Second, Third and Fourth Reports were approved by Order dated October 19, 2012. 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) assisting with the completion of the Share Sale Transaction;
- c) assisting the CCAA parties in the wind down of the Wireless LLC business and operations;

- d) dealing with real estate brokers engaged to seek purchasers for the Olyphant, Louisville and Spain properties;
- e) responding to enquiries of creditors and other interested parties;
- f) assisting with the review of contracts to be assigned or disclaimed;
- g) responding to numerous enquiries from suppliers, creditors and contract counterparties;
- h) assisting the CCAA Parties in the reconciliation of contract cure amounts;
- i) assisting the CCAA Parties in cashflow management and reporting thereon;
- j) assisting the CCAA Parties in dealing with Critical Suppliers, monitoring and approving payments to such parties and reporting thereon;
- k) assisting the Foreign Representative;
- l) assisting the U.S. CCAA Parties in dealings and negotiations with employee benefit providers;
- m) assisting the U.S. CCAA Parties in terminating their various employee benefit plans;

- n) Working with counsel to the CCAA Parties, counsel to the First Lien Lenders and their financial advisors to realize on the assets of Cinram Hungary;
- o) conducting a review of the security held by the First Lien Lenders; and
- p) 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**

30. 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 29, 2013 and the Affidavit of David Byers sworn November 28, 2013 (collectively, the "Fee Affidavits"). Copies of the Fee Affidavits are attached to this report as Appendices "C" and "D").

#### **STATUS OF THE RECEIVERSHIP OF CII BANK ACCOUNT & APPROVAL OF RECEIVER'S FEES**

31. 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)* ("WEPPA").

32. The Receiver has continued to provide support and information to representatives from Human Resources and Services Development Canada ("HRSDC") with respect to the WEPPA as needed including delivering to HRSDC Trustee Information Forms ("TIFs") on behalf of the former employees who have provided claims information to the Receiver.
33. To date, of the 190 former employees of CII that received notices from the Receiver advising them of the WEPPA process, approximately 175 have submitted Proof of Claims ("POC's") to the Receiver.
34. Of those employees who submitted POC's to the Receiver, approximately 160 have received their payment from HRSDC under the WEPPA regulations.
35. The WEPPA process remains ongoing and the Receiver continues to communicate with, and assist the remaining eligible former employees of C International Inc. and HRSDC when necessary, with respect to proceeding further under the WEPPA.

36. The Receiver maintained detailed records of their professional costs and time during the course of the receivership proceedings as detailed in the Affidavit of Paul Bishop sworn November 29, 2013 (attached to this report as **Appendix "E"**).

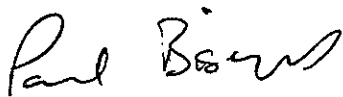
## RECOMMENDATIONS AND CONCLUSIONS

37. For the reasons outlined above, the Monitor respectfully recommends that the Stay of Proceedings be extended until June 6, 2014.

All of which is respectfully submitted this 2nd day of December, 2013.

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



Paul Bishop  
Senior 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

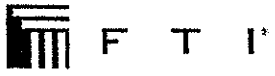
Cinram Wireless LLC

CRSMI LLC, formerly Cinram Retail Services, LLC

One K Studios, LLC



**TAB A**



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

**TENTH REPORT  
OF FTI CONSULTING CANADA INC.,  
IN ITS CAPACITY AS MONITOR OF THE  
APPLICANTS  
October 25, 2013**

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

October 25, 2013

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 (the "Fund") and the companies listed in Schedule "A" attached to this report (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"). 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. The 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. (the "Purchaser") or one or more of its nominees.
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. On July 12, 2012, this Court made an order (the “**Approval and Vesting Order**”), *inter alia*: (i) approving the sale of substantially all of the property and assets used in connection with the business carried on by Cinram in North America contemplated by an asset purchase agreement between CII and the Purchaser dated June 22, 2012 (the “**Asset Purchase Agreement**”); (ii) approving the sale of the shares of Cooperatie Cinram Netherlands UA (“**Cinram Netherlands**”) pursuant to the binding purchase offer dated June 22, 2012 (the “**Share Purchase Offer**”) provided by the Purchaser to CII and 1362806 Ontario Limited (together with CII, the “**Share Sellers**”), on the terms of the form of share purchase agreement appended to the Share Purchase Offer (the “**Share Purchase Agreement**”); (iii) authorizing CII to enter into the Asset Purchase Agreement and the Share Sellers to enter into the Share Purchase Offer; (iv) authorizing CII, CIHV Inc., formerly Cinram Inc., CRSMI LLC, formerly Cinram Retail Services LLC, One K Studios, LLC, CDIST LLC, formerly Cinram Distribution LLC and CMFG LLC, formerly Cinram Manufacturing LLC (collectively, the “**Asset Sellers**”) to complete the transactions contemplated by the Asset Purchase Agreement (the “**Asset Sale Transaction**”); and (v) authorizing the Share Sellers

to complete the transactions contemplated by the Share Purchase Offer (the "Share Sale Transaction").

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. As reported in the Third Report of the Monitor, on August 31, 2012, the Asset Sale Transaction closed and the Monitor delivered its certificate.
9. As reported in the Seventh Report of the Monitor, on February 4, 2013, the Share Purchase Transaction closed and the Monitor delivered the Monitor's Share Sale Transaction Certificate on February 5, 2013.
10. 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. Pursuant to Orders dated July 12, 2012, September 13, 2012, October 19, 2012, January 21, 2013, and June 26, 2013, the Stay Period was extended to December 6, 2013.

11. Capitalized terms not otherwise defined herein have the meaning given to them in the Bell Affidavit, the Asset Purchase Agreement, the Initial Order or previous reports of the Monitor.

#### **PURPOSE OF THIS REPORT**

12. The purpose of this Tenth Report is to inform and/or provide this Honourable Court with an update on the following:
  - a) status of the CCAA Parties' CCAA proceedings; and
  - b) planned distributions to the First Lien Administrative Agent on behalf of the First Lien Lenders.

#### **TERMS OF REFERENCE**

13. 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 Cinram Group Inc. the entity carrying on the business transferred in the Asset Sale Transaction.
14. Unless otherwise stated, all monetary amounts contained in this report are expressed in United States dollars.

## STATUS OF THE CCAA PROCEEDINGS

### *Wireless*

15. On April 10, 2013, this Honourable Court made an order (the “**Equipment Sale Approval and Vesting Order**”), *inter alia*, approving the sale of the Equipment (as defined in the Equipment Sale Approval and Vesting Order) by Cinram Wireless LLC (“**Wireless**”) to Motorola Mobility LLC, representing a sale of substantially all of the assets of Wireless (the “**Wireless Sale Transaction**”).
16. On April 22, 2013, CRW, in its capacity as foreign representative for the U.S. Debtors, obtained an order under chapter 15 of the Bankruptcy Code from the U.S. Court, *inter alia*, recognizing the Equipment Sale Approval and Vesting Order.
17. Following the sale of its assets, Wireless vacated the leased Wireless facility and completed the wind down of its business in June 2013.
18. All health and employee benefit plans for Wireless and other former CCAA Parties’ employees, other than the Cinram 401k Thrift Plan (the “**401k Plan**”), were terminated effective June 30, 2013.



19. As of June 30, 2013, the 401K Plan was closed to further contributions and the Monitor, with the assistance of former management of Cinram, is working with the trustee of the 401k Plan to identify participants and arrange for distribution of the plan assets. Final distributions are expected before the end of 2013, at which time the 401k Plan will be terminated.

*Distributions to the Pre-Petition First Lien Lenders*

20. Pursuant to the Order dated October 19, 2012 (a copy of which is attached as **Appendix "A"**), the Monitor is authorized to 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 from, among other things, any available cash on hand at any of the CCAA Parties.
21. As of the date of this report, distributions to the First Lien Lenders have totaled approximately \$81 million.
22. Funds now available for distribution to the First Lien Lenders total \$6.7 million. The Monitor intends to distribute \$4.52 million to the First Lien Administrative Agent on behalf of the First Lien Lenders in the week commencing October 28, 2013. The Monitor will continue to hold the remaining approximately \$2.2 million in order to deal with any known and potential claims against the CCAA Parties.

23. \$750,000 of the \$4.52 million that the Monitor intends to distribute to the First Lien Administrative Agent on behalf of the First Lien Lenders is currently held as collateral support for the D&O Charge. The D&O Charge will remain in the amount of \$1.5 million; however, cash in the amount of \$750,000 being held as collateral support for the charge will be released and included in the funds to be distributed to the First Lien Lenders.

*Cinram Hungary Kft.*

24. Cinram Hungary Kft. ("**Hungary**") is a wholly owned subsidiary of CII and was founded as part of a tax management arrangement. Hungary was managed by Capita Hungary International ("**Capita**") and as such had no operations and only one employee. Hungary's principal asset consists of cash in the amount of approximately \$1.08 million.
25. Hungary is a guarantor of the Applicants' indebtedness under the Credit Agreements in the approximate amount of \$250 million (the "**Guaranty**"). In addition to its liability as a guarantor under the Credit Agreements, Hungary is liable in the approximate amount of \$420,000 in respect of taxes owing to the tax authorities of the grand Duchy of Luxembourg ("**Tax Authorities**"). The Monitor is advised that Hungary's liability in respect of the Guaranty ranks in priority to its liability to the Tax Authorities.

26. With the agreement of the Pre-Petition First Lien Agent, the Monitor, assisted by Hungary's auditors ("KPMG") and Capita, attempted to reach a voluntary agreement with the Tax Authorities such that the Tax Authorities would receive less than the full liability in return for a full release of such liability, thereby avoiding the costs and delay associated with a formal liquidation. The Monitor was unable to reach such agreement with the Tax Authorities and accordingly on February 27, 2013, with the agreement of the Monitor, a liquidator was appointed over the assets of Hungary.
27. The Hungarian Court issued a liquidation order on September 4, 2013. The liquidator expects the liquidation to be completed within approximately 4 months, at which time substantially all of the \$1.08 million will be distributed directly to the Agent for the Pre-Petition First Lien Lenders who filed a proof of claim in the Hungarian proceedings with respect to their claim under the Guaranty.

*Excluded Real Estate Assets*

28. The Monitor, in consultation with the financial advisor to the Pre-Petition First Lien Lenders, is overseeing the marketing and sale process of the Excluded Asset real estate properties located in Olyphant, Pennsylvania; Louisville, Kentucky; and Madrid, Spain.

29. Listing agents have been engaged and are actively marketing the properties. The listing agreements expired on August 30, 2013 and were extended at that time for an additional six months.
30. To date, a number of parties have expressed interest in the real properties and engaged in negotiations with respect thereto; however, no sale of any of the properties has been agreed.
31. The tenant of the property in Madrid, Spain has given notice that it will be vacating the premises as of November 4, 2013. This property is also listed for sale.

*Insurance for the CCAA Applicants*

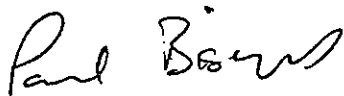
32. The CCAA Applicants' Excluded Asset real estate properties were insured under an umbrella insurance policy that expired on June 30, 2013. The Monitor, in consultation with the Pre-Petition First Lien Lenders, obtained replacement stand-alone coverage which expires on June 30, 2014 for the Louisville and Madrid properties. The Olyphant property is currently occupied by Cinram Group Inc. and under the terms of the Transition Services Agreement is insured by the occupant.

33. The trustees, directors and former officers of the Fund and its subsidiaries were insured against possible liabilities under a Directors' and Officers' ("D&O") insurance policy that expired on July 1, 2013. The trustees of the Fund and directors remaining at its subsidiaries in North America resigned on June 30, 2013. In consultation with the Pre-Petition First Lien Lenders, the Monitor obtained D&O insurance coverage expiring June 30, 2014 with respect to Cinram's Spanish subsidiary and tail insurance for a one year period commencing July 1, 2013 with respect to the remainder of the Cinram Group.

All of which is respectfully submitted this 25<sup>th</sup> day of October, 2013.

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



Paul Bishop  
Senior Managing Director

Schedule "A"

**Additional Applicants**

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IHC Corporation

CMFG LLC, formerly Cinram Manufacturing LLC

CDIST LLC, formerly Cinram Distribution LLC

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One K Studios, LLC

## APPENDIX "A"

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

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

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Lawyers for the Monitor





ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE MR. ) FRIDAY, THE 19<sup>TH</sup>  
JUSTICE MORAWETZ ) DAY OF OCTOBER, 2012

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

Applicants

**ADMINISTRATIVE RESERVE / DISTRIBUTION / TRANSITION ORDER**

THIS MOTION, made by C International Inc., formerly Cinram International Inc., C International Income Fund, formerly Cinram International Income Fund, CII Trust and the companies listed in Schedule "A" hereto (collectively, the "**Applicants**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Affidavit of Neill May sworn October 12, 2012, the Fourth Report of FTI Consulting Canada Inc. in its capacity as Court-appointed Monitor (the "**Monitor**") dated 12, 2012 (the "**Monitor's Fourth Report**"), the Affidavit of Paul Bishop sworn October 12, 2012 (the "**Bishop Affidavit**") and the Affidavit of Daphne MacKenzie sworn October 11, 2012 (the "**MacKenzie Affidavit**"), and on hearing the submissions of counsel for the Applicants and Cinram International Limited Partnership (together with the Applicants, the "**CCAA Parties**"), the Monitor, the Pre-Petition First Lien Agent (as defined in the Initial Order) and the Pre-Petition Second Lien Agent (as defined in the Initial Order, together with

the Pre-Petition First Lien Agent, the “Agent”), and with the consent of the Ad Hoc Committee of Former Canadian Cinram Employees, and no one appearing and making submissions for any other person served with the Motion Record, although properly served as appears from the affidavit of Jesse Mighton sworn October 15, 2012, filed,

#### **SERVICE**

1. THIS COURT ORDERS that the time for service of the Notice of Motion, the Monitor’s Fourth Report and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

#### **CAPITALIZED TERMS**

2. THIS COURT ORDERS that unless otherwise indicated or defined herein, capitalized terms have the meaning given to them in the Monitor’s Fourth Report or in the Initial Order.

#### **ADMINISTRATIVE RESERVE**

3. THIS COURT ORDERS that the Monitor shall be and is hereby authorized and directed to deposit the amount of US\$4.2 million (the “**Administrative Reserve Amount**”) from the sale proceeds received and held by it arising from the closing of the Asset Sale Transaction (the “**August Asset Sale Proceeds**”), and any additional amount, from time to time, as agreed to by the Pre-Petition First Lien Agent or upon further Order of this Court, from Additional Proceeds (defined below) and/or available cash on hand at any of the CCAA Parties, into a segregated account established by the Monitor for the payment of Administrative Reserve Costs (the “**Administrative Reserve Account**”). “**Administrative Reserve Costs**” shall mean all professional costs and expenses associated with the completion of the administration of the estates of the CCAA Parties in these proceedings, the Chapter 15 proceedings and any other proceedings commenced in respect of the CCAA Parties or any of them, including, without limitation: (a) fees of the Monitor, the Receiver, their respective counsel, Canadian and U.S. counsel to the CCAA Parties, Canadian and U.S. counsel to the Agent and the financial advisor to the Agent, and such other Persons retained by the Monitor; and (b) directors’ and trustees’ fees.

4. THIS COURT ORDERS AND DECLARES that the Administrative Reserve Account shall constitute "Charged Property" within the meaning of and in accordance with the Initial Order and the applicable provisions of the Initial Order shall apply *mutatis mutandis* thereto.

5. THIS COURT ORDERS that the Monitor is hereby authorized and directed to make payments out of the Administrative Reserve Account, on behalf of the CCAA Parties, to the following Persons in the following amounts in respect of the payment of Administrative Reserve Costs and such other costs specifically provided for herein by way of cheque (sent by prepaid ordinary mail to the Monitor's last known address for such Persons) or by wire transfer (in accordance with the wire instructions provided by such Persons to the Monitor at least three (3) business days prior to the payment date set by the Monitor):

- (a) the Monitor, its Canadian and U.S. counsel, the Receiver, its counsel, Canadian and U.S. counsel to the CCAA Parties, Canadian and U.S. counsel to the Agent and the financial advisor to the Agent in amounts sufficient to satisfy payment in full of their respective reasonable professional fees and disbursements incurred at their respective standard rates and charges in respect of their performance of their respective duties and obligations relating to completion of the administration of the estates of the CCAA Parties in these proceedings, the Chapter 15 proceedings and any other proceedings commenced in respect of the CCAA Parties or any of them;
- (b) payments to directors and trustees of the CCAA Parties of fees owing to them for acting as directors or trustees of a CCAA Party in amounts sufficient to satisfy payment in full of amounts owing thereto; and
- (c) such other fees and costs properly incurred by Persons retained by the Monitor in connection with completion of the administration of the estates of the CCAA Parties in these proceedings, the Chapter 15 proceedings and any other proceedings commenced in respect of the CCAA Parties or any of them as determined by the Monitor in its sole and unfettered discretion, after consultation with the Pre-Petition First Lien Agent or its advisors.

6. THIS COURT ORDERS that notwithstanding any other provision of this Order and without in any way limiting the protections for the Monitor set forth in the Initial Order or the CCAA, the Monitor shall have no obligation to make any payment, and nothing in this Order shall be construed as obligating the Monitor to make any such payment, unless and until the Monitor is in receipt of funds adequate to effect any such payment in full and that in the event the amount at any time in the Administrative Reserve Account is insufficient to satisfy any such amounts, the Monitor shall have no liability with respect to the payment thereof and the Monitor is authorized and empowered to determine in its sole and unfettered discretion which of the amounts shall be paid and when.

#### **TRANSITIONAL COSTS RESERVE**

7. THIS COURT ORDERS that the Monitor shall be and is hereby authorized and directed to deposit the amount of US\$2.3 million (the “**Transitional Costs Amount**”) from the August Asset Sale Proceeds, and any additional amount, from time to time, as agreed to by the Pre-Petition First Lien Agent or upon further Order of this Court, from Additional Proceeds and/or available cash on hand at any of the CCAA Parties, into a segregated account established by the Monitor for the payment of Transitional Costs (the “**Transitional Costs Account**”). “**Transitional Costs**” shall mean: (a) costs and expenses relating to the Excluded Assets, including, without limitation, property taxes, insurance, utilities, maintenance costs, security costs, property management fees (collectively the “**Excluded Assets Costs**”); and (b) costs incurred for transitional services relating to the Share Sale Transaction, the Excluded Assets and administration of these proceedings.

8. THIS COURT ORDERS AND DECLARES that the Transitional Costs Account shall constitute “Charged Property” within the meaning of and in accordance with the Initial Order and the applicable provisions of the Initial Order shall apply *mutatis mutandis* thereto.

9. THIS COURT ORDERS that the Monitor is hereby authorized and directed to make payments out of the Transitional Costs Account, on behalf of the CCAA Parties, to the following Persons in the following amounts in respect of the payment of Transitional Costs and such other costs specifically provided for herein by way of cheque (sent by prepaid ordinary mail to the Monitor’s last known address for such Persons) or by wire transfer (in accordance

with the wire instructions provided by such Persons to the Monitor at least three (3) business days prior to the payment date set by the Monitor):

- (a) payments to applicable Persons relating to Excluded Assets Costs in amounts sufficient to satisfy payment in full of Excluded Assets Costs;
- (b) payments to the Purchaser for amounts owing by the CCAA Parties pursuant to the Transition Services Agreement in connection with any costs incurred for the provision of transitional services relating to the Share Sale Transaction, the Excluded Assets and administration of these proceedings; and
- (c) payments to applicable counterparties under contracts and agreements with the CCAA Parties that are not Excluded Assets and which are incurred following the Closing of the Asset Sale Transaction and prior to their assumption or disclaimer pursuant to the provisions of the CCAA;

10. THIS COURT ORDERS that notwithstanding any other provision of this Order and without in any way limiting the protections for the Monitor set forth in the Initial Order or the CCAA, the Monitor shall have no obligation to make any payment, and nothing in this Order shall be construed as obligating the Monitor to make any such payment, unless and until the Monitor is in receipt of funds adequate to effect any such payment in full and that in the event the amount at any time in the Transitional Costs Account is insufficient to satisfy any such amounts, the Monitor shall have no liability with respect to the payment thereof and the Monitor is authorized and empowered to determine in its sole and unfettered discretion which of the amounts shall be paid and when.

#### **DISTRIBUTION TO THE PRE-PETITION FIRST LIEN AGENT**

11. THIS COURT ORDERS that the Monitor is hereby authorized and directed to: (a) distribute on behalf of the CCAA Parties US\$24,890,000 from the August Asset Sale Proceeds to the Pre-Petition First Lien Agent on behalf of the Pre-Petition First Lien Lenders; and (b) take all necessary steps and actions to effect the foregoing distribution.

12. THIS COURT ORDERS that the Monitor is hereby authorized to make one or more further distributions, at such time(s) as the Monitor may deem appropriate, without further order of this Honourable Court, to the Pre-Petition First Lien Agent on behalf of the Pre-Petition First Lien Lenders from: (a) additional sale proceeds received by the Monitor from the Asset Sale Transaction subsequent to the Closing; (b) sale proceeds received by the Monitor from the Share Sale Transaction; (c) any additional funds that come into the Monitor's possession in respect of the assets or property of the CCAA Parties (clauses (a), (b), and (c) collectively, the "**Additional Proceeds**"); (d) any available cash on hand at any of the CCAA Parties in such amount(s) as the Monitor deems appropriate; (e) any net balance remaining in the Administrative Reserve Account following payment therefrom of the Administrative Reserve Costs enumerated in paragraphs 3 and 5 of this Order and (f) any net balance remaining in the Transitional Costs Account following payment therefrom of the Transitional Costs enumerated in paragraphs 7 and 9 of this Order (the amounts in clauses (a) to (f) above, collectively, the "**Excess Funds**"); provided that in no circumstance shall the aggregate amount of the distributions to the Pre-Petition First Lien Agent contemplated in paragraphs 11 and 12 of this Order exceed the total amount of the secured indebtedness plus interest accrued thereon owing by the CCAA Parties to the Pre-Petition First Lien Lenders under the Pre-Petition First Lien Credit Agreement. The Monitor is hereby authorized to take all necessary steps and actions to effect the distributions described in this paragraph.

13. THIS COURT ORDERS AND DECLARES that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any application for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of any one or more of the CCAA Parties and any bankruptcy order issued pursuant to any such application; or
- (c) any assignment in bankruptcy made in respect of any of the CCAA Parties,

the distributions and payments made pursuant to paragraphs 5, 9, 11 and 12 of this Order are final and irreversible and shall be binding upon any trustee in bankruptcy that may be

appointed in respect of any of the CCAA Parties and shall not be void or voidable by creditors of any of the CCAA Parties, nor shall the payments constitute or be deemed to be settlements, fraudulent preferences, assignments, fraudulent conveyances, or other reviewable transactions under the *Bankruptcy and Insolvency Act* or any other applicable federal or provincial legislation, nor do they constitute conduct which is oppressive, unfairly prejudicial to or which unfairly disregards the interests of any person.

#### **TRANSITION POWERS OF THE MONITOR**

14. THIS COURT ORDERS that in addition to its prescribed rights in the CCAA and the powers granted by the Initial Order, the Monitor is empowered and authorized, *nunc pro tunc*, but not obligated, to take such actions and execute such documents, in the name of and on behalf of the CCAA Parties, as the Monitor considers necessary or desirable in order to:

- (a) perform its functions and fulfill its obligations under this Order or the Initial Order;
- (b) facilitate the completion of the Share Sale Transaction;
- (c) in consultation with the Pre-Petition First Lien Agent or its advisors, market, collect, monetize, liquidate, realize upon, sell or otherwise dispose of any of the Excluded Assets, pay any commissions and marketing expenses incurred in connection therewith and apply the net proceeds thereof in accordance with this Order or further Order of the Court;
- (d) facilitate the completion of the administration of the estates of the CCAA Parties in these proceedings, the Chapter 15 proceedings and any other proceedings commenced in respect of the CCAA Parties or any of them;
- (e) supervise the management of the business and affairs of Cinram Wireless LLC;
- (f) issue notices of disclaimer of contracts pursuant to section 32 of the CCAA;
- (g) effect liquidation, bankruptcy, winding-up or dissolution of the CCAA Parties;



- (h) act, if required, as trustee in bankruptcy, liquidator, receiver or a similar official of such entities; and
- (i) perform such other functions as the Court may order from time to time on a motion brought on at least three (3) days' notice to the Pre-Petition First Lien Agent or such other notice as deemed appropriate by the Court,

and in each case where the Monitor takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons including the CCAA Parties, and without interference from any other Person, including any trustee in bankruptcy of any of the CCAA Parties; provided that in the event of a disagreement between the Monitor and the Pre-Petition First Lien Agent with respect to the exercise of powers by the Monitor under this paragraph 14 (except subsection (e)), the Monitor or the Pre-Petition First Lien Agent may apply to this Court for advice and directions in connection with the exercise of such powers.

15. THIS COURT ORDER that from and after the date of this Order, the Monitor is authorized, empowered and directed, to the exclusion of all other Persons including the CCAA Parties, to:

- (a) take control of the existing bank account(s) of the CCAA Parties outlined in Schedule "B" (the "**Bank Accounts**"), and the funds credited thereto or deposited therein;
- (b) give instructions from time to time to transfer the funds credited to or deposited in such existing Bank Accounts (net of any fees to which the financial institutions maintaining such Bank Accounts are entitled) to such other account as the Monitor may direct and give instructions to close the existing Bank Accounts; and
- (c) execute and deliver such documentation and take such other steps as are necessary to give effect to the powers set out in this paragraph 15(a) and 15(b) above; and

- (d) the financial institutions maintaining such Bank Accounts shall not be under any obligation whatsoever to inquire into the propriety, validity or legality of any transfer, payment, collection or other action taken in accordance with the instructions of the Monitor or as to the use or application of funds transferred, paid, collected or otherwise dealt with in accordance with such instructions and such financial institutions shall be authorized to act in accordance with and in reliance upon such instructions without any liability in respect thereof to any Person. For greater certainty and except to the extent that any of the terms of the documentation applicable to the Banking and Cash Management System (as defined in the Initial Order) are inconsistent with the authorities granted to the Monitor pursuant to paragraphs 15(a) and 15(b) above, nothing in this Order shall or shall be deemed to derogate from, limit, restrict or otherwise affect the protections granted pursuant to paragraph 5 of the Initial Order in favour of any bank providing cash management services to the CCAA Parties.

16. THIS COURT ORDERS that notwithstanding any other provisions of this Order, the Monitor shall consult with the Pre-Petition First Lien Agent or its advisors with respect to the Administrative Reserve Account, the Transitional Costs Account, the Bank Accounts and any payments therefrom, and with respect to the Excess Funds and any distributions therefrom, and in the event of a disagreement between the Monitor and the Pre-Petition First Lien Agent with respect to any of the foregoing, the Monitor or the Pre-Petition First Lien Agent may apply to this Court for advice and directions in connection with any of the foregoing, including the making of proposed payment from any of the Administrative Reserve Account, the Transitional Costs Account and the Bank Accounts, and any failure to make, or in respect of the amount of, one or more additional distributions from the Excess Funds pursuant to paragraph 12 of this Order.

17. THIS COURT ORDERS that from and after the date of this Order, the Monitor is authorized, but not required, to prepare and file the CCAA Parties' employee-related remittances, T4 statements and records of employment for the CCAA Parties' former employees on behalf of the CCAA Parties based solely upon information provided by the

CCAA Parties and on the basis that the Monitor shall incur no liability or obligation to any Person with respect to such returns, remittances, statements, records or other documentation.

18. THIS COURT ORDERS that the Monitor shall be at liberty, after consultation with the Pre-Petition First Lien Agent, to engage such Persons (including any Persons currently representing or retained by the CCAA Parties), in its capacity as Monitor, as the Monitor deems necessary or advisable respecting the exercise of its powers and performance of its obligations under the Initial Order and this Order and to facilitate the completion of these proceedings, and in the event of a disagreement between the Monitor and the Pre-Petition First Lien Agent with respect to the engagement of any such Persons, the Monitor or the Pre-Petition First Lien Agent may apply to this Court for advice and directions.

19. THIS COURT ORDERS that, without limiting the provisions of the Initial Order, the CCAA Parties shall remain in possession and control of the Property (as defined in the Initial Order) which remains following completion of the Sale Transaction (other than the Limited Receivership Property as defined and described in the Appointment Order granted by this Court on October 19, 2012) and the Monitor shall not be deemed to be in possession and/or control of any such remaining Property.

20. THIS COURT ORDERS that all employees of the CCAA Parties shall remain the employees of the CCAA Parties until such time as the Monitor, on the CCAA Parties' behalf, may terminate the employment of such employees. The Monitor shall not be liable for any employee-related liabilities, including any successor employer liabilities as provided for in section 14.06(1.2) of the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3, other than such amounts as the Monitor may specifically agree in writing to pay.

21. THIS COURT ORDERS that all Persons in possession or control of the Property which remains following completion of the Sale Transaction, other than the Limited Receivership Property, shall forthwith advise the Monitor of such and shall grant immediate and continued access to such property to the Monitor and shall forthwith deliver all such property as directed by the Monitor upon the Monitor's request, other than documents or information which may not be disclosed or provided to the Monitor due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

22. THIS COURT ORDERS AND DECLARES that nothing in this Order shall constitute or be deemed to constitute the Monitor as a receiver, assignee, liquidator, administrator, receiver-manager, agent of the creditors or legal representatives of any of the CCAA Parties within the meaning of any relevant legislation.

23. THIS COURT ORDERS that from and after the date of this Order, the stay of proceedings provided for in the Initial Order may be lifted by Court Order or with the written consent of the Monitor and no further consent of any other Person shall be required to commence or continue a proceeding or enforcement process in any court or tribunal against or in respect of any of the CCAA Parties.

#### **MONITOR PROTECTIONS**

24. THIS COURT ORDERS AND DECLARES that the Monitor is not a legal representative within the meaning of Section 159(3) of the *Income Tax Act* (Canada), as amended (the "ITA") or a person subject to Section 150(3) of the ITA and that the Monitor shall have no obligation to prepare or file any tax returns of the CCAA Parties with any taxing authority.

25. THIS COURT ORDERS AND DECLARES that any distributions under this Order shall not constitute a "distribution" for the purposes of section 159 of the ITA, section 270 of the *Excise Tax Act* (Canada), section 107 of the *Corporations Tax Act* (Ontario), section 22 of the *Retail Sales Tax* (Ontario), section 117 of the *Taxation Act, 2007* (Ontario) or any other similar federal, provincial or territorial tax legislation (collectively, the "Tax Statutes"), and the Monitor in making any such payments is not "distributing", nor shall be considered to "distribute" nor to have "distributed", such funds for the purpose of the Tax Statutes, and the Monitor shall not incur any liability under the Tax Statutes in respect of its making any payments ordered or permitted under this Order, and is hereby forever released, remised and discharged from any claims against it under or pursuant to the Tax Statutes or otherwise at law, arising in respect of payments made under this Order and any claims of this nature are hereby forever barred.

26. THIS COURT ORDERS that in addition to the rights and protections afforded to the Monitor under the Initial Order, the Monitor shall not be liable for any act or omission on the part of the Monitor, or any reliance thereon, including without limitation, with respect to any information disclosed, any act or omission pertaining to the discharge of duties under this Order or as requested by the CCAA Parties or with respect to any other duties or obligations set out in this Order or the Initial Order, save and except for any claim or liability arising out of any gross negligence or wilful misconduct on the part of the Monitor. Nothing in this Order shall derogate from the protections afforded the Monitor by the CCAA, any other applicable legislation or the Initial Order.

27. THIS COURT ORDERS that no action or other proceeding shall be commenced against the Monitor in any way arising from or related to its capacity or conduct as Monitor except with prior leave of this Court and on prior written notice to the Monitor.

28. THIS COURT ORDERS that upon fulfilment of its obligations under this Order, the Monitor is hereby authorized and directed to apply to Court for its discharge.

#### **RELEASE**

29. THIS COURT ORDERS that the former and current trustees, directors and officers of the CCAA Parties (collectively, the “**Directors and Officers**”, and each a “**Director**” or “**Officer**”) are hereby fully, finally, irrevocably and forever released and discharged from any and all claims, obligations and liabilities that they may have incurred or may have become subject to as Directors or Officers of the CCAA Parties after the commencement of the within proceedings, provided that nothing herein shall release or discharge any of the Directors or Officers if such Director or Officer is adjudged by the express terms of a judgment rendered on a final determination on the merits to have committed gross negligence, fraud or wilful misconduct in its capacity as a Director or Officer.

#### **EXTENSION OF THE STAY PERIOD**

30. THIS COURT ORDERS that the Stay Period (as defined in the Initial Order) be and is hereby extended to 11:59 p.m. on February 1, 2013.

**TITLE OF PROCEEDINGS**

31. THIS COURT ORDERS that the title of these proceedings is amended to reflect the new names of the Applicants as follows:

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

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

Applicants

**APPROVAL OF MONITOR'S REPORTS, ACTIVITIES AND FEES**

32. THIS COURT ORDERS that the First Report of the Monitor dated July 9, 2012, the Second Report of the Monitor dated August 17, 2012, the Third Report of the Monitor dated September 9, 2012 and the Monitor's Fourth Report and the activities described therein are hereby approved.

33. THIS COURT ORDERS that the fees and disbursements of the Monitor for the period June 25, 2012 to September 30, 2012 and its counsel, Stikeman Elliott LLP, for the period June 25, 2012 to August 31, 2012, all as particularized in the Bishop Affidavit and the MacKenzie Affidavit are hereby approved.

**SEALING**

34. THIS COURT ORDERS that pursuant to Section 10(3) of the CCAA the cash flow forecast attached as Appendix "A" to the Confidential Supplement to the Monitor's Fourth Report be sealed and not form part of the public record, but rather shall be placed separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing order and shall only be opened upon further Order of this Court.

**ADDITIONAL PROVISIONS**

35. THIS COURT ORDERS that the CCAA Parties or the Monitor may apply to this Court for advice and directions, or to seek relief in respect of, any matters arising from or under this Order.

36. THIS COURT ORDERS that any interested party (including the CCAA Parties and the Monitor) may apply to this Court to vary or amend this Order, provided that no order shall be made varying, rescinding or otherwise affecting the provisions of this Order unless notice of a motion is served on the Service List in these proceedings on not less than five (5) days' notice, or upon such other notice, if any, as this Court may order, returnable November 2, 2012.

37. THIS COURT ORDERS that the amount of the Directors' Charge may be decreased upon the consent of the Pre-Petition First Lien Agent, counsel to the CCAA Parties and the Monitor or upon further Order of this Court.

38. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, in the United States or in any other foreign jurisdiction, to give effect to this Order and to assist the CCAA Parties, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the CCAA Parties and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to CRW International ULC, formerly Cinram International ULC in any foreign proceeding, or to assist the CCAA Parties and the Monitor and their respective agents in carrying out the terms of this Order.

39. THIS COURT ORDERS that each of the CCAA Parties and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order and any other Order issued in these proceedings.



A handwritten signature in black ink, appearing to read "D. D. Rawitz", is written over a horizontal line.

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



A handwritten scribble or mark, possibly initials, in black ink.

OCT 19 2012



## **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**

**Bank Accounts**

CUSH Inc.'s USD Concentration/Funding account at JPMorgan Chase

CUSH Inc.'s USD Benefits payments account at JPMorgan Chase

CUSH Inc.'s USD Money Market Account at Community Bank

CUSH Inc.'s USD account at JPMorgan Chase, N.A., Toronto Branch

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

Applicants

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

Proceeding commenced at Toronto

**ORDER**

**GOODMANS LLP**  
Barristers & Solicitors  
333 Bay Street, Suite 3400  
Toronto, Canada M5H 2S7  
  
Robert J. Chadwick LSUC#: 35165K  
Melaney J. Wagner LSUC#: 44063B  
Caroline Descours LSUC#: 58251A

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

Lawyers for the Applicants

**TAB B**

## CCAA Applicants

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### CCAA Cash Flow Forecast

(US\$ in millions)

Period Beginning

November 23, 2013

Period Ending

June 6, 2014

#### Cash Flow from Operations

Receipts	-
Disbursements	(0.2)
<b>Operating Cash Flows</b>	<b>(0.2)</b>
Restructuring / Non-recurring	(1.0)
Funding from Proceeds of Asset Sales	-
Distributions	-
<b>Non-Operating Cash Flow</b>	<b>(1.0)</b>
<b>Projected Net Cash Flow</b>	<b>(1.2)</b>
Beginning Cash Balance	5.8
<b>Ending Cash Balance</b>	<b>4.6</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 carrying costs, consisting primarily of utilities, insurance and brokerage fees, related to the Excluded Asset real properties.

[3] Restructuring /Non-recurring disbursements include professional fees associated with the CCAA Parties' restructuring and certain carrying costs for Excluded Asset properties.

**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 December 2, 2013)**

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 October 1, 2012 to November 17, 2013.

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 October 1, 2012 to November 17, 2013, in the total amount of \$1,023,139.30 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.

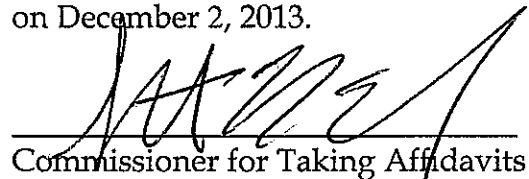
8. The hours spent on this matter involved monitoring the CCAA Entities and dealing with a number of CCAA issues (as more particularly described in the Monitor's reports) and I believe that the total hours incurred by FTI Consulting were reasonable and appropriate in the circumstances.

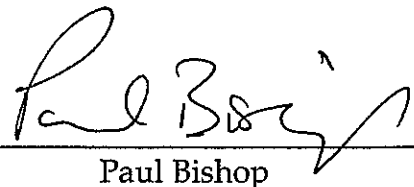
9. Additional professional time will be required to complete the CCAA Proceedings.

10. FTI Consulting requests that the Court approve its accounts for services rendered and recorded from October 1, 2012 to November 17, 2013, for fees in the amount of \$904,982.40, disbursements in the amount of \$450.60 and HST in the amount of \$117,706.30.

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 December 2, 2013.

  
Commissioner for Taking Affidavits

  
Paul Bishop

Stuart Martin Woody, a Commissioner,  
etc., Province of Ontario,  
while a Student-at-Law.  
Expires May 4, 2015.

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

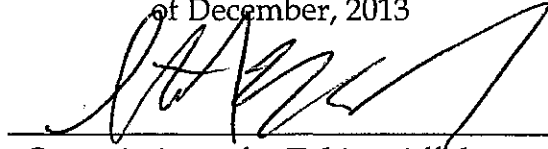
CDIST LLC, formerly Cinram Distribution LLC

Cinram Wireless LLC

CRSMI LLC, formerly Cinram Retail Services, LLC

One K Studios, LLC

This is Exhibit "A"  
to the affidavit of Paul Bishop,  
sworn before me on the 2<sup>nd</sup> day  
of December, 2013



---

Commissioner for Taking Affidavits

**Stuart Martin Woody, a Commissioner,  
etc., Province of Ontario,  
while a Student-at-Law.  
Expires May 4, 2015.**

Exhibit "A"

Summary of FTI Monitor Fees

Services Rendered October 1, 2012 - November 17, 2013

Invoice #	Date	Fees	Expenses	HST	Total	Less 10 % on Fees	Net Total
29000398	October 18, 2012	\$ 87,254.00	\$ 69.51	\$ 10,217.75	\$ 97,541.26	\$ (8,725.40)	\$ 88,815.86
29000409	October 31, 2012	\$ 100,750.50	\$ -	\$ 11,787.81	\$ 112,538.31	\$ (10,075.05)	\$ 102,463.26
29000430	November 22, 2012	\$ 34,441.00	\$ -	\$ 4,029.80	\$ 38,470.80	\$ (3,444.10)	\$ 35,026.50
29000439	November 30, 2012	\$ 20,256.00	\$ 345.39	\$ 2,414.85	\$ 23,016.24	\$ (2,025.60)	\$ 20,990.64
29000461	December 21, 2012	\$ 49,848.50	\$ -	\$ 5,832.27	\$ 55,680.77	\$ (4,984.85)	\$ 50,695.92
29000472	December 31, 2012	\$ 27,102.50	\$ -	\$ 3,170.99	\$ 30,273.49	\$ (2,710.25)	\$ 27,563.24
29000505	January 31, 2013	\$ 146,879.00	\$ -	\$ 17,184.84	\$ 164,063.84	\$ (14,687.90)	\$ 149,375.94
29000519	February 24, 2013	\$ 43,540.00	\$ 12.00	\$ 5,095.74	\$ 48,647.74	\$ (4,354.00)	\$ 44,293.74
29000527	February 28, 2013	\$ 40,567.00	\$ -	\$ 4,746.34	\$ 45,313.34	\$ (4,056.70)	\$ 41,256.64
29000544	March 21, 2013	\$ 49,902.00	\$ -	\$ 5,838.53	\$ 55,740.53	\$ (4,990.20)	\$ 50,750.33
29000562	March 31, 2013	\$ 41,060.50	\$ -	\$ 4,804.08	\$ 45,864.58	\$ (4,106.05)	\$ 41,758.53
29000573	April 17, 2013	\$ 36,082.00	\$ -	\$ 4,221.59	\$ 40,303.59	\$ (3,608.20)	\$ 36,695.39
29000595	April 30, 2013	\$ 33,158.00	\$ -	\$ 3,879.49	\$ 37,037.49	\$ (3,315.80)	\$ 33,721.69
29000601	May 15, 2013	\$ 27,878.00	\$ 9.90	\$ 3,263.01	\$ 31,150.91	\$ (2,787.80)	\$ 28,363.11
29000619	May 31, 2013	\$ 67,592.00	\$ -	\$ 7,908.26	\$ 75,500.26	\$ (6,759.20)	\$ 68,741.06
29000832	June 20, 2013	\$ 26,113.50	\$ -	\$ 3,055.28	\$ 29,168.78	\$ (2,611.35)	\$ 26,557.43
29000643	June 30, 2013	\$ 19,778.00	\$ -	\$ 2,314.03	\$ 22,092.03	\$ (1,977.80)	\$ 20,114.23
29000660	July 18, 2013	\$ 13,033.50	\$ -	\$ 1,524.92	\$ 14,558.42	\$ (1,303.35)	\$ 13,255.07
29000672	July 31, 2013	\$ 17,905.50	\$ 6.90	\$ 2,095.84	\$ 20,008.24	\$ (1,790.55)	\$ 18,217.69
29000692	August 23, 2013	\$ 11,993.50	\$ -	\$ 1,403.24	\$ 13,396.74	\$ (1,199.35)	\$ 12,197.39
29000706	August 31, 2013	\$ 16,827.50	\$ -	\$ 1,968.82	\$ 18,796.32	\$ (1,682.75)	\$ 17,113.57
29000719	September 20, 2013	\$ 9,436.50	\$ 6.90	\$ 1,104.97	\$ 10,548.37	\$ (943.65)	\$ 9,604.72
29000736	September 30, 2013	\$ 16,356.50	\$ -	\$ 1,796.71	\$ 17,153.21	\$ (1,535.65)	\$ 15,617.56
29000748	October 17, 2013	\$ 15,151.00	\$ -	\$ 1,772.67	\$ 16,923.67	\$ (1,515.10)	\$ 15,408.57
29000759	October 31, 2013	\$ 34,438.00	\$ -	\$ 4,029.25	\$ 38,467.25	\$ (3,443.80)	\$ 35,023.45
29000779	November 20, 2013	\$ 19,191.50	\$ -	\$ 2,245.41	\$ 21,436.91	\$ (1,919.15)	\$ 19,517.76
<b>TOTAL</b>		<b>\$ 1,005,536.00</b>	<b>\$ 450.60</b>	<b>\$ 117,706.30</b>	<b>\$ 1,123,692.90</b>	<b>\$ (100,553.60)</b>	<b>\$ 1,023,139.30</b>

**Summary of FTI Monitor Fees****Services Rendered October 1, 2012 - November 17, 2013**

<b>Professional</b>	<b>Title</b>	<b>Hours</b>	<b>Hourly Rate</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	603.90	\$ 830.00	\$ 501,237.00
Stephen Dube	Senior Managing Director	0.60	\$ 850.00	\$ 510.00
Steven Bissell	Managing Director	219.60	\$ 700.00	\$ 153,720.00
Steven Bissell	Managing Director	304.50	\$ 710.00	\$ 216,195.00
Pamela Luthra	Director	87.10	\$ 575.00	\$ 50,082.50
Erin Litwin	Senior Consultant	0.40	\$ 460.00	\$ 184.00
Michael Kennedy	Consultant	98.40	\$ 315.00	\$ 30,996.00
Michael Kennedy	Consultant	147.20	\$ 325.00	\$ 47,840.00
Golnaz Haghiri	Consultant	8.10	\$ 290.00	\$ 2,349.00
Ana Arevalo	Admin. Professional	5.20	\$ 110.00	\$ 572.00
Ana Arevalo	Admin. Professional	12.90	\$ 115.00	\$ 1,483.50
Linda Kelly	Admin. Professional	1.60	\$ 100.00	\$ 160.00
Linda Kelly	Admin. Professional	1.80	\$ 115.00	\$ 207.00
<b>TOTAL</b>		<b>1,491.30</b>		<b>\$ 1,005,536.00</b>
<b>Less Voluntary Reduction (10%)</b>				<b>\$ (100,553.60)</b>
<b>Net Professional Fees</b>				<b>\$ 904,982.40</b>



**Invoice Remittance**

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

October 18, 2012  
FTI Invoice No. 29000398  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through October 14, 2012

	<i>CAD (\$)</i>
Professional Services.....	\$87,254.00
Less Voluntary Reduction.....	-\$8,725.40
Net Professional Fees.....	\$78,528.60
Expenses.....	\$69.51
Total Fees and Expenses.....	\$87,323.51
HST Registration No. 835718024RT0001 .....	\$10,217.75
Total Amount Due this Period.....	\$88,815.86
<b>Total Amount Due.....</b>	<b>\$88,815.86</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

October 18, 2012  
FTI Invoice No. 29000398  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 14, 2012

Name	Title	Rate	Hours	Total
Stephen Dube	Senior Managing Director	\$850.00	0.4	\$340.00
Paul Bishop	Senior Managing Director	\$830.00	33.3	\$27,639.00
Steven Bissell	Managing Director	\$700.00	46.7	\$32,690.00
Pamela Luthra	Director	\$575.00	37.5	\$21,562.50
Michael Kennedy	Consultant	\$315.00	15.7	\$4,945.50
Ana Arevalo	Administrative Professional	\$110.00	0.7	\$77.00
<b>Total Hours and Fees</b>			<b>134.3</b>	<b>\$87,254.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$8,725.40</b>
<b>Total Net Fees</b>				<b>\$78,528.60</b>
Transportation				\$69.51
<b>Total Expenses</b>				<b>\$69.51</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$10,217.75</b>
<b>Invoice Total for Current Period</b>				<b>\$88,815.86</b>



**Cinram International**  
**413024.0009 - October 14, 2012**  
**Invoice # 28000398**

Date	TK#	Name	Hours	Amount	Narrative	Task
10/01/12	15273	Ana Arevalo	0.40	\$ 44.00	Preparing draft invoice for period ending September 30, 2012.	1
10/02/12	15273	Ana Arevalo	0.30	\$ 33.00	Finalizing invoice for period ending September 30, 2012.	1
10/01/12	14800	Paul Bishop	1.20	\$ 996.00	Email correspondence re: review of Hungary options.	1
10/02/12	14800	Paul Bishop	2.50	\$ 2,075.00	Follow up on agenda items, Hungary, Spain, Real Estate. Calls and emails with Company Management regarding the same.	1
10/03/12	14800	Paul Bishop	3.80	\$ 3,154.00	Conference call with Zolfo Cooper and the Company. Review of France, Spain, Hungary, and excluded assets. Preparation for the same and follow up on certain items. Review of draft Order.	1
10/04/12	14800	Paul Bishop	3.40	\$ 2,822.00	Review and edits to Court Order. Calls and email correspondence regarding [REDACTED] drafted memo regarding the same, review of Hungary options, and calls regarding the same.	1
10/05/12	14800	Paul Bishop	4.60	\$ 3,818.00	Preparation and edit of Court Report, edit Court Orders, revisions on memo to the Board regarding employee retention, calls with Counsel regarding the same.	1
10/08/12	14800	Paul Bishop	0.40	\$ 332.00	Emails regarding the Spanish property.	1
10/09/12	14800	Paul Bishop	2.70	\$ 2,241.00	Review of Orders and edits to the Fourth Monitor's Report, phone calls regarding the same, and email correspondence regarding the excluded assets.	1
10/10/12	14800	Paul Bishop	3.60	\$ 2,988.00	Revisions and comments made to draft Report; phone call with Goodmans, Zolfo Cooper and Wachtell regarding excluded assets and general update.	1
10/11/12	14800	Paul Bishop	4.40	\$ 3,652.00	Revisions and edits to court documentation, multiple calls and emails regarding the same.	1
10/12/12	14800	Paul Bishop	6.70	\$ 5,561.00	Calls with legal counsel, Goodmans, and Zolfo Cooper regarding form of order, reviewed comments regarding the court order and report, edits regarding the same, call with Zolfo Cooper regarding the same.	1
10/01/12	14856	Steven Bissell	0.50	\$ 350.00	Calls with Cinram Group Inc. re: [REDACTED] issues and post-closing items. Call with M. Anderson (Cinram Distribution) re: state of Tennessee sales and use tax audit. Correspondence with state of Tennessee tax auditor.	1
10/02/12	14856	Steven Bissell	5.00	\$ 3,600.00	Correspondence with Cinram Group Inc management re: statutory reporting. Review and comments on draft Distribution and Administrative Reserve Order. Internal FTI call re: workers' compensation providers re: Cinram Wireless. Email correspondence with specific vendors.	1
10/03/12	14856	Steven Bissell	6.30	\$ 4,410.00	Reconciliation of Administrative and Transitional Costs reserves with Zolfo Cooper Wind Down Cash Flows. Monitor's bank account administration. Weekly update call with legal counsel and Senior Lenders. Review of [REDACTED] and agreements. [REDACTED]	1
10/04/12	14856	Steven Bissell	7.70	\$ 5,390.00	Monitor's bank accounts administration and set up. Call with T. Wishard and insurance broker re: status of Cinram Wireless [REDACTED] coverage. Review and comments on draft Receivership order. Professional fee invoices: processing and payment.	1
10/05/12	14856	Steven Bissell	4.00	\$ 2,800.00	Review and comments on CCAA cash flow forecast. Review of updated motion material. Review and comments on Fourth report of the Monitor.	1
10/09/12	14856	Steven Bissell	5.50	\$ 3,850.00	Email correspondence re: post-closing matters. Correspondence with D. Munro and R. Jarrah re: Finch lease and escrow agreement. Correspondence with ZC re: information requests and wind down budget.	1
10/10/12	14856	Steven Bissell	4.30	\$ 3,010.00	On-going review and edits of the Fourth Report of the Monitor. Weekly status call with legal and financial advisors. Summary of events at COD France for the purposes of the Fourth Report of the Monitor. Responses to information requests from Goodmans.	1
10/11/12	14856	Steven Bissell	8.20	\$ 5,740.00	Review of Company legal counsel comments re: Fourth Report of the Monitor. Additional edits and review of Fourth Report. Status of equity under personal property leases. CUSH bank account reconciliation including conference call with M. Cordero.	1
10/12/12	14856	Steven Bissell	5.20	\$ 3,640.00	Email correspondence with NewCo and legal counsel re: customer legal fees (pre-filing). Call with Lender legal counsel, Company legal counsel and Monitor legal counsel re: October 19th Order. Discussions re: ZC email re: [REDACTED]	1
10/02/12	14910	Stephen Dube	0.20	\$ 170.00	Internal FTI call regarding workers compensation issues.	1
10/03/12	14910	Stephen Dube	0.20	\$ 170.00	Internal FTI call and email correspondence regarding workers compensation issues.	1
10/05/12	18003	Michael Kenriedy	5.50	\$ 1,732.50	Responded to voicemails and emails on the Monitor's Hotline. Composed and edited Monitor package for Order approval regarding accumulated hours worked since June 25 2012.	1

10/09/12	18003	Michael Kennedy	4.80	\$	1,512.00	Monitor's Hotline maintenance, final edits and review of Monitor time entries and summary for inclusion into next Monitor's Report.	1
10/10/12	18003	Michael Kennedy	1.30	\$	409.50	Monitor's Hotline maintenance.	1
10/11/12	18003	Michael Kennedy	2.90	\$	913.50	Multiple emails and correspondence with Cinram Canada AP team regarding Wireless disbursement, returned emails and voicemails on the Monitor's Hotline.	1
10/12/12	18003	Michael Kennedy	1.20	\$	378.00	Multiple emails and calls pertaining to the Monitor's Hotline.	1
10/02/12	14888	Pamela Luthra	3.20	\$	1,840.00	Preparation of Actual vs Budget; preparation of cash flow forecast for Monitor's Report; Responding to supplier questions regarding invoices;	1
10/03/12	14888	Pamela Luthra	3.70	\$	2,127.50	Preparation of Actual vs Budget; Preparation of cash flow forecast for Monitor's Report; Responding to supplier questions regarding invoices; Coordination with FTI UK regarding [REDACTED]	1
10/04/12	14888	Pamela Luthra	5.80	\$	3,335.00	Call with J. Grzlovski regarding tax advisory invoices; Coordination with A. Hausz regarding bank balances; Follow up on payroll disbursements; Responding to employee and supplier questions for the Monitor; Preparation of cash flow forecast.	1
10/05/12	14888	Pamela Luthra	5.20	\$	2,990.00	Preparation of fee approval motion; Preparation and review of cash flow forecast; Preparation of actual vs budget analysis.	1
10/08/12	14888	Pamela Luthra	5.90	\$	3,392.50	Review of fee approval motion; Preparation of actual vs budget analysis for the week ended October 5, 2012; Update of cash flow forecast.	1
10/09/12	14888	Pamela Luthra	6.40	\$	3,680.00	Preparation of professional fee summary for Zolfo Cooper; Preparation of Actual vs Budget for Week 40; Coordination with FTI Europe regarding Seller Expenses; Preparation of fee approval for Court; Review of Wireless disbursements and follow up.	1
10/10/12	14888	Pamela Luthra	3.30	\$	1,897.50	Follow up on broker information request regarding Olyphant facility; Supplier call and follow up regarding outstanding invoice; Coordination with KCC regarding [REDACTED]	1
10/11/12	14888	Pamela Luthra	3.60	\$	2,070.00	Follow up on brokers information request list; Kick off meeting regarding Olyphant real estate; Review of Wireless intercompany disbursements; Coordination regarding mailing; Follow up regarding movement in the CUSH bank account	1
10/12/12	14888	Pamela Luthra	0.40	\$	230.00	Coordination of mailing of notices to UCC parties.	1
<b>TOTAL</b>			<b>134.30</b>	<b>\$</b>	<b>87,254.00</b>		



**F T I**  
CONSULTING

**Invoice Remittance**

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

October 31, 2012  
FTI Invoice No. 29000409  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2012

	<i>CAD (\$)</i>
Professional Services.....	\$100,750.50
Less Voluntary Reduction.....	-\$10,075.05
Net Professional Fees.....	\$90,675.45
Expenses.....	\$0.00
Total Fees and Expenses.....	\$100,750.50
HST Registration No. 835718024RT0001 .....	\$11,787.81
Total Amount Due this Period.....	\$102,463.26
Previous Balance Due.....	\$88,815.86
<b>Total Amount Due.....</b>	<b>\$191,279.12</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

October 31, 2012  
FTI Invoice No. 29000409  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2012

Name	Title	Rate	Hours	Total
Stephen Dube	Senior Managing Director	\$850.00	0.2	\$170.00
Paul Bishop	Senior Managing Director	\$830.00	43.2	\$35,856.00
Steven Bissell	Managing Director	\$700.00	60.5	\$42,350.00
Pamela Luthra	Director	\$575.00	25.9	\$14,892.50
Michael Kennedy	Consultant	\$315.00	23.0	\$7,245.00
Ana Arevalo	Administrative Professional	\$110.00	0.7	\$77.00
Linda Kelly	Administrative Receptionist	\$100.00	1.6	\$160.00
<b>Total Hours and Fees</b>			<b>155.1</b>	<b>\$100,750.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$10,075.05</b>
<b>Total Net Fees</b>				<b>\$90,675.45</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$11,787.81</b>
<b>Invoice Total for Current Period</b>				<b>\$102,463.26</b>

Cinram International  
 413024.0009 - October 31, 2012  
 Invoice # 29000409

Date	TK#	Name	Hours	Amount	Narrative	Task
10/18/12	15273	Ana Arevalo	0.40	\$ 44.00	Preparing draft invoice for period ending October 14, 2012.	1
10/18/12	15273	Ana Arevalo	0.30	\$ 33.00	Finalizing invoice for period ending October 14, 2012.	1
10/15/12	14800	Paul Bishop	3.40	\$ 2,822.00	Calls and emails regarding court hearing [REDACTED] Hungary, and Spain. Conference call with Zolfo Cooper regarding specific property and also preparation for court hearing.	1
10/16/12	14800	Paul Bishop	3.30	\$ 2,739.00	Calls and emails regarding Olyphant property, Spain, Hungary, and Wireless. Discussions with Counsel regarding court hearing on October 19.	1
10/17/12	14800	Paul Bishop	4.60	\$ 3,818.00	Update call with Goodmans, Wachtell, and Zolfo Cooper. Preparation for the same. Conference call regarding Louisville property.	1
10/18/12	14800	Paul Bishop	3.20	\$ 2,858.00	Multiple calls and emails regarding Spain, Hungary, administrative reserve payments, and professional fees. Preparation for court hearing.	1
10/19/12	14800	Paul Bishop	5.20	\$ 4,318.00	Attended court and prepared for the same. Obtained order and follow up calls regarding Hungary & Spain.	1
10/22/12	14800	Paul Bishop	2.90	\$ 2,407.00	Calls and email regarding Hungary, Wireless, Workers comp, and other employee matters.	1
10/23/12	14800	Paul Bishop	4.10	\$ 3,403.00	Meeting with J. Bell, calls and emails regarding Spain, Hungary, Wireless and North American real estate.	1
10/24/12	14800	Paul Bishop	4.70	\$ 3,901.00	Call regarding Hungary with counsel, Goodmans and J.Bell. Further follow up regarding Hungary and Spain.	1
10/25/12	14800	Paul Bishop	1.80	\$ 1,494.00	Weekly update call with Zolfo Cooper.	1
10/28/12	14800	Paul Bishop	0.90	\$ 747.00	Correspondence regarding Directors fees, Hungary, Spain, and other matters.	1
10/29/12	14800	Paul Bishop	1.90	\$ 1,577.00	Correspondence regarding Wireless, Hungary, and Spain.	1
10/30/12	14800	Paul Bishop	2.30	\$ 1,909.00	Correspondence regarding Hungary, review of [REDACTED] correspondence regarding North American properties and [REDACTED]	1
10/31/12	14800	Paul Bishop	4.90	\$ 4,067.00	Conference call with T. Wishard regarding Louisville, correspondence regarding Hungary, call with Goodmans and Monitor's counsel regarding signing authorities, other closing matters, and vendor structures.	1
10/29/12	14856	Steven Bissell	6.20	\$ 4,340.00	Inquiries into outstanding [REDACTED] Professional fee reconciliation and payment processing. Email correspondence and call with A. Hausz re: landlord escrow release.	1
10/30/12	14856	Steven Bissell	4.80	\$ 3,360.00	Follow up on disclaimer of agreement notices including review of certain IP contracts. Professional fee reconciliation and preparation for payments. Internal FTI discussion regarding: outstanding items including: WEPPA, workers' comp and Ivy Hill Corporation.	1
10/31/12	14856	Steven Bissell	3.30	\$ 2,310.00	Follow-up re: outstanding [REDACTED] including email correspondence with B. Dietz, N. Yakub and S. Turcotte. Disclaimer of contracts, Monitor approval and mailing. Review of workers' compensation policy recommendations and follow-up call with B. Mueller.	1
10/22/12	14856	Steven Bissell	6.00	\$ 4,200.00	Post-closing matters including review of legal counsel to Ad Hoc Committee of Former Canadian employees invoice and payment terms, inquiries re: Excluded Assets Insurance coverage, review of Zolfo Cooper post-closing forecast, discussions with NewCo vendor re: specific contracts.	1
10/23/12	14856	Steven Bissell	6.20	\$ 4,340.00	Internal FTI discussions regarding: post-closing matters. Reconciliation of CUSH bank accounts and discussions with NewCo management re: same. Funding transactions re: Admin Reserve. Review of European cash flow forecast.	1
10/24/12	14856	Steven Bissell	2.50	\$ 1,750.00	Post-closing matters including vendor emails and letter re: assumption of contracts, discussion with M. Cordero re: CUSH transactions, and contract rejection pursuant to Asset Purchase Agreement.	1
10/25/12	14856	Steven Bissell	4.50	\$ 3,150.00	Post-closing matters including status of tax returns, weekly status update conference call with legal/financial advisors, contract rejections, review of CUSH actual cash flows for October from M. Cordero, [REDACTED]	1
10/26/12	14856	Steven Bissell	5.50	\$ 3,850.00	Payment of professional fees from Administrative Reserve. Ministry of Environment letter. Enquiries into EPA notice re: Ivy Hill. Review and comments re: T. Wishard reconciliation of Ivy Hill transactions since Effective Date.	1
10/15/12	14856	Steven Bissell	6.50	\$ 4,550.00	Post-closing matters including discussions with tax consultants re: scope of work and status of fees, pre-filing amounts re: vendor whose contract was assumed by NewCo, call with NewCo VP tax to understand going-forward tax-related scope of work.	1

10/16/12	14856	Steven Blissell	6.00	\$	4,200.00	Review and follow-up re: contracts designated for rejection. Other post-closing matters including: calls with NewCo management and legal counsel re: treatment of OldCo vendor invoices, utility bills, and customer agreements.	1
10/17/12	14856	Steven Blissell	4.00	\$	2,800.00	Weekly status update call with legal and financial advisors. Follow-up re: contract rejections under the CCAA. Follow-up and calls re: Cinram Distribution personal property taxes.	1
10/18/12	14856	Steven Blissell	1.50	\$	1,050.00	Post-closing matters including information requests from legal counsel in preparation for October 19th hearing, and administration of professional fees invoices.	1
10/19/12	14856	Steven Blissell	3.50	\$	2,450.00	Post-closing matters including vendor-related emails to NewCo Management. Attendance at Court re: Administrative Reserve and Appointment Orders.	1
10/18/12	14910	Stephen Dube	0.20	\$	170.00	Internal FTI call discussing tax matters in bankruptcy.	1
10/31/12	18441	Linda Kelly	1.80	\$	180.00	Preparing and Organizing notices for shipment.	1
10/22/12	18003	Michael Kennedy	0.90	\$	283.50	Responded to emails and voicemails on the Monitor's Hotline, organized documents for posting to the Cinram Webpage.	1
10/23/12	18003	Michael Kennedy	0.80	\$	252.00	Responded to emails and voicemails on the Monitor's Hotline, organized documents for posting to the Monitor's Webpage.	1
10/24/12	18003	Michael Kennedy	2.10	\$	661.50	Internal FTI meeting to discuss Actual v. Budget reporting, responded to emails and voicemails on the Monitor's Hotline, internal FTI meeting regarding treatment of rejected leases and agreements.	1
10/25/12	18003	Michael Kennedy	2.20	\$	693.00	Wireless disbursement review and multiple correspondence with Cinram AP department, responded to emails and voicemails on the Monitor's Hotline.	1
10/26/12	18003	Michael Kennedy	1.10	\$	346.50	Responded to emails and voicemails on the Monitor's Hotline, review of Actual v. Budget cashflows for reporting weeks 41 and 42.	1
10/29/12	18003	Michael Kennedy	1.30	\$	409.50	Responded to emails and voicemails on the Monitor's Hotline	1
10/30/12	18003	Michael Kennedy	0.90	\$	283.50	Monitor's Hotline maintenance, review of treatment on specific lease agreements.	1
10/31/12	18003	Michael Kennedy	0.80	\$	252.00	Responded to emails and voicemails on the Monitor's Hotline.	1
10/15/12	18003	Michael Kennedy	3.80	\$	1,197.00	Multiple calls and emails pertaining to the Monitor's Hotline, internal FTI call with M. Anderson regarding specific lease agreement.	1
10/16/12	18003	Michael Kennedy	2.40	\$	756.00	Monitor's Hotline email and voicemail correspondence, organization for documents to be posted to the Cinram Webpage.	1
10/17/12	18003	Michael Kennedy	1.60	\$	504.00	Responded to emails and voicemails on the Monitor's Hotline	1
10/18/12	18003	Michael Kennedy	2.90	\$	913.50	Multiple responses to emails and voicemails on the Monitor's Hotline, correspondence with Cinram AP regarding the Wireless disbursement request.	1
10/19/12	18003	Michael Kennedy	2.20	\$	693.00	Monitor's Hotline email and voicemail correspondence regarding various issues, organized documents for posting to the Cinram Webpage.	1
10/31/12	14888	Pamela Luthra	1.90	\$	1,092.50	Update of professional fee disbursement schedule.	1
10/30/12	14888	Pamela Luthra	0.60	\$	345.00	Coordination of broker calls; Follow up on broker information requests; Call with A. Hausz regarding model.	1
10/29/12	14888	Pamela Luthra	0.60	\$	345.00	Review of pre-filing invoices; coordination with FTI UK regarding Sellers Expense.	1
10/16/12	14888	Pamela Luthra	3.20	\$	1,840.00	Coordination with J. Webster of Cinram regarding disbursement reports and CUSH disbursements; Update of actual professional fees to date; Follow up on supplier question regarding outstanding payment; Follow up on broker information requests.	1
10/17/12	14888	Pamela Luthra	6.70	\$	3,852.50	Call with J. Bell regarding scope of services and outstanding invoices; Preparation of AvB for Week 41; Review of movement in CUSH bank accounts; Coordination with G. Savig from Cinram regarding professional fee invoices; kick off call with CBRE regarding specific property.	1
10/18/12	14888	Pamela Luthra	1.30	\$	747.50	Coordination with G. Savig regarding professional fees.	1
10/19/12	14888	Pamela Luthra	0.90	\$	517.50	Follow up on supplier invoices; coordination with G. Savig regarding professional fees.	1
10/22/12	14888	Pamela Luthra	0.90	\$	517.50	Update of professional fee tracking schedule.	1
10/24/12	14888	Pamela Luthra	3.60	\$	2,070.00	Preparation of AvB reporting; Call with CBRE regarding Ivy Hill property; Call with N. Mullen from CUSH regarding CUSH disbursements.	1
10/25/12	14888	Pamela Luthra	3.40	\$	1,955.00	Update of professional fee tracking schedule.	1
10/26/12	14888	Pamela Luthra	2.80	\$	1,610.00	Reconciliation of CUSH accounts; call with N. Mullen and M. Cordero regarding benefit payments; Responding to employee questions regarding WEPPA	1
<b>TOTAL</b>			<b>166.10</b>	<b>\$</b>	<b>100,760.50</b>		



**FTI**<sup>™</sup>  
CONSULTING

**Invoice Remittance**

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

November 22, 2012  
FTI Invoice No. 29000430  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 18, 2012

	<i>CAD (\$)</i>
Professional Services.....	\$34,441.00
Less Voluntary Reduction.....	<del>\$3,444.10</del>
Net Professional Fees.....	\$30,996.90
Expenses.....	\$0.00
Total Fees and Expenses.....	\$34,441.00
HST Registration No. 835718024RT0001 .....	\$4,029.60
Total Amount Due this Period.....	\$35,026.50
<b>Total Amount Due.....</b>	<b><u>\$35,026.50</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**



**FTI**<sup>™</sup>  
CONSULTING

*Invoice Summary*

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

November 22, 2012  
FTI Invoice No. 29000430  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through November 18, 2012

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Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	20.4	\$16,932.00
Steven Bissell	Managing Director	\$700.00	12.7	\$8,890.00
Pamela Luthra	Director	\$575.00	6.8	\$3,910.00
Michael Kennedy	Consultant	\$315.00	14.6	\$4,599.00
Ana Arevalo	Administrative Professional	\$110.00	1.0	\$110.00
<b>Total Hours and Fees</b>			<b>55.5</b>	<b>\$34,441.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$3,444.10</b>
<b>Total Net Fees</b>				<b>\$30,996.90</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$4,029.60</b>
<b>Invoice Total for Current Period</b>				<b>\$35,026.50</b>

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Cinram International  
 413024.0009 - November 18, 2012  
 Invoice # 29000430

Date	TK#	Name	Hours	Amount	Narrative	Task
11/01/12	15273	Ana Arevalo	0.70	\$ 77.00	Preparing and updating draft invoice for period ending October 31, 2012.	1
11/02/12	15273	Ana Arevalo	0.30	\$ 33.00	Finalizing invoice for period ending October 31, 2012.	1
11/01/12	14800	Paul Bishop	2.70	\$ 2,241.00	Correspondence regarding Hungary and Spain. Review of cash availability call with Motorola regarding Wireless and preparation for the same. Review of Worker's Compensation options for Wireless and update call with Zolfo Cooper.	1
11/02/12	14800	Paul Bishop	1.20	\$ 996.00	Correspondence regarding Hungary and Spain; follow up re: distribution and cash flow and review of [REDACTED]	1
11/05/12	14800	Paul Bishop	1.20	\$ 996.00	Correspondence regarding Spain lease, Hungary claim, and North American real-estate.	1
11/06/12	14800	Paul Bishop	1.90	\$ 1,577.00	Calls with Zolfo Cooper and brokers regarding North American real estate, call with Zolfo Cooper and Luis regarding Spain, and correspondence with B. Mueller from Cinram regarding certain [REDACTED]	1
11/07/12	14800	Paul Bishop	1.80	\$ 1,494.00	Call with Goodmans, Zolfo Cooper, and Wachtell surrounding a general update; preparation for the same; correspondence regarding Wireless and distributions.	1
11/08/12	14800	Paul Bishop	0.60	\$ 498.00	Correspondence regarding Hungary, Motorola, and Spain.	1
11/09/12	14800	Paul Bishop	2.20	\$ 1,828.00	Call with Goodmans regarding Motorola, review of Motorola agreement; emails and calls regarding distribution.	1
11/12/12	14800	Paul Bishop	2.70	\$ 2,241.00	Board call preparation and follow up.	1
11/13/12	14800	Paul Bishop	1.10	\$ 913.00	Correspondence regarding billings, Hungary, Wireless, and Olyphant.	1
11/14/12	14800	Paul Bishop	1.40	\$ 1,162.00	Call regarding Olyphant; review of Worker's Compensation alternatives, and correspondence regarding the same.	1
11/15/12	14800	Paul Bishop	2.40	\$ 1,992.00	Correspondence regarding time incurred, call with J. Bell from Cinram discussing [REDACTED] items, closing and other matters; correspondence regarding Wireless [REDACTED]	1
11/16/12	14800	Paul Bishop	1.20	\$ 996.00	Correspondence regarding Hungary; review of the same and preparation; responded to review of alternatives.	1
11/05/12	14856	Steven Bissell	2.30	\$ 1,610.00	Scheduled payment of professional fee summary to Zoffer Cooper. Call with vendor re: unit holder services. Completion of Receiver forms and payment of fees. Review of Excluded Asset Excess Cash calculation. Discussion with [REDACTED]	1
11/06/12	14856	Steven Bissell	3.70	\$ 2,580.00	Setup and coordination of payment of initial Distribution to First Lien Lenders. Status of personal property leases subject to Notice of Disclaimer and email correspondence with Canadian and US Legal counsel re: same. Coordination of payment of [REDACTED]	1
11/07/12	14856	Steven Bissell	1.00	\$ 700.00	Status update call with legal and financial advisors. Email correspondence re: accounting for payments from Administrative Reserve.	1
11/01/12	14856	Steven Bissell	1.70	\$ 1,180.00	Post-closing matters including [REDACTED] professional fee invoices (processing for payment).	1
11/02/12	14856	Steven Bissell	4.00	\$ 2,800.00	Internal FTI discussion re: Director's fees, processing of payments from Administrative Reserve, emails with Company legal counsel re: Directors' fees. Review of Zoffer Cooper wind-down cash flows. Discussions with M. Vigod re: unit-holder related requests.	1
11/01/12	18003	Michael Kennedy	1.30	\$ 409.50	Wireless disbursement review and correspondence with the Cinram AP department, responded to emails on the Monitor's Hotline.	2
11/02/12	18003	Michael Kennedy	0.40	\$ 126.00	Returned emails and voicemails on the Monitor's Hotline.	1
11/05/12	18003	Michael Kennedy	1.60	\$ 504.00	Organized documents for posting to Cinram Webpage, review of disclaimer notices sent to counterparty's of rejected contracts and leases, responded to emails and voicemails on the Monitor's Hotline.	1
11/06/12	18003	Michael Kennedy	1.60	\$ 504.00	Responded to emails and voicemails on the Monitor's Hotline, email and phone correspondence with Cinram AP department regarding specific vendor issues.	1
11/07/12	18003	Michael Kennedy	0.80	\$ 252.00	Responded to emails on the Monitor's Hotline.	1
11/08/12	18003	Michael Kennedy	0.90	\$ 283.50	Correspondence with Cinram AP department regarding Wireless disbursement request, responded to emails on the Monitor's Hotline	1
11/09/12	18003	Michael Kennedy	0.90	\$ 283.50	Responded to emails on the Monitor's Hotline.	1
11/12/12	18003	Michael Kennedy	0.40	\$ 126.00	Returned emails on the Monitor's Hotline.	1
11/13/12	18003	Michael Kennedy	1.10	\$ 346.50	Returned emails and voicemails on the Monitor's Hotline.	1
11/14/12	18003	Michael Kennedy	1.20	\$ 378.00	Initial review and preparation for AvB, returned emails and voicemails on the Monitor's Hotline	1
11/15/12	18003	Michael Kennedy	2.30	\$ 724.50	Actual v. Budget cashflows for weeks 43 & 44; returned emails and voicemails on the Monitor's Hotline, review of Wireless disbursement and correspondence with Cinram AP department regarding the same.	1
11/16/12	18003	Michael Kennedy	2.10	\$ 661.50	Returned emails and voicemails on the Monitor's Hotline; final completion and review of Actual v. Budget cashflows.	1

11/07/12	14888	Pamela Luthra	0.70	\$	402.50	Internal transition meeting regarding processing payments; call with Scotiabank regarding bank account set up.	1
11/01/12	14888	Pamela Luthra	0.90	\$	517.50	Follow up on disbursement report; update of CUSH bank account activity	1
11/02/12	14888	Pamela Luthra	1.60	\$	920.00	Preparation of Administrative Reserve variance analysis.	1
11/16/12	14888	Pamela Luthra	3.10	\$	1,782.50	Coordination with FTI UK regarding Sellers Expense; Preparation of Actual vs Budget; Coordination with Goodmans regarding contracts; Review of lease invoice and coordination with Cinram A/P department.	1
11/12/12	14888	Pamela Luthra	0.50	\$	287.50	Actual vs budget; Coordinating broker calls, Coordinating regarding sellers expenses.	1
<b>TOTAL</b>			<b>65.60</b>	<b>\$</b>	<b>34,441.00</b>		



*Invoice Remittance*

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

November 30, 2012  
FTI Invoice No. 29000439  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 30, 2012

	<i>CAD (\$)</i>
Professional Services.....	\$20,256.00
Less Voluntary Reduction.....	<del>-\$2,025.60</del>
Net Professional Fees.....	\$18,230.40
Expenses.....	\$345.39
Total Fees and Expenses.....	\$20,601.39
HST Registration No. 835718024RT0001 .....	\$2,414.85
Total Amount Due this Period.....	\$20,990.64
Previous Balance Due.....	\$35,026.50
<b>Total Amount Due.....</b>	<b><u>\$56,017.14</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**



**F T I**  
CONSULTING

*Invoice Summary*

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

November 30, 2012  
FTI Invoice No. 29000439  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through November 30, 2012

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	14.0	\$11,620.00
Pamela Luthra	Director	\$575.00	3.6	\$2,070.00
Michael Kennedy	Consultant	\$315.00	20.6	\$6,489.00
Ana Arevalo	Administrative Professional	\$110.00	0.7	\$77.00
<b>Total Hours and Fees</b>			<b>38.9</b>	<b>\$20,256.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$2,025.60</b>
<b>Total Net Fees</b>				<b>\$18,230.40</b>
Other/Miscellaneous				\$345.39
<b>Total Expenses</b>				<b>\$345.39</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,414.85</b>
<b>Invoice Total for Current Period</b>				<b>\$20,990.64</b>

Cinram International  
 413024.0009 - November 30, 2012  
 Invoice # 29000439

Date	TK#	Name	Hours	Amount	Narrative	Task
11/20/12	15273	Ana Arevalo	0.40	\$ 44.00	Preparing draft invoice for period ending November 18, 2012.	1
11/22/12	15273	Ana Arevalo	0.30	\$ 33.00	Finalizing invoice for period ending November 18, 2012.	1
11/20/12	14800	Paul Bishop	1.70	\$ 1,411.00	Calls with real estate brokers prep for same and follow up review of [REDACTED]	1
11/21/12	14800	Paul Bishop	2.30	\$ 1,909.00	Update call with company and advisors, follow up regarding the same; review of legal description of Olyphant property; review of Wireless financial information; follow up regarding the Spain property lease.	1
11/22/12	14800	Paul Bishop	0.60	\$ 498.00	Reviewed and finalized the shareholders resolution.	1
11/23/12	14800	Paul Bishop	1.70	\$ 1,411.00	Call with Goodmans and J. Bell from Cinram regarding the closing in Europe and other matters; review of [REDACTED] for European close.	1
11/26/12	14800	Paul Bishop	1.90	\$ 1,577.00	Conference call with FTI Europe to discuss [REDACTED] and other closing matters; call with Counsel regarding impact of loan repayments and other closing matters; review of pro forma liquidity correspondence with B. Mueller regarding [REDACTED]	1
11/27/12	14800	Paul Bishop	1.90	\$ 1,577.00	Correspondence with counsel regarding Letters of Credit, correspondence with B. Mueller regarding [REDACTED]; review of the same and edits and communicate to B. Mueller; correspondence regarding the release and auction at Louisville property.	1
11/28/12	14800	Paul Bishop	1.80	\$ 1,494.00	Review of Worker's Compensation options; correspondence regarding the same; review and execution of Hungarian banking documents; and call with J. Bell from Cinram regarding closing and other issues.	1
11/29/12	14800	Paul Bishop	1.20	\$ 996.00	Correspondence confirming details and adjustments surrounding the Spain lease.	1
11/30/12	14800	Paul Bishop	0.90	\$ 747.00	Correspondence regarding bank accounts and follow up correspondence regarding Wireless and Hungary.	1
11/26/12	18003	Michael Kennedy	0.40	\$ 126.00	Returned emails on the Monitor's Hotline	2
11/27/12	18003	Michael Kennedy	1.20	\$ 378.00	Returned voicemails on the Monitor's Hotline; Professional Fee Schedule reconciliations.	2
11/29/12	18003	Michael Kennedy	2.80	\$ 882.00	Wireless disbursement review and correspondence with Cinram AP team; returned voicemails on the Monitor's Hotline regarding various issues.	1
11/19/12	18003	Michael Kennedy	3.20	\$ 1,008.00	Call with [REDACTED] regarding contract disclaimer situation with Cinram entities, call with M.Wagner and C. Descours from Goodmans re: same; returned emails on the Monitor's Hotline.	1
11/20/12	18003	Michael Kennedy	3.40	\$ 1,071.00	Phone and email correspondence with C.Descours and M.Wagner from Goodmans regarding Securitas contracts, email and phone correspondence with J. Barnett from Cinram re:same; responded to emails on the Monitor's Hotline.	1
11/21/12	18003	Michael Kennedy	4.30	\$ 1,354.50	Internal FTI meeting to discuss Professional Fee Schedule reconciliation for Cinram HST claims.; Wireless disbursement review and correspondence with Cinram AP department; call with J. Barnett from Cinram regarding [REDACTED] contracts.	1
11/22/12	18003	Michael Kennedy	4.50	\$ 1,417.50	Reconciliation of Professional Fee schedule for Cinram, internal FTI call with C. Descours from Goodmans regarding withdrawal of Securitas disclaimer notice.	1
11/23/12	18003	Michael Kennedy	0.80	\$ 252.00	Final edits and review of Professional Fee invoice reconciliation for the Company.	1
11/19/12	14888	Pamela Luthra	0.80	\$ 460.00	Review of administrative reserve disbursements; coordinating w/ A/P regarding invoices.	1
11/21/12	14888	Pamela Luthra	0.70	\$ 402.50	Review of contracts and disclaimer notices.	1
11/22/12	14888	Pamela Luthra	1.20	\$ 690.00	Review of contracts and disclaimer notices; coordination with Goodmans regarding the same; Preparation of professional fee listing	1
11/26/12	14888	Pamela Luthra	0.50	\$ 287.50	Call with FTI UK regarding sellers expenses	1
11/27/12	14888	Pamela Luthra	0.40	\$ 230.00	Actual vs budget review and professional fees schedule update.	1
<b>TOTAL</b>			<b>38.90</b>	<b>\$ 20,256.00</b>		



**F T I**  
CONSULTING

*Invoice Remittance*

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

December 21, 2012  
FTI Invoice No. 29000461  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 16, 2012

	<i>CAD (\$)</i>
Professional Services.....	\$49,848.50
Less Voluntary Reduction.....	-\$4,984.85
<b>Net Professional Fees.....</b>	<b>\$44,863.65</b>
Expenses.....	\$0.00
<b>Total Fees and Expenses.....</b>	<b>\$49,848.50</b>
HST Registration No. 835718024RT0001 .....	\$5,832.27
<b>Total Amount Due this Period.....</b>	<b>\$50,695.92</b>
<b>Total Amount Due.....</b>	<b>\$50,695.92</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**



**F T I**  
CONSULTING

**Invoice Summary**

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

December 21, 2012  
FTI Invoice No. 29000461  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through December 16, 2012

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	22.7	\$18,841.00
Steven Bissell	Managing Director	\$700.00	37.2	\$26,040.00
Pamela Luthra	Director	\$575.00	1.0	\$575.00
Michael Kennedy	Consultant	\$315.00	13.7	\$4,315.50
Ana Arevalo	Administrative Professional	\$110.00	0.7	\$77.00
<b>Total Hours and Fees</b>			<b>75.3</b>	<b>\$49,848.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$4,984.85</b>
<b>Total Net Fees</b>				<b>\$44,863.65</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$5,832.27</b>
<b>Invoice Total for Current Period</b>				<b>\$50,695.92</b>

Cinram International  
 413024.0009 - December 16, 2012  
 Invoice # 29000461

Date	TK#	Name	Hours	Amount	Narrative	Task
12/03/12	15273	Ana Arevalo	0.30	\$ 33.00	Finalizing invoice for period ending November 30, 2012.	1
12/02/12	15273	Ana Arevalo	0.40	\$ 44.00	Preparing draft invoice for period ending November 30, 2012.	1
12/10/12	14800	Paul Bishop	1.20	\$ 996.00	Correspondence regarding Hungary; conference call with CBRE regarding the Louisville property.	1
12/11/12	14800	Paul Bishop	3.40	\$ 2,822.00	Calls and emails regarding Wireless and Hungary; conference call regarding post closing items and follow up regarding the same; review of [REDACTED]	1
12/12/12	14800	Paul Bishop	3.30	\$ 2,739.00	Call with Zolfo Cooper and follow up call with Goodmans regarding closing items; conference call with advisors and Counsel regarding delay in closing; call regarding report details on the same.	1
12/13/12	14800	Paul Bishop	2.60	\$ 2,158.00	Calls and emails relating to the European closing; calls re: Wireless; and correspondence regarding Hungary and other matters.	1
12/14/12	14800	Paul Bishop	3.90	\$ 3,237.00	Review of share purchase agreements; calls with Advisors and Counsel regarding the European closing; draft of Report [REDACTED]	1
12/15/12	14800	Paul Bishop	0.90	\$ 747.00	Review of the Monitor's Fifth Report.	1
12/03/12	14800	Paul Bishop	1.20	\$ 996.00	Correspondence regarding tax and closing items.	1
12/05/12	14800	Paul Bishop	2.40	\$ 1,992.00	Update call review of closing items; review and approval of certain [REDACTED] email correspondence relating to other closing items.	1
12/08/12	14800	Paul Bishop	2.30	\$ 1,909.00	Review, edit, and execution of documents regarding the European closing; correspondence regarding the Directors charge; call with KPMG relating to the audit review of Louisville roof inspection; drafted report detailing other closing related matters; review of [REDACTED]; and correspondence with JP Morgan regarding bank accounts.	1
12/07/12	14800	Paul Bishop	1.50	\$ 1,245.00	Correspondence regarding Hungary, audit, Directors charge. Call regarding closing matters; review of sellers expenses.	2
12/03/12	14856	Steven Bissell	5.00	\$ 3,500.00	Email correspondence with KPMG and follow-up regarding JP Morgan signature cards and additional accounts. Processing of payment of [REDACTED]. Call with Goodmans and related follow up with T. Wishard from Cinram.	2
12/04/12	14856	Steven Bissell	5.20	\$ 3,840.00	Processing of professional fee payments from Administrative Reserve. Conference call with real estate advisors re: Olyphant property. Call with D. Gustin re: Wireless accounting treatment and cash flow forecast. Email correspondence with M. Cordero [REDACTED]	1
12/05/12	14856	Steven Bissell	4.20	\$ 2,940.00	Email correspondence re: equipment supplier invoices. Professional fee payments. Update call with legal and financial advisors. Call with M. Cordero re: ADP and other outstanding issues.	1
12/06/12	14856	Steven Bissell	2.00	\$ 1,400.00	Correspondence with NewCo management re: telecom provider and disclaimer of contract with same. Call with Deloitte & Touche re: outstanding invoices. Call with auditor re: status of engagement and future work. Emails re: Delaware agent, and telecom provider.	1
12/07/12	14856	Steven Bissell	3.80	\$ 2,860.00	Documentation re: Letter's of Credit release. Call with J. Bell from Cinram regarding: pre-Closing invoices. Call with vendors re: process to transfer OldCo deposit to NewCo. Confirmation of professional fee payments. Reconciliation and actual vs. budget of payments from Admin Reserve.	1
12/10/12	14856	Steven Bissell	3.30	\$ 2,310.00	Administrative Reserve reconciliation. Processing of payments from Administrative Reserve.	1
12/11/12	14856	Steven Bissell	3.80	\$ 2,860.00	Updated Administrative Reserve including Actual vs Budget analysis and correspondence with professional firms. Review of documents and email correspondence re: potential secured lender to Old Co.	1
12/12/12	14856	Steven Bissell	4.00	\$ 2,800.00	Email to NewCo accounting re: professional fee payments. Review of European Closing steps and conditions precedent. Processing of professional fee payments from Administrative Reserve. Call with A. Hausz from Cinram re: [REDACTED]	1
12/13/12	14856	Steven Bissell	4.20	\$ 2,940.00	Review and comments on European [REDACTED] Call to T. Wishard re: workers' compensation. Updates to Administrative Reserve forecast.	1
12/14/12	14856	Steven Bissell	1.70	\$ 1,190.00	Responses to tax-related questions from CUSH management. Review of 5th Report of the Monitor. [REDACTED]. Call with US and Canadian legal counsel to the debtor re: pre-filing loan to One K. Call with ZC re: [REDACTED]	1
12/03/12	18003	Michael Kennedy	3.60	\$ 1,134.00	Completion and review of Actual v. Budget for week 45, review and reconciliation of Professional Fee Invoices to Schedule; returned emails to vendors on the Monitor's Hotline.	1
12/04/12	18003	Michael Kennedy	2.90	\$ 913.50	Returned emails and voicemails on the Monitor's Hotline; completion and review of Actual v. Budgeted cashflows for week 46; continued additions to Professional Fee Schedule.	1



12/06/12	18003	Michael Kennedy	0.80	\$	252.00	Review of Wireless prelim payment report, internal FTI and Cinram email correspondence regarding treatment of specific vendor invoices.	1
12/11/12	18003	Michael Kennedy	2.90	\$	913.50	Updates and invoice reconciliations to [REDACTED] responded to voicemails on the Monitor's Hotline.	1
12/12/12	18003	Michael Kennedy	1.30	\$	409.50	Monitor's Hotline email cleanup; reviewed the treatment of certain Professional Fee Invoices.	1
12/13/12	18003	Michael Kennedy	2.20	\$	693.00	Additions to [REDACTED]; responded to voicemails on the Monitor's Hotline; Wireless prelim review and correspondence with Cinram AP team regarding the same.	1
12/04/12	14888	Pamela Luthra	0.80	\$	460.00	Coordination with D. Gustin regarding Wireless collections; call with Cushman Wakefield and Zolfo Cooper regarding Olyphant property.	1
12/05/12	14888	Pamela Luthra	0.20	\$	115.00	Coordination regarding [REDACTED] estimate.	1
<b>TOTAL</b>			<b>75.30</b>	<b>\$</b>	<b>49,848.50</b>		



**FTI**<sup>™</sup>  
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**Invoice Remittance**

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

December 31, 2012  
FTI Invoice No. 29000472  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2012

	<i>CAD (\$)</i>
Professional Services.....	\$27,102.50
Less Voluntary Reduction.....	<del>\$2,710.25</del>
Net Professional Fees.....	\$24,392.25
Expenses.....	\$0.00
Total Fees and Expenses.....	\$27,102.50
HST Registration No. 835718024RT0001 .....	\$3,170.99
Total Amount Due this Period.....	\$27,563.24
Previous Balance Due.....	\$50,695.92
<b>Total Amount Due.....</b>	<b><u>\$78,259.16</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**



**F T I**  
CONSULTING

*Invoice Summary*

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

December 31, 2012  
FTI Invoice No. 29000472  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2012

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	25.7	\$21,331.00
Steven Bissell	Managing Director	\$700.00	7.2	\$5,040.00
Pamela Luthra	Director	\$575.00	0.7	\$402.50
Michael Kennedy	Consultant	\$315.00	0.8	\$252.00
Ana Arevalo	Administrative Professional	\$110.00	0.7	\$77.00
<b>Total Hours and Fees</b>			<b>35.1</b>	<b>\$27,102.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$2,710.25</b>
<b>Total Net Fees</b>				<b>\$24,392.25</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$3,170.99</b>
<b>Invoice Total for Current Period</b>				<b>\$27,563.24</b>

Cinram International  
 413024.0009 - December 31, 2012  
 Invoice # 29000472

Date	TRF	Name	Hours	Amount	Narrative	Task
12/18/12	15273	Ana Arevalo	0.40	\$ 44.00	Preparing draft invoice for period ending December 16, 2012.	1
12/21/12	15273	Ana Arevalo	0.30	\$ 33.00	Finalizing invoice for period ending December 16, 2012.	1
12/17/12	14800	Paul Bishop	3.90	\$ 3,237.00	Multiple calls and email regarding the European closing; calls regarding the Monitor's latest report; edits regarding the same. Conference call with counsel regarding the European closing.	1
12/18/12	14800	Paul Bishop	3.60	\$ 2,985.00	Call regarding Olyphant; call with Goodmans regarding closing options; call with The Najafi Companies and Legal Counsel regarding the same; call with Zolfo Cooper and advisors regarding the same; updated correspondence to lenders and advisors following call.	1
12/19/12	14800	Paul Bishop	2.50	\$ 2,075.00	Multiple calls and emails regarding closing options and correspondence with B. Mueller regarding certain Wireless issues.	1
12/20/12	14800	Paul Bishop	2.90	\$ 2,407.00	Call with Zolfo Cooper regarding closing issues; calls with legal counsel regarding options for Cinram Europe; call with the Board to provide updates regarding the same; call with J. Ball regarding the same; correspondence with Capita regarding Cinram Hungary; correspondence with B. Mueller regarding Wireless.	1
12/21/12	14800	Paul Bishop	3.40	\$ 2,822.00	Calls with Goodmans regarding the closing memo; attended Goodmans to sign documents in escrow; call with B. Mueller regarding Wireless.	1
12/27/12	14800	Paul Bishop	2.40	\$ 1,992.00	Multiple calls and emails re: closing.	1
12/28/12	14800	Paul Bishop	1.80	\$ 1,494.00	Multiple calls and emails re: closing.	1
12/29/12	14800	Paul Bishop	2.70	\$ 2,241.00	Call with regarding closing along with multiple emails regarding the same.	1
12/31/12	14800	Paul Bishop	2.50	\$ 2,075.00	Multiple calls with Goodmans and FTI Euro regarding the European closing.	1
12/17/12	14856	Steven Bissell	2.50	\$ 1,750.00	Email correspondence re: calculation of European [REDACTED] Processing of professional fee payments from the [REDACTED]. Call with NewCo NA CFO [REDACTED] Call with Monitor's legal counsel re: 5th report of the Monitor.	1
12/18/12	14856	Steven Bissell	2.50	\$ 1,750.00	Emails and correspondence re: equipment lease provider and status of post-filing lease payments. Internal FTI discussion re: European Closing and discussions with Purchaser. Review of European cash flow forecast for week 51.	1
12/19/12	14856	Steven Bissell	1.20	\$ 840.00	Call with A. Hauaz from Cinram re: closing certain OldCo bank accounts. Discussions with and email correspondence to NewCo Management re: pre-filing tax payments.	1
12/21/12	14856	Steven Bissell	1.00	\$ 700.00	Call with legal counsel re: treatment of certain pre-filing tax refunds. Review of Asset Purchase Agreement re: same. Follow up conversation with debtor legal counsel and email correspondence re: same.	1
12/20/12	18003	Michael Kennedy	0.80	\$ 252.00	Wireless disbursement review and correspondence with Cinram AP department regarding same.	1
12/18/12	14888	Pamela Luthra	0.70	\$ 402.50	Marketing update call regarding Olyphant.	1
<b>TOTAL</b>			<b>35.10</b>	<b>\$ 27,102.50</b>		



**F T I**  
CONSULTING

**Invoice Remittance**

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

January 31, 2013  
FTI Invoice No. 29000505  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through January 31, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$146,879.00
Less Voluntary Reduction.....	<u>-\$14,687.90</u>
Net Professional Fees.....	\$132,191.10
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$146,879.00
HST Registration No. 835718024RT0001 .....	<u>\$17,184.84</u>
Total Amount Due this Period.....	\$149,375.94
<b>Total Amount Due.....</b>	<b><u>\$149,375.94</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**



**F T I**  
CONSULTING

**Invoice Summary**

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

January 31, 2013  
FTI Invoice No. 29000505  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through January 31, 2013

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	118.4	\$98,272.00
Steven Bissell	Managing Director	\$700.00	55.3	\$38,710.00
Pamela Luthra	Director	\$575.00	11.6	\$6,670.00
Michael Kennedy	Consultant	\$315.00	10.0	\$3,150.00
Ana Arevalo	Administrative Professional	\$110.00	0.7	\$77.00
<b>Total Hours and Fees</b>			<b>196.0</b>	<b>\$146,879.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$14,687.90</b>
<b>Total Net Fees</b>				<b>\$132,191.10</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$17,184.84</b>
<b>Invoice Total for Current Period</b>				<b>\$149,375.94</b>

Cinram International  
 413024.0009 - January 31, 2013  
 Invoice # 29000505

Date	TK#	Name	Hours	Amount	Narrative	Task
01/01/13	15273	Ana Arevalo	0.40	\$ 44.00	Preparing draft invoice for period ending December 31, 2012.	1
01/02/13	15273	Ana Arevalo	0.30	\$ 33.00	Finalizing Invoice for period ending December 31, 2012.	1
01/02/13	14800	Paul Bishop	3.30	\$ 2,739.00	Multiple calls and email regarding the closing of the European transaction.	1
01/03/13	14800	Paul Bishop	3.90	\$ 3,237.00	Call with advisor group re: closing. Follow up call with advisors and call with FTI Europe to provide status updates.	1
01/04/13	14800	Paul Bishop	4.10	\$ 3,403.00	Call with Advisor Group regarding the closing; follow up call with advisors regarding closing; and call with the Board regarding the same.	1
01/18/13	14800	Paul Bishop	4.70	\$ 3,901.00	Multiple calls and emails regarding closing issues; review of draft documents regarding the closing; conference call with the lenders advisors and call with the Board to provide updates.	1
01/19/13	14800	Paul Bishop	0.90	\$ 747.00	Review of correspondence and drafts of reports.	1
01/20/13	14800	Paul Bishop	1.80	\$ 1,328.00	Review of draft documents and conference call regarding the status of the close.	1
01/28/13	14800	Paul Bishop	5.40	\$ 4,482.00	Multiple calls and emails to secure the closing.	1
01/29/13	14800	Paul Bishop	5.60	\$ 4,648.00	Multiple calls and email with the company and advisors to secure the closing.	1
01/30/13	14800	Paul Bishop	7.30	\$ 6,059.00	Numerous calls and emails in order to close the European transaction.	1
01/17/13	14800	Paul Bishop	5.90	\$ 4,897.00	Multiple calls and emails regarding closing issues; internal FTI call regarding impediments to close; calls and emails with lenders advisors and Counsel regarding closing issues; Company & Monitor counsel discussion regarding proposal to close.	1
01/16/13	14800	Paul Bishop	6.30	\$ 5,229.00	Finalized and issued Monitor's Report; update call with counsel and advisors; multiple internal FTI calls to discuss closing items.	1
01/15/13	14800	Paul Bishop	4.10	\$ 3,403.00	Multiple calls and email regarding closing issues; review of draft of Court Order; review and edit to draft Report.	1
01/14/13	14800	Paul Bishop	5.70	\$ 4,731.00	Call with Zolfo Cooper and advisors; preparation for the same; multiple calls regarding go-forward strategy; review of closing issues; review of draft documents; review of draft Report; and emails regarding Hungary.	1
01/07/13	14800	Paul Bishop	2.70	\$ 2,241.00	Conference call with Legal Counsel regarding closing; preparation for conference call with the purchaser's advisors.	1
01/08/13	14800	Paul Bishop	3.90	\$ 3,237.00	Call with the [REDACTED] and advisors regarding certain European entities; preparation for the same; follow up on items; multiple calls and emails with KPMG regarding Germany.	1
01/09/13	14800	Paul Bishop	4.10	\$ 3,403.00	Multiple calls and emails regarding [REDACTED] review of insolvency analysis; and correspondence and calls regarding Hungary.	1
01/10/13	14800	Paul Bishop	4.70	\$ 3,901.00	Calls and emails regarding closing issues; review of insolvency analysis; and correspondence regarding Hungary and Louisville properties.	1
01/11/13	14800	Paul Bishop	6.20	\$ 5,146.00	Multiple phone calls and emails regarding the Notice of Motion and drafting of Court Report.	1
01/12/13	14800	Paul Bishop	1.80	\$ 1,494.00	Revisions and edits to the Monitor's Sixth Report.	1
01/13/13	14800	Paul Bishop	1.10	\$ 913.00	Conference call regarding the Notice of Motion.	1
01/21/13	14800	Paul Bishop	5.20	\$ 4,316.00	Multiple calls and emails regarding the European closing; review of seller expenses and debt issues.	1
01/22/13	14800	Paul Bishop	6.20	\$ 5,146.00	Multiple calls and emails regarding the European closing; planning for alternatives; review of issues regarding enforcing security; review of schedules and debt extinguishment plans.	1
01/23/13	14800	Paul Bishop	6.70	\$ 5,561.00	Calls and emails regarding the closing; Board call and preparation for the same; multiple calls and emails regarding the closing and preparation for the same; review of alternatives and Hungary correspondence.	1
01/24/13	14800	Paul Bishop	5.90	\$ 4,897.00	Multiple calls and emails regarding the closing; review of [REDACTED] emails regarding the same; confirmation of Moelis professional fees; review of draft reports; [REDACTED] regarding Hungary. Call with FTI Europe regarding debt extinguishment.	1
01/25/13	14800	Paul Bishop	6.20	\$ 5,146.00	Multiple calls and emails re European closing review of seller expenses, draft documents and schedules	1
01/28/13	14800	Paul Bishop	3.10	\$ 2,573.00	Multiple calls and emails regarding the closing of European sale.	1
01/27/13	14800	Paul Bishop	1.80	\$ 1,494.00	Calls and emails regarding the closing and review of documents and schedules re: the same.	1
01/28/13	14856	Steven Bissell	2.30	\$ 1,610.00	Internal FTI discussions re: European Closing and email correspondence with FTI Europe re: same. Updates and reconciliation of Administrative Reserve. Review and comments on Monitor's 7th Report.	1
01/29/13	14856	Steven Bissell	4.20	\$ 2,940.00	Updates and revised forecast [REDACTED]	1

01/30/13	14858	Steven Bissell	2.20	\$	1,540.00	Email correspondence re: incoming wires from Cinram Europe, HST matters, Iberia purchase price. Preparation of [REDACTED] correspondence with Cinram Canada re: same. Updates to Administrative Reserve.	1
01/08/13	14858	Steven Bissell	2.60	\$	1,820.00	[REDACTED] Cinram Hungary. Conference call with Purchaser, legal and financial advisors re: Europe Closing. Call with equipment lease vendor to Excluded Assets.	1
01/09/13	14858	Steven Bissell	1.00	\$	700.00	[REDACTED] Admin Reserve. Calls and email correspondence re: closure of certain OldCo Cinram bank accounts. Assistance to JP Morgan re: identification of OldCo entities.	1
01/10/13	14858	Steven Bissell	3.70	\$	2,590.00	Reconciliation and updated forecast for Admin Reserve. Review of motion materials and draft order re: European Sale Purchase Agreement.	1
01/11/13	14858	Steven Bissell	2.00	\$	1,400.00	Call with legal and financial advisors re: European Closing. Board of Directors call. Follow up call with H. Berman re: pre-Closing invoices.	1
01/21/13	14858	Steven Bissell	2.80	\$	1,960.00	Preparation for, and appearance in Court re: European Share Sale and extension of Stay of Proceedings. Reconciliation of professional fees for OldCo accounting purposes.	1
01/22/13	14858	Steven Bissell	0.20	\$	140.00	[REDACTED] and email communications re:same.	1
01/23/13	14858	Steven Bissell	4.80	\$	3,360.00	HST returns support information for G. Sovig from Cinram. Email correspondence with royalty licensor re: status of CCAA filings on pre-filing liabilities. [REDACTED]	1
01/24/13	14858	Steven Bissell	0.70	\$	490.00	Professional fee reconciliation with G.Sovig from Cinram.	1
01/25/13	14858	Steven Bissell	1.00	\$	700.00	Email correspondence re: HST returns support and professional fees. Conference call with H. Berman re: licensor agreement. Professional fee administration and payments.	1
01/07/13	14858	Steven Bissell	2.50	\$	1,750.00	Review of Excluded Asset and Europe week 1 cash flow forecasts. Email correspondence re: tax notices to OldCo Cinram entities in U.S. Conference call with legal and financial advisors re: Europe Closing.	1
01/02/13	14858	Steven Bissell	1.50	\$	1,050.00	[REDACTED] Conference call with legal and financial advisors.	1
01/03/13	14858	Steven Bissell	3.70	\$	2,590.00	[REDACTED] Conference call with M. Anderson from Cinram re: equipment leases. Follow up with equipment lease lessor. Call with state taxing authorities re: notice of assessment. Conference call with legal and financial advisors.	1
01/04/13	14858	Steven Bissell	0.80	\$	560.00	Conference call with legal and financial advisors.	1
01/14/13	14858	Steven Bissell	5.50	\$	3,850.00	Preparation of CCAA cash flow forecast for stay extension request. Additional review and edits re: Monitor's Sixth Report. Conference call with legal and financial advisors. Review and comments re: actual vs. budget CCAA Cash Flow forecast through December .	1
01/15/13	14858	Steven Bissell	3.00	\$	2,100.00	Correspondence with Zolfo Cooper re: CCAA cash flow forecast. Review and additional edits to Monitor's 6th report. Call with H. Berman re: removal of NewCo employees as registered agents. [REDACTED]	1
01/16/13	14858	Steven Bissell	2.90	\$	2,030.00	Review of final Notice of Motion and draft Order and coordination of posting same to Monitor's website. Review and email correspondence re: NewCo settlement agreement re: GST.	1
01/17/13	14858	Steven Bissell	3.20	\$	2,240.00	Review of Cinram Europe cash flow forecast. Review of state-level agent for process documents and follow-up discussions with Goodmans and S&S re: same. Discussions with S&S re: secured lender to One K. Professional fee payments.	1
01/18/13	14858	Steven Bissell	3.70	\$	2,590.00	Conference call with legal/financial advisors. Call with T. Wishard and M. Babyar re: Ivy Hill Corporation reconciliation. Updates to Ivy Hill Corporation reconciliation through December 31, 2012.	1
01/20/13	14858	Steven Bissell	1.00	\$	700.00	Conference call with legal/financial advisors.	1
01/03/13	18003	Michael Kennedy	1.90	\$	598.50	Wireless prelim review and email correspondence with Cinram AP; returned emails and voicemails on the Monitor's Hotline; internal FTI meeting to discuss various Wireless issues.	1
01/31/13	18003	Michael Kennedy	2.10	\$	661.50	Review of Wireless disbursement and correspondence with Cinram AP team; returned emails and voicemails on the Monitor's Hotline	1
01/30/13	18003	Michael Kennedy	1.50	\$	472.50	Internal FTI meeting regarding the Actual v. Budget for the CCAA applicants.	1
01/29/13	18003	Michael Kennedy	2.60	\$	819.00	Returned voicemails on the Monitor's Hotline; drafted and prepared summaries for Court Reports posted on the Cinram website; Initial investigation into getting Cinram entity name changes with various Secretary of States	1
01/17/13	18003	Michael Kennedy	0.80	\$	252.00	Review of Wireless prelim report & correspondence with Cinram AP team re: same.	1
01/11/13	18003	Michael Kennedy	1.10	\$	346.50	Wireless disbursement review and multiple correspondence with Cinram AP team; returned emails on the Monitor's Hotline.	1
01/31/13	14888	Pamela Luthra	0.40	\$	230.00	Follow up on wire transfer and coordination with Scotiabank regarding the same.	1
01/30/13	14888	Pamela Luthra	1.90	\$	1,092.50	Preparation of actual v. forecast analysis.	1
01/13/13	14888	Pamela Luthra	0.70	\$	402.50	Preparation of Actual v. Budget analysis for Court report.	1
01/14/13	14888	Pamela Luthra	7.70	\$	4,427.50	Preparation of Actual v. Budget analysis for Court report.	1
01/15/13	14888	Pamela Luthra	0.90	\$	517.50	Status update calls with various property brokers.	1



<b>TOTAL</b>	<b>196.00</b>	<b>\$ 146,879.00</b>
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**F T I**  
CONSULTING

***Invoice Remittance***

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

February 24, 2013  
FTI Invoice No. 29000519  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through February 17, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$43,540.00
Less Voluntary Reduction.....	<u>-\$4,354.00</u>
Net Professional Fees.....	\$39,186.00
Expenses.....	<u>\$12.00</u>
Total Fees and Expenses.....	\$43,552.00
HST Registration No. 835718024RT0001 .....	<u>\$5,095.74</u>
Total Amount Due this Period.....	\$44,293.74
<b>Total Amount Due.....</b>	<b><u>\$44,293.74</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**



**F T I**  
CONSULTING

*Invoice Summary*

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

February 24, 2013  
FTI Invoice No. 29000519  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through February 17, 2013

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	28.1	\$23,323.00
Steven Bissell	Managing Director	\$710.00	27.4	\$19,454.00
Michael Kennedy	Consultant	\$325.00	2.1	\$682.50
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>58.3</b>	<b>\$43,540.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$4,354.00</b>
<b>Total Net Fees</b>				<b>\$39,186.00</b>
Other/Miscellaneous				\$12.00
<b>Total Expenses</b>				<b>\$12.00</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$5,095.74</b>
<b>Invoice Total for Current Period</b>				<b>\$44,293.74</b>

Cinram International  
 413024.0009 - February 17, 2013  
 Invoice # 29000519

Date	TK#	Name	Hours	Amount	Narrative	Task
02/03/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending January 31, 2013.	1
02/01/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending January 31, 2013.	1
02/05/13	14800	Paul Bishop	2.40	\$ 1,992.00	Monitor's Report edits; obtained certificates for European closing; and multiple calls and emails regarding the same.	1
02/04/13	14800	Paul Bishop	0.90	\$ 747.00	Monitor's Report edits.	1
02/06/13	14800	Paul Bishop	3.80	\$ 3,154.00	Finalized Monitor's Report; multiple emails regarding Hungary; read and reviewed documents regarding the same; email correspondence regarding Spain; emails and review of administrative reserve [REDACTED]	1
02/07/13	14800	Paul Bishop	2.40	\$ 1,992.00	Calls regarding Wireless with Cinram and Motorola; preparation for the same and subsequent follow ups.	1
02/08/13	14800	Paul Bishop	2.60	\$ 2,156.00	Review of [REDACTED]; calls and emails regarding distribution processing.	1
02/11/13	14800	Paul Bishop	2.80	\$ 2,324.00	Review of Wireless options; review of Hungary correspondence; multiple emails regarding the same.	1
02/12/13	14800	Paul Bishop	3.60	\$ 2,988.00	Review of the Transitions Services Agreement; review of various Wireless agreements to determine rights regarding IP and amendments thereto; call with Counsel regarding the same.	1
02/13/13	14800	Paul Bishop	4.10	\$ 3,403.00	Call with Motorola and Zolfo Cooper regarding the transition; call with Legal Counsel regarding the same; review of options and assessment of financial impact; review of [REDACTED] review of Transitional Services agreement.	1
02/14/13	14800	Paul Bishop	2.30	\$ 1,909.00	Multiple emails regarding Wireless and Hungary. Calls regarding the same.	1
02/15/13	14800	Paul Bishop	3.20	\$ 2,656.00	Call with Motorola and Zolfo Cooper; preparation for the same; review and edits to various Non-disclosure agreements; emails regarding Hungary; correspondence with liquidators; and correspondence regarding Spain.	1
02/11/13	14856	Steven Bissell	2.00	\$ 1,420.00	Ivy Hill Corporation reconciliation including emails to M. Babyar re: insurance reimbursements. [REDACTED] and email correspondence with H. Berman re: Purchased Assets. [REDACTED] and follow-up with Deloitte&Touche re: the same.	1
02/12/13	14856	Steven Bissell	1.50	\$ 1,065.00	Call with Zolfo Cooper re: [REDACTED] and follow-up edits to same. Vendor and taxing authority calls.	1
02/13/13	14856	Steven Bissell	6.00	\$ 4,260.00	Review and comments regarding: Zolfo Cooper distribution model. Discussions and follow up re: revised Cinram Wireless AP for utility provider including letter from Monitor. Email to Cinram 1K re: sweeping of cash account and application of proceeds.	1
02/14/13	14856	Steven Bissell	0.50	\$ 355.00	Call with Zolfo Cooper re: [REDACTED] Correspondence with [REDACTED]	1
02/15/13	14856	Steven Bissell	4.00	\$ 2,840.00	Reconciliation of Cinram Iberia cash flow (Dec - Jan). Call with M. Babyar re: Ivy Hill Corporation insurance and reconciliation of transactions between Cinram Group Inc and Ivy Hill Corp. Review of amended Transitional Services Agreement re: treatment of Otyphant property tax. Processing of wire payments.	1
02/04/13	14856	Steven Bissell	5.50	\$ 3,905.00	Administrative reserve updates [REDACTED] [REDACTED]. Zolfo Cooper information requests re: cash balances and Wireless forecasts.	1
02/05/13	14856	Steven Bissell	3.00	\$ 2,130.00	Edits to Administrative Reserve forecast. Professional fee invoices and processing of payments of same. Coordination of posting of Seventh Report of the Monitor.	1
02/06/13	14856	Steven Bissell	3.20	\$ 2,272.00	Monitor bank account reconciliation in support of updated Administrative Charge. [REDACTED]	1
02/07/13	14856	Steven Bissell	0.50	\$ 355.00	Administrative reserve reconciliation.	1
02/08/13	14856	Steven Bissell	1.20	\$ 852.00	[REDACTED]. Conference call with Zolfo Cooper re: revised Administrative Reserve.	1
02/14/13	18003	Michael Kennedy	2.10	\$ 682.50	Review of Wireless prelim report and correspondence with Cinram AP department; call with Global Crossing re: treatment of certain invoice that straddled the CCAA filing date; call with Minneapolis Department of Revenue re: outstanding amount owing.	1
<b>TOTAL</b>			<b>58.30</b>	<b>\$ 43,640.00</b>		



**F T I**  
CONSULTING

***Invoice Remittance***

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

February 28, 2013  
FTI Invoice No. 29000527  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through February 28, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$40,567.00
Less Voluntary Reduction.....	-\$4,056.70
Net Professional Fees.....	\$36,510.30
Expenses.....	\$0.00
Total Fees and Expenses.....	\$40,567.00
HST Registration No. 835718024RT0001 .....	\$4,746.34
Total Amount Due this Period.....	\$41,256.64
<b>Total Amount Due.....</b>	<b><u>\$41,256.64</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**



**F T I**  
CONSULTING

**Invoice Summary**

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

February 28, 2013  
FTI Invoice No. 29000527  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through February 28, 2013

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	27.5	\$22,825.00
Steven Bissell	Managing Director	\$710.00	19.6	\$13,916.00
Erin Litwin	Senior Consultant	\$460.00	0.3	\$138.00
Michael Kennedy	Consultant	\$325.00	11.1	\$3,607.50
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>59.2</b>	<b>\$40,567.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$4,056.70</b>
<b>Total Net Fees</b>				<b>\$36,510.30</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$4,746.34</b>
<b>Invoice Total for Current Period</b>				<b>\$41,256.64</b>

Cinram International  
 413024.0009 - February 28, 2013  
 Invoice # 29000527

Date	TK#	Name	Hours	Amount	Narrative	Task
02/20/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending February 17, 2013.	1
02/24/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending February 17, 2013.	1
02/19/13	14800	Paul Bishop	3.90	\$ 3,237.00	Multiple calls and emails regarding Wireless; review of cost estimates regarding Olyphant; review of Report and pictures regarding the Louisville property; correspondence regarding the same; review of new Hungarian agreement and audit issues.	1
02/20/13	14800	Paul Bishop	2.20	\$ 1,826.00	Calls and emails regarding Hungary; Wireless review of Financial Statements and cash flow.	1
02/21/13	14800	Paul Bishop	3.40	\$ 2,822.00	Conference call regarding Wireless with Motorola and Zolfo Cooper; calls with Legal Counsel regarding the same. Review of Wireless Financial Statements and finalization of Hungarian documents and multiple emails.	1
02/22/13	14800	Paul Bishop	2.60	\$ 2,158.00	Call with Motorola regarding Wireless, follow up calls internally with FTI.	1
02/25/13	14800	Paul Bishop	3.70	\$ 3,071.00	Multiple calls and emails regarding Wireless, Hungary, review of Olyphant, and Louisville surveys and proposals. Calls regarding patent and transition agreement.	1
02/26/13	14800	Paul Bishop	4.10	\$ 3,403.00	Calls with Motorola regarding Wireless and transition; review of license provisions; multiple calls re: the same; review of Hungarian documents; edits and mark up of same. Call with B. Mueller regarding transition; multiple calls regarding Olyphant and Louisville; and review of proposals and execution.	1
02/27/13	14800	Paul Bishop	3.90	\$ 3,237.00	Review of amended agreement; review of assignment agreement; execution of the same; review of Hungary documents regarding the audit and appointment of liquidator.	1
02/28/13	14800	Paul Bishop	3.70	\$ 3,071.00	Conference calls regarding Motorola and Wireless; preparation for the same and follow up.	1
02/25/13	14856	Steven Bissell	2.30	\$ 1,633.00	Conference call with B. Mueller re: Cinram Wireless. Legal name changes for OldCo Cinram entities in the U.S. Discussions with Delaware agent re: required reporting.	1
02/26/13	14856	Steven Bissell	0.30	\$ 213.00	Call with professional firm vendor re: pre-filing invoices.	1
02/27/13	14856	Steven Bissell	4.00	\$ 2,840.00	Calls with CT Corporation (DE agent) re: franchise tax annual reports. Call with T. Wishard re: IHC/Cinram Group Inc/OneK settlement amounts. Call with B. Mueller and D. Gustin re: Cinram Wireless.	1
02/28/13	14856	Steven Bissell	4.50	\$ 3,195.00	Email correspondence with H. Berman re: status of name change initiative. Discussions with M. Wagner re: status of US entities and name change initiative. Coordination and processing of name change requests in various US states.	1
02/19/13	14856	Steven Bissell	1.50	\$ 1,065.00	Review of Cinram Wireless cash flow forecast. Calls/emails with D. Gustin and NewCo re: AP and Accrued Liabilities of Cinram Wireless. Review and summary of same.	1
02/20/13	14856	Steven Bissell	0.80	\$ 666.00	Processing of [REDACTED] and reconciliation of Administrative Reserve.	1
02/21/13	14856	Steven Bissell	3.20	\$ 2,272.00	[REDACTED] and Admin Reserve reconciliation. Call and follow-up letter with Statistics Canada. OldCo account closures including discussions with representative from HSBC and letter to same.	1
02/22/13	14856	Steven Bissell	3.00	\$ 2,130.00	[REDACTED] conciling of same. Letter to Computershare. Review of Zolfo Cooper winddown model and follow up call with J. Amico from Zolfo Cooper re: same. Letter to HSBC re: closure of OldCo bank account.	1
02/21/13	18003	Michael Kennedy	2.60	\$ 845.00	Review and internal phone call with FTI re: CCAA entities Actual v. Budget cash flow reporting; Wireless prelim review and correspondence with Cinram AP team.	1
02/27/13	18003	Michael Kennedy	6.20	\$ 2,015.00	Returned emails on the Monitor's Hotline; CCAA entities Actual v. Budget for reporting weeks 1 through 8.	1
02/28/13	18003	Michael Kennedy	2.30	\$ 747.50	Updates to Administrative Reserve cash flow for population in Actual v. Budget specific weeks.	1
02/25/13	18126	Erin Litwin	0.30	\$ 136.00	General file administration.	1
<b>TOTAL</b>			<b>59.20</b>	<b>\$ 40,567.00</b>		



**F T I**  
CONSULTING

***Invoice Remittance***

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

March 21, 2013  
FTI Invoice No. 29000544  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through March 17, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$49,902.00
Less Voluntary Reduction.....	<u>-\$4,990.20</u>
Net Professional Fees.....	\$44,911.80
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$49,902.00
HST Registration No. 835718024RT0001 .....	<u>\$5,838.53</u>
Total Amount Due this Period.....	\$50,750.33
<b>Total Amount Due.....</b>	<b><u><u>\$50,750.33</u></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**





**F T I**  
CONSULTING

**Invoice Summary**

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

March 21, 2013  
FTI Invoice No. 29000544  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through March 17, 2013

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	44.7	\$37,101.00
Steven Bissell	Managing Director	\$710.00	15.7	\$11,147.00
Erin Litwin	Senior Consultant	\$460.00	0.1	\$46.00
Michael Kennedy	Consultant	\$325.00	4.7	\$1,527.50
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>65.9</b>	<b>\$49,902.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$4,990.20</b>
<b>Total Net Fees</b>				<b>\$44,911.80</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$5,838.53</b>
<b>Invoice Total for Current Period</b>				<b>\$50,750.33</b>

Cinram International  
 413024.0009 - March 17, 2013  
 Invoice # 29000544

Date	TK#	Name	Hours	Amount	Narrative	Task
03/01/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending February 28, 2013.	1
03/04/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending February 28, 2013.	1
03/04/13	14800	Paul Bishop	3.20	\$ 2,856.00	Multiple calls and emails regarding Wireless	1
03/05/13	14800	Paul Bishop	4.20	\$ 3,486.00	Multiple calls and emails regarding Wireless and further revisions of documents.	1
03/06/13	14800	Paul Bishop	4.90	\$ 4,067.00	Multiple calls and emails with Legal Counsel and Company re: Transition Agreement.	1
03/07/13	14800	Paul Bishop	3.60	\$ 2,988.00	Multiple calls and emails regarding Wireless; revised certain related documents; and drafted outline of report.	1
03/08/13	14800	Paul Bishop	4.40	\$ 3,652.00	Calls and emails regarding the review of certain Wireless issues.	1
03/01/13	14800	Paul Bishop	1.30	\$ 1,079.00	Calls and emails regarding Wireless.	1
03/11/13	14800	Paul Bishop	4.30	\$ 3,569.00	Calls and email regarding Motorola and Wireless; calls regarding lease amendment; review of documents regarding the partnership; multiple calls and emails regarding the wind down budget and balance sheet.	1
03/12/13	14800	Paul Bishop	4.30	\$ 3,569.00	Call regarding Olyphant; multiple calls and emails re: Wireless early termination, lease agreement, and other matters. Review and edit to the Eighth Monitor's Report.	1
03/13/13	14800	Paul Bishop	4.60	\$ 3,818.00	Call with Legal Counsel regarding certain contract matters; revisions to Report draft; multiple emails and calls regarding Motorola and lease amendment review.	1
03/14/13	14800	Paul Bishop	7.30	\$ 6,059.00	Multiple calls and emails with legal counsel, Motorola, and the Company to finalize agreements.	1
03/15/13	14800	Paul Bishop	2.60	\$ 2,158.00	Finalization and execution of agreements; calls and emails related to the same.	1
03/01/13	14856	Steven Bissell	1.50	\$ 1,065.00	Discussions with CT Corporation re: foreign state name change steps. Updates to Monitor's website.	1
03/11/13	14856	Steven Bissell	4.30	\$ 3,053.00	Cinram Wireless wind down analysis including call with D. Gustin re: balance sheet assets and liabilities. Correspondence with [REDACTED]	1
03/15/13	14856	Steven Bissell	5.80	\$ 4,118.00	Cinram Wireless wind down analysis.	1
03/04/13	14856	Steven Bissell	1.00	\$ 710.00	Estate administration including calls with US Census Bureau, bill payments and email to A. Hausz re: release of escrow funds re: Finch property.	1
03/05/13	14856	Steven Bissell	0.30	\$ 213.00	Professional fee payments and reconciliation with Administrative Reserve.	1
03/06/13	14856	Steven Bissell	2.00	\$ 1,420.00	Professional fee payments. Review and response to CMFG LLC-related subpoena.	1
03/07/13	14856	Steven Bissell	0.80	\$ 568.00	Review of Cinram Wireless financial and follow-up call with D. Gustin.	1
03/06/13	18003	Michael Kennedy	3.20	\$ 1,040.00	Actual v. Budget review and population for certain weeks; returned 3 emails on the Monitor's Hotline; returned 2 voicemails on the Monitor's Hotline.	1
03/15/13	18003	Michael Kennedy	1.50	\$ 487.50	Additional population and edits to Actual v. Budget summaries.	1
03/05/13	18126	Erin Litwin	0.10	\$ 46.00	General file admin	1
<b>TOTAL</b>			<b>65.90</b>	<b>\$ 49,902.00</b>		



**F T I**  
CONSULTING

**Invoice Remittance**

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

March 31, 2013  
FTI Invoice No. 29000562  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through March 31, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$41,060.50
Less Voluntary Reduction.....	<u>-\$4,106.05</u>
Net Professional Fees.....	\$36,954.45
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$41,060.50
HST Registration No. 835718024RT0001 .....	<u>\$4,804.08</u>
Total Amount Due this Period.....	\$41,758.53
<b>Total Amount Due.....</b>	<b><u>\$41,758.53</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**



**F T I**  
CONSULTING

**Invoice Summary**

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

March 31, 2013  
FTI Invoice No. 29000562  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through March 31, 2013

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	27.7	\$22,991.00
Steven Bissell	Managing Director	\$710.00	23.6	\$16,756.00
Michael Kennedy	Consultant	\$325.00	3.9	\$1,267.50
Ana Arevalo	Administrative Professional	\$115.00	0.4	\$46.00
<b>Total Hours and Fees</b>			<b>55.6</b>	<b>\$41,060.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$4,106.05</b>
<b>Total Net Fees</b>				<b>\$36,954.45</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$4,804.08</b>
<b>Invoice Total for Current Period</b>				<b>\$41,758.53</b>

Cinram International  
 413024.0009 - March 31, 2013  
 Invoice # 29000562

Date	TK#	Name	Hours	Amount	Narrative	Task
03/19/13	15273	Ana Arevalo	0.40	\$ 48.00	Preparing draft invoice for period ending March 17, 2013.	1
03/18/13	14800	Paul Bishop	3.90	\$ 3,237.00	Prepared draft report; review of funding requirements; and multiple emails.	1
03/19/13	14800	Paul Bishop	1.80	\$ 1,494.00	Finalized and executed Hungarian documents and review of draft materials.	1
03/20/13	14800	Paul Bishop	2.40	\$ 1,992.00	Review and edits to report and review of existing budget.	1
03/21/13	14800	Paul Bishop	2.20	\$ 1,826.00	Review of wind down budget, review of report; finalized confirmation of receipt of funds.	1
03/22/13	14800	Paul Bishop	2.50	\$ 2,075.00	Reviewed and edited report; review of wind down analysis; review of cash flow forecast.	1
03/23/13	14800	Paul Bishop	0.70	\$ 581.00	Review and edits to report.	1
03/24/13	14800	Paul Bishop	0.80	\$ 664.00	Review of funding and distribution analysis.	1
03/25/13	14800	Paul Bishop	2.70	\$ 2,241.00	Review of Wireless support agreement; [REDACTED] and cash flow; revisions to report.	1
03/26/13	14800	Paul Bishop	3.80	\$ 3,154.00	Call with the Company regarding Cobra and wireless wind down; calls with brokers and Zolfo Cooper regarding Olyphant and Louisville; [REDACTED]	1
03/27/13	14800	Paul Bishop	5.20	\$ 4,316.00	Preparation of memo to the Board; call with Counsel regarding the wind down plans; call with the Board regarding Directors Charge.	1
03/28/13	14800	Paul Bishop	1.70	\$ 1,411.00	Calls and emails regarding finalizing the report [REDACTED]	1
03/20/13	14856	Steven Bissell	5.50	\$ 3,905.00	Cinram Wireless wind down analysis. [REDACTED] is and reconciliation of Administrative Reserve. Call with Cinram Wireless management and Zolfo Cooper regarding the weekly cash flow forecast.	1
03/21/13	14856	Steven Bissell	3.30	\$ 2,343.00	Professional [REDACTED] Wireless wind down analysis.	1
03/22/13	14856	Steven Bissell	1.50	\$ 1,065.00	Wind down analysis and [REDACTED]	1
03/25/13	14856	Steven Bissell	3.30	\$ 2,343.00	Internal FTI discussions re: Administrative Reserve. Follow-up with Zolfo Cooper (J. Amico) re: same. Wind Down analysis for Wireless. Call with M. Cordero re: employee benefit plans. [REDACTED]	1
03/26/13	14856	Steven Bissell	5.30	\$ 3,763.00	Additional work re: Wireless Wind Down Budget. Follow-up re: employee benefit plans and treatment of same in wind down scenario. Investigation into personal property taxes including timing of payment and estimated amounts.	1
03/27/13	14856	Steven Bissell	2.00	\$ 1,420.00	Call with Zolfo Cooper (J. Amico) to review Administrative Reserve and wind down assumptions. Call with legal advisors to discuss treatment [REDACTED] Correspondence with Cinram Canada Operations management [REDACTED]	1
03/28/13	14856	Steven Bissell	2.70	\$ 1,917.00	Correspondence with Zolfo Cooper re: [REDACTED] Discussions with employment law firm re: engagement to review implications of wind down on various employee benefit plans. Follow up re: name change process.	1
03/28/13	18003	Michael Kennedy	0.60	\$ 195.00	Review of Cinram Wireless prelim payment report and email correspondence with Cinram AP department.	1
03/20/13	18003	Michael Kennedy	0.90	\$ 292.50	Cinram Wireless prelim report review with Cinram AP department; returned two emails on the Monitor's Hotline	1
03/21/13	18003	Michael Kennedy	2.40	\$ 780.00	Actual v. Budget review and population for early weeks in March.	1
<b>TOTAL</b>			<b>55.60</b>	<b>\$ 41,080.50</b>		



**F T I**  
CONSULTING

**Invoice Remittance**

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

April 17, 2013  
FTI Invoice No. 29000573  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through April 14, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$36,082.00
Less Voluntary Reduction.....	<u>-\$3,608.20</u>
Net Professional Fees.....	\$32,473.80
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$36,082.00
HST Registration No. 835718024RT0001 .....	<u>\$4,221.59</u>
Total Amount Due this Period.....	\$36,695.39
<b>Total Amount Due.....</b>	<b><u>\$36,695.39</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**



**FTI**  
CONSULTING

*Invoice Summary*

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

April 17, 2013  
FTI Invoice No. 29000573  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through April 14, 2013

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	18.8	\$15,604.00
Steven Bissell	Managing Director	\$710.00	28.5	\$20,235.00
Michael Kennedy	Consultant	\$325.00	0.5	\$162.50
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>48.5</b>	<b>\$36,082.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$3,608.20</b>
<b>Total Net Fees</b>				<b>\$32,473.80</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$4,221.59</b>
<b>Invoice Total for Current Period</b>				<b>\$36,695.39</b>

**Cinram International**  
**413024.0009 - April 14, 2013**  
**Invoice # 29000573**

Date	TK#	Name	Hours	Amount	Narrative	Task
04/01/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending March 31, 2013.	1
04/02/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending March 31, 2013.	1
04/08/13	14800	Paul Bishop	0.90	\$ 747.00	Review of cash positions and material for court appearance.	1
04/09/13	14800	Paul Bishop	2.40	\$ 1,992.00	Internal call regarding Olyphant; preparation for the same; call regarding Louisville; preparation for the same and follow up on documentation; review [REDACTED]	1
04/10/13	14800	Paul Bishop	3.30	\$ 2,739.00	Attended court; preparation for same; correspondence regarding the audit, and finalization and execution on release.	1
04/11/13	14800	Paul Bishop	2.70	\$ 2,241.00	Correspondence regarding Spain; correspondence regarding Louisville; and review of US filings.	1
04/01/13	14800	Paul Bishop	1.10	\$ 913.00	Emails and review of cashflow requirements.	1
04/02/13	14800	Paul Bishop	1.70	\$ 1,411.00	Correspondence regarding the Spain property; review of closing issues; review of issues regarding the Louisville property.	1
04/03/13	14800	Paul Bishop	1.20	\$ 996.00	Review of Wireless issues and emails regarding the same. Review of IT agreement.	1
04/04/13	14800	Paul Bishop	3.30	\$ 2,739.00	Finalized cashflow [REDACTED] correspondence with Hungary; and review of IT agreement.	1
04/05/13	14800	Paul Bishop	2.20	\$ 1,826.00	Finalized IT agreement; multiple emails regarding Wireless issues; finalized and executed Hungary documents.	1
04/08/13	14856	Steven Bissell	2.80	\$ 1,988.00	Summary of [REDACTED]	1
04/09/13	14856	Steven Bissell	3.00	\$ 2,130.00	Coordination and follow-up with CT Corporation re: name changes of US-based entities. Review of Receivership status and next steps. [REDACTED] notice and follow up re: same. Review of CH. 15 motion materials and discussions with D. Munro re: same.	1
04/10/13	14856	Steven Bissell	1.00	\$ 710.00	Zolfo Cooper information requests re: financial statements. Equipment lessor to Cinram Wireless follow.	1
04/11/13	14856	Steven Bissell	4.40	\$ 3,124.00	Motorola termination agreement payments for Actual v. Budget analysis. Correspondence with former independent auditor re: status. Cancellation of Cinram US [REDACTED] registration in states where registered to operate as a foreign entity.	1
04/12/13	14856	Steven Bissell	2.70	\$ 1,917.00	Documentation re: cancellation or withdrawal of US subsidiaries. Call with leasing vendor at Wireless. Employee issues correspondence with NewCo [REDACTED] and set up of [REDACTED]	1
04/01/13	14856	Steven Bissell	2.80	\$ 1,988.00	[REDACTED] Call with NewCo management re: vendor invoices. Correspondence with Zolfo Cooper re: [REDACTED]	1
04/02/13	14856	Steven Bissell	2.50	\$ 1,775.00	Internal FTI discussions re: sale of shares, [REDACTED] and Ivy Hill Corporation. Follow-up re: [REDACTED] Review of and follow-up discussions with M.Cordero re: [REDACTED]	1
04/03/13	14856	Steven Bissell	3.00	\$ 2,130.00	Information requests to ZC re: bank balances. Call with [REDACTED] lessee re: expiry of lease and next steps. [REDACTED] Call with Seyfarth Shaw [REDACTED]	1
04/04/13	14856	Steven Bissell	3.30	\$ 2,343.00	Email correspondence re: name changes and administration of file. Discussions with telephone vendor re: status of account and follow-up with NewCo staff re: same. [REDACTED] Investigation into status of [REDACTED]	1
04/05/13	14856	Steven Bissell	3.00	\$ 2,130.00	Correction re: service list recipient and email correspondence with KCC re: same. [REDACTED]	1
04/11/13	18003	Michael Kennedy	0.50	\$ 162.50	Wireless prelim report review and correspondence with Cinram AP department.	1
<b>TOTAL</b>			<b>48.60</b>	<b>\$ 36,082.00</b>		





**F T I**  
CONSULTING

**Invoice Remittance**

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

April 30, 2013  
FTI Invoice No. 29000595  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$33,158.00
Less Voluntary Reduction.....	<u>-\$3,315.80</u>
Net Professional Fees.....	\$29,842.20
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$33,158.00
HST Registration No. 835718024RT0001 .....	<u>\$3,879.49</u>
Total Amount Due this Period.....	\$33,721.69
<b>Total Amount Due.....</b>	<b><u>\$33,721.69</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**



**F T I**  
CONSULTING

*Invoice Summary*

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

April 30, 2013  
FTI Invoice No. 29000595  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2013

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	14.7	\$12,201.00
Steven Bissell	Managing Director	\$710.00	26.7	\$18,957.00
Michael Kennedy	Consultant	\$325.00	5.8	\$1,885.00
Ana Arevalo	Administrative Professional	\$115.00	1.0	\$115.00
<b>Total Hours and Fees</b>			<b>48.2</b>	<b>\$33,158.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$3,315.80</b>
<b>Total Net Fees</b>				<b>\$29,842.20</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$3,879.49</b>
<b>Invoice Total for Current Period</b>				<b>\$33,721.69</b>

Cinram International  
 413024.0009 - April 30, 2013  
 Invoice # 29000595

Date	TK#	Name	Hours	Amount	Narrative	Task
04/17/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending April 14, 2013.	1
04/18/13	15273	Ana Arevalo	0.70	\$ 80.50	Preparing draft invoice for period ending April 14, 2013. Updating Website.	1
04/30/13	14800	Paul Bishop	1.10	\$ 913.00	Finalized and executed documents regarding the [REDACTED] email and phone correspondence regarding Wireless and Hungary.	1
04/15/13	14800	Paul Bishop	2.10	\$ 1,743.00	[REDACTED] review of items effecting availability, and internal calls regarding the same.	1
04/16/13	14800	Paul Bishop	1.80	\$ 1,494.00	Further calls and correspondence regarding [REDACTED]	1
04/17/13	14800	Paul Bishop	2.10	\$ 1,743.00	Review of [REDACTED] and closure considerations. Provided and updated various professionals on the Louisville property.	1
04/18/13	14800	Paul Bishop	1.50	\$ 1,245.00	Correspondence regarding the Spain property and Wireless regarding material movements.	1
04/19/13	14800	Paul Bishop	1.60	\$ 1,328.00	Correspondence regarding the Spain property and Wireless volume.	1
04/22/13	14800	Paul Bishop	1.70	\$ 1,411.00	Calls and emails regarding Spain and Louisville. Review of [REDACTED]	1
04/23/13	14800	Paul Bishop	1.50	\$ 1,245.00	Review of information regarding Wireless results and cashflow.	1
04/24/13	14800	Paul Bishop	1.30	\$ 1,079.00	Email and phone correspondence re: Louisville property.	1
04/22/13	14858	Steven Bissell	2.00	\$ 1,420.00	Review of draft [REDACTED] Conference call with B. Mueller, S. Waldon, M. Cordero re: employee health and benefit plans. Follow-up call and emails with M. Wagner and M. Konyukhova re: [REDACTED] notices.	1
04/23/13	14858	Steven Bissell	1.50	\$ 1,065.00	Email correspondence [REDACTED] Review of Ch. 15 court documents and orders. [REDACTED] with M. Konyukhova from Stikemans and M. Wagner from Goodmans. [REDACTED] Monitor's banking documentation.	1
04/24/13	14858	Steven Bissell	0.80	\$ 588.00	Real estate update calls re: Olyphant and Louisville properties. Email correspondence with L. Pita re: Madrid property. Follow-up calls with [REDACTED]	1
04/25/13	14858	Steven Bissell	3.50	\$ 2,485.00	[REDACTED] Administrative Reserve. Email correspondence with Zolfo Cooper re: information requests re: Louisville and Madrid properties. Email correspondence with L. Fernandez-Pita re: Madrid property.	1
04/26/13	14858	Steven Bissell	1.30	\$ 923.00	Conference call with M. Wagner from Goodmans and Shearman & Sterling re: [REDACTED] Follow-up call with M. Cordero from Cinram re: additional information requests.	1
04/15/13	14858	Steven Bissell	4.20	\$ 2,982.00	Updated cash available for [REDACTED] Calls with B. Mueller and D. Gustin re: support schedules and cash flow forecasts. Calls with Zolfo Cooper (J. Amico) re: same.	1
04/16/13	14858	Steven Bissell	3.00	\$ 2,130.00	Discussions with Delaware agent re process to cancel/withdrawal US subs from states in which registered as foreign entities. Review and correspondence with tax authorities and NewCo management re: status of pre-filing property tax assessments.	1
04/17/13	14858	Steven Bissell	0.50	\$ 355.00	Internal FTI discussion [REDACTED] Email correspondence with M. Cordero, B. Mueller and S. Waldon from Cinram re: same.	1
04/18/13	14858	Steven Bissell	1.50	\$ 1,065.00	[REDACTED] and approvals. Ascend banking documentation.	1
04/19/13	14858	Steven Bissell	2.80	\$ 1,988.00	Review of Asset Purchase Agreement re: [REDACTED] follow-up email to M. Babyar and H. Berman from Cinram. Follow-up with telecom service provider and status of OldCo accounts. Email to D. Munro re: same. Call M. Wagner from Goodmans re: [REDACTED]	1
04/29/13	14858	Steven Bissell	1.30	\$ 923.00	Follow-up, preparation of and email correspondence [REDACTED] and Monitor's banking documents. Call with M. Konyukhova from Stikemans re: [REDACTED]	1
04/30/13	14858	Steven Bissell	4.30	\$ 3,053.00	Review of April 26th cash balances schedule and email correspondence with Zolfo Cooper re: same. [REDACTED] Call with Seyfarth Shaw and Shearman & Sterling re: potential liabilities.	1
04/18/13	18003	Michael Kennedy	0.30	\$ 97.50	Cinram Wireless Prelim report review and correspondence with Cinram AP Department.	1
04/24/13	18003	Michael Kennedy	5.20	\$ 1,690.00	Population of Actual v. Budgeted cash flows for month of March.	1
04/25/13	18003	Michael Kennedy	0.30	\$ 97.50	Wireless prelim report review and correspondence with Cinram Accounts Payable.	1
<b>TOTAL</b>			<b>48.20</b>	<b>\$ 33,168.00</b>		



**F T I**  
CONSULTING

**Invoice Remittance**

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

May 15, 2013  
FTI Invoice No. 29000601  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through May 12, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$27,878.00
Less Voluntary Reduction.....	<u>-\$2,787.80</u>
Net Professional Fees.....	\$25,090.20
Expenses.....	<u>\$9.90</u>
Total Fees and Expenses.....	\$27,887.90
HST Registration No. 835718024RT0001 .....	<u>\$3,263.01</u>
Total Amount Due this Period.....	\$28,363.11
<b>Total Amount Due.....</b>	<b><u>\$28,363.11</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**



**F T I**  
CONSULTING

**Invoice Summary**

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

May 15, 2013  
FTI Invoice No. 29000601  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through May 12, 2013

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	12.0	\$9,960.00
Steven Bissell	Managing Director	\$710.00	24.7	\$17,537.00
Michael Kennedy	Consultant	\$325.00	0.5	\$162.50
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
Linda Kelly	Administrative Receptionist	\$115.00	1.2	\$138.00
<b>Total Hours and Fees</b>			<b>39.1</b>	<b>\$27,878.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$2,787.80</b>
<b>Total Net Fees</b>				<b>\$25,090.20</b>
<b>Other/Miscellaneous</b>				<b>\$9.90</b>
<b>Total Expenses</b>				<b>\$9.90</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$3,263.01</b>
<b>Invoice Total for Current Period</b>				<b>\$28,363.11</b>

**Cinram International**  
**413024.0009 - May 12, 2013**  
**Invoice # 29000601**

Date	TK#	Name	Hours	Amount	Narrative	Task
05/01/13	15273	Ana Arevalo	0.40	\$ 48.00	Preparing draft invoice for period ending April 30, 2013.	1
05/02/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending April 30, 2013.	1
05/06/13	14800	Paul Bishop	1.40	\$ 1,162.00	Update on status of Hungary and other excluded assets, call with [REDACTED] and Mueller, prep for same and follow up	1
05/07/13	14800	Paul Bishop	2.70	\$ 2,241.00	Calls with real estate broker call with Luis re Spain, [REDACTED]	1
05/09/13	14800	Paul Bishop	2.40	\$ 1,992.00	Edit of Louisville management agreement, execute doc re price reduction in Louisville, correspondence re wireless	1
05/10/13	14800	Paul Bishop	1.60	\$ 1,328.00	Commence draft of report	1
05/01/13	14800	Paul Bishop	0.90	\$ 747.00	Correspondence re Spain, banking and other matters	1
05/02/13	14800	Paul Bishop	0.90	\$ 747.00	Review of status, correspondence re same	1
05/03/13	14800	Paul Bishop	2.10	\$ 1,743.00	Call with CBRE re Olyphant property, prep for same, review of Hungary [REDACTED] correspondence re Spain, correspondence re Wireless [REDACTED]	1
05/01/13	14856	Steven Bissell	4.80	\$ 3,408.00	Correspondence (email and telephone) with various health and benefits providers re: termination of plans. Review of State-level documents re: status of cancellations/withdrawals of Cinram US entities from States where registered as foreign entities. [REDACTED]	1
05/02/13	14856	Steven Bissell	6.00	\$ 4,260.00	Correspondence with CT Corporation and completion of various annual forms and applications re: withdrawal/cancellation of US subsidiaries in states where registered as foreign entities. Correspondence and calls with [REDACTED]	1
05/03/13	14856	Steven Bissell	4.30	\$ 3,053.00	Letter to Fidelity Trust [REDACTED] banking documents. Conference call with [REDACTED] and real estate broker and consultants re: Olyphant property. Correspondence with Cinram vendor re: set off. [REDACTED]	1
05/06/13	14856	Steven Bissell	3.30	\$ 2,343.00	Notices to ex-employees of Cinram [REDACTED] Follow-up and correspondence with plan providers [REDACTED] Review of [REDACTED] reporting requirements, and correspondence with [REDACTED] re: same. Review of Madrid [REDACTED]	1
05/07/13	14856	Steven Bissell	2.50	\$ 1,775.00	Conference call with Luis Fernandez-Pita and ZC re: status of sale process of Madrid property. Call with M. Wagner re: [REDACTED] Correspondence with Fidelity re: same. Email to J. Barnett [REDACTED]	1
05/08/13	14856	Steven Bissell	3.80	\$ 2,698.00	Finalizing letter to ex-employee [REDACTED] participants. Correspondence with Monitor's legal counsel re: same. Review of existing insurance coverage of Excluded Assets. [REDACTED] banking documents.	1
05/09/13	18441	Linda Kelly	1.20	\$ 138.00	Preparing mailing with respect to the Cinram CCAA	1
05/02/13	18003	Michael Kennedy	0.20	\$ 65.00	Review of Wireless [REDACTED]	1
05/02/13	18003	Michael Kennedy	0.30	\$ 97.50	[REDACTED] regarding AvB cashflows	1
<b>TOTAL</b>			<b>39.10</b>	<b>\$ 27,878.00</b>		



**F T I**  
CONSULTING

**Invoice Remittance**

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

May 31, 2013  
FTI Invoice No. 29000619  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$67,592.00
Less Voluntary Reduction.....	<u>-\$6,759.20</u>
Net Professional Fees.....	\$60,832.80
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$67,592.00
HST Registration No. 835718024RT0001 .....	<u>\$7,908.26</u>
Total Amount Due this Period.....	\$68,741.06
<b>Total Amount Due.....</b>	<b><u>\$68,741.06</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**



**F T I**  
CONSULTING

*Invoice Summary*

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

May 31, 2013  
FTI Invoice No. 29000619  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2013

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	22.8	\$18,924.00
Steven Bissell	Managing Director	\$710.00	62.8	\$44,588.00
Michael Kennedy	Consultant	\$325.00	12.2	\$3,965.00
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
Linda Kelly	Administrative Receptionist	\$115.00	0.3	\$34.50
<b>Total Hours and Fees</b>			<b>98.8</b>	<b>\$67,592.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$6,759.20</b>
<b>Total Net Fees</b>				<b>\$60,832.80</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$7,908.26</b>
<b>Invoice Total for Current Period</b>				<b>\$68,741.06</b>



**Cinram International**  
**413024.0009 - May 31, 2013**  
**Invoice # 29000619**

Date	TK#	Name	Hours	Amount	Narrative	Task
05/14/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending May 12, 2013.	1
05/15/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending May 12, 2013.	1
05/21/13	14800	Paul Bishop	3.10	\$ 2,573.00	Call with brokers regarding Olyphant; preparation for the same and follow up correspondence re: Louisville property, management and Wireless.	1
05/22/13	14800	Paul Bishop	1.10	\$ 913.00	Correspondence regarding Louisville and Wireless update.	1
05/23/13	14800	Paul Bishop	1.80	\$ 1,494.00	Review of information for presentation and Wireless closing issues.	1
05/24/13	14800	Paul Bishop	2.10	\$ 1,743.00	Review of materials for presentation, call with counsel re: Wireless closing issues.	1
05/13/13	14800	Paul Bishop	2.40	\$ 1,992.00	Call with B. Mueller re: Wireless wind down; preparation for the same; review of agreement correspondence with Counsel re: the same; and follow up regarding IT support.	1
05/14/13	14800	Paul Bishop	2.60	\$ 2,158.00	Call with Zolfo Cooper and CBRE re: the Louisville property, review and edit of management agreement.	1
05/16/13	14800	Paul Bishop	1.70	\$ 1,411.00	Review and edits to share sale release; call with Counsel regarding the same; and review of information for update call.	1
05/17/13	14800	Paul Bishop	1.50	\$ 1,245.00	Correspondence re wireless collections and review of info for bank update	1
05/27/13	14800	Paul Bishop	2.00	\$ 1,660.00	Lender and Wireless update correspondence.	1
05/28/13	14800	Paul Bishop	2.00	\$ 1,660.00	Lender and Wireless update correspondence.	1
05/29/13	14800	Paul Bishop	2.50	\$ 2,075.00	Lender and Wireless update correspondence.	1
05/28/13	14856	Steven Bissell	5.90	\$ 4,189.00	Conference call re: Louisville property with Zolfo Cooper and CBRE listing agent. Call re: property insurance re: Excluded Asset properties. Updates and revisions to bank presentation for June 6th. Call with Marsh rep re: property insurance.	1
05/29/13	14856	Steven Bissell	8.70	\$ 8,177.00	Additions and edits to the June 6th presentation to [REDACTED]	1
05/30/13	14856	Steven Bissell	4.80	\$ 3,408.00	Review of Cinram International Inc. software agreement and assignment agreement prepared by H. Berman from the Company. Call with M. Wagner re: same. Review of locator services brochure and email correspondence re: the same.	1
05/31/13	14856	Steven Bissell	6.50	\$ 3,905.00	Call with CBRE Louisville re: security at Louisville property. Discussions with A. Hausz re: insurance at Olyphant property. Discussions with L. Sebastianelli and M. Gill re: vendor payment terms. Email correspondence and calls re: MPS agreement.	1
05/24/13	14856	Steven Bissell	6.00	\$ 4,280.00	Preparation of presentation to [REDACTED]	1
05/23/13	14856	Steven Bissell	1.50	\$ 1,065.00	Preparation of presentation to [REDACTED]	1
05/22/13	14856	Steven Bissell	7.50	\$ 6,325.00	Call with M. Cordero re: Fidelity letter of direction and [REDACTED] Preparation of bank presentation for May 29th.	1
05/21/13	14856	Steven Bissell	6.50	\$ 4,815.00	Updated Admin Reserve including actual vs. budget results for Zolfo Cooper and for May 29th bank presentation. Email correspondence with M. Rechan re: same. Call with [REDACTED]	1
05/13/13	14856	Steven Bissell	3.00	\$ 2,130.00	Termination of health and benefit plans: correspondence with M. Wagner re: board resolution to close 401K plan. Correspondence with Fidelity Plan Termination team including conference call re: next steps. Call with A. Hausz re: insurance contact for specific property.	1
05/14/13	14856	Steven Bissell	4.80	\$ 3,408.00	Correspondence with Cinram Spain re: cash balances. Updates to cash position schedule and reporting of same to Zolfo Cooper. Louisville property real estate update call with Zolfo Cooper and broker. Call with US Census Bureau re: quarterly reporting.	1
05/15/13	14856	Steven Bissell	6.80	\$ 4,828.00	Discussions with Cinram [REDACTED] Call with Li Bell re: Louisville property tax assessment appeal process.	1
05/16/13	14856	Steven Bissell	1.30	\$ 923.00	Internal FTI discussion re: [REDACTED] Hotline to address calls re: [REDACTED] May 29th report outline discussions with FTI internally, and email to Zolfo Cooper. Information request from H. Berman re: assigned contracts.	1
05/27/13	14856	Steven Bissell	0.50	\$ 355.00	[REDACTED]	1
05/13/13	18441	Linda Kelly	0.30	\$ 34.50	Uploading documents to the Cinram website	1
05/17/13	18003	Michael Kennedy	0.40	\$ 130.00	Returned voicemails on the Monitor's Hotline.	1
05/30/13	18003	Michael Kennedy	3.80	\$ 1,235.00	Completed Actual v. Budget cashflows for certain weeks; review and breakdown of Administrative Reserve and Transitional Cost Reserve; Wireless Prelim payment report review and correspondence with Cinram AP team; returned voicemails on the Monitor's Hotline.	1
05/29/13	18003	Michael Kennedy	1.30	\$ 422.50	Returned voicemails on the Monitor's Hotline; updates to Administrative Reserve and Transitional Cost Reserve Schedule.	1
05/27/13	18003	Michael Kennedy	0.30	\$ 97.50	Returned voicemails and emails on the Monitor's Hotline	1
05/24/13	18003	Michael Kennedy	3.20	\$ 1,040.00	Additional Actual v. Budgeted cashflow preparation and population; updates to the Cinram Reserves consolidated summary.	1

05/23/13	18003	Michael Kennedy	0.50	\$	162.50	Returned 3 emails and 2 voicemails on the Monitor's Hotline	1
05/22/13	18003	Michael Kennedy	0.90	\$	292.50	Returned 4 voicemails and 3 emails on the Monitor's Hotline; collection and summary of Wireless actual receipts for certain time period.	1
05/21/13	18003	Michael Kennedy	1.80	\$	585.00	Returned 2 emails on the Monitor's Hotline; Actual v. Budgeted reporting for weeks 14 and 15 of reporting period.	1
<b>TOTAL</b>			<b>98.80</b>	<b>\$</b>	<b>67,592.00</b>		



**Invoice Remittance**

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

June 20, 2013  
FTI Invoice No. 29000632  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through June 16, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$26,113.50
Less Voluntary Reduction.....	<u>-\$2,611.35</u>
Net Professional Fees.....	\$23,502.15
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$26,113.50
HST Registration No. 835718024RT0001 .....	<u>\$3,055.28</u>
Total Amount Due this Period.....	\$26,557.43
<b>Total Amount Due.....</b>	<b><u>\$26,557.43</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

June 20, 2013  
FTI Invoice No. 29000632  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 16, 2013

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	11.1	\$9,213.00
Steven Bissell	Managing Director	\$710.00	22.5	\$15,975.00
Michael Kennedy	Consultant	\$325.00	2.6	\$845.00
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>36.9</b>	<b>\$26,113.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$2,611.35</b>
<b>Total Net Fees</b>				<b>\$23,502.15</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$3,055.28</b>
<b>Invoice Total for Current Period</b>				<b>\$26,557.43</b>

Cinram International  
 413024.0009 - June 16, 2013  
 Invoice # 29000632

Date	TK#	Name	Hours	Amount	Narrative	Task
06/01/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending May 31, 2013.	1
06/04/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending May 31, 2013.	1
06/03/13	14800	Paul Bishop	1.10	\$ 913.00	Preparation for and call with Senior Lenders.	1
06/04/13	14800	Paul Bishop	0.70	\$ 581.00	Call re: Olyphant and preparation for the same.	1
06/05/13	14800	Paul Bishop	1.20	\$ 996.00	Final review of lender presentation.	1
06/06/13	14800	Paul Bishop	2.70	\$ 2,241.00	Call with lenders, preparation for the same, and follow up.	1
06/07/13	14800	Paul Bishop	1.90	\$ 1,577.00	Correspondence regarding Hungary; execution of certain contracts.	1
06/10/13	14800	Paul Bishop	1.90	\$ 1,577.00	Call with the Board and preparation for the same and follow up.	1
06/11/13	14800	Paul Bishop	0.70	\$ 581.00	Correspondence regarding Hungary and Olyphant.	1
06/12/13	14800	Paul Bishop	0.80	\$ 498.00	Correspondence regarding Hungary and Olyphant.	1
06/13/13	14800	Paul Bishop	0.30	\$ 249.00	Correspondence regarding Hungary and Olyphant.	1
06/03/13	14856	Steven Bissell	4.80	\$ 3,408.00	Presentation to lenders edits and updates. Call with CBRE Louisville re: alternative sales strategies. Call with B. Britton re Cinram [REDACTED]	1
06/04/13	14856	Steven Bissell	3.00	\$ 2,130.00	Additional edits to bank presentation. Call with re: Olyphant property. Correspondence with J. Barnett from Cinram re: vendor contract assigned to NewCO. Email correspondence and calls with Howard B. and Leo S. re: Louisville [REDACTED]	1
06/05/13	14856	Steven Bissell	3.50	\$ 2,485.00	Discussions with Zolfo Cooper re: final edits to presentation to Senior Lenders. Call with Fidelity and counsel re: termination of [REDACTED]. Call with Marsh Canada re: [REDACTED]	1
06/06/13	14856	Steven Bissell	2.30	\$ 1,633.00	Email correspondence re: [REDACTED] Review of CT Corporation documents re: withdrawal of US subsidiaries from foreign states. Preparation for, and presentation to Senior Lenders.	1
06/07/13	14856	Steven Bissell	1.50	\$ 1,085.00	Call with M. Wagner from Goodmans re: certain insurance issues. Follow-up calls and email correspondence with Marsh Canada. Discussion re: treatment of the Asset Purchase Agreement.	1
06/10/13	14856	Steven Bissell	0.80	\$ 588.00	Conference call with Directors and Goodmans re: status of specific insurance. Email correspondence with supplier [REDACTED]	1
06/11/13	14856	Steven Bissell	2.50	\$ 1,775.00	Email correspondence re: supplier pre-filing set off. Review of engagement letter re: audit of [REDACTED] or 2013 and email correspondence re: same. Review of correspondence re: [REDACTED]	1
06/12/13	14856	Steven Bissell	2.30	\$ 1,633.00	Email correspondence [REDACTED] Email correspondence re: [REDACTED] Email correspondence re: [REDACTED]	1
06/14/13	14856	Steven Bissell	1.80	\$ 1,278.00	Conference call with legal counsel re: status of letter of direction and engagement of search firm and [REDACTED]	1
06/13/13	18003	Michael Kennedy	0.30	\$ 97.50	Cinram Wireless prelim review and correspondence with Cinram AP department	1
06/14/13	18003	Michael Kennedy	2.30	\$ 747.50	Preparation and updates to Actual v. Budget cash flows; returned 3 voicemails and 1 email on the Monitor's Hotline; updates to Administrative Reserve schedule.	1
<b>TOTAL</b>			<b>38.90</b>	<b>\$ 26,113.60</b>		



**Invoice Remittance**

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

June 30, 2013  
FTI Invoice No. 29000643  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$19,778.00
Less Voluntary Reduction.....	<u>-\$1,977.80</u>
Net Professional Fees.....	\$17,800.20
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$19,778.00
HST Registration No. 835718024RT0001 .....	<u>\$2,314.03</u>
Total Amount Due this Period.....	\$20,114.23
Previous Balance Due.....	<u>\$26,557.43</u>
<b>Total Amount Due.....</b>	<b><u>\$46,671.66</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

June 30, 2013  
FTI Invoice No. 29000643  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2013

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	15.1	\$12,533.00
Steven Bissell	Managing Director	\$710.00	6.2	\$4,402.00
Michael Kennedy	Consultant	\$325.00	8.5	\$2,762.50
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>30.5</b>	<b>\$19,778.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,977.80</b>
<b>Total Net Fees</b>				<b>\$17,800.20</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,314.03</b>
<b>Invoice Total for Current Period</b>				<b>\$20,114.23</b>

Cinram International  
 413024.0009 - June 30, 2013  
 Invoice # 29000643

Date	TK#	Name	Hours	Amount	Narrative	Task
06/20/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending June 16, 2013.	1
06/18/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending June 16, 2013.	1
06/28/13	14800	Paul Bishop	1.60	\$ 1,328.00	Calls and emails [REDACTED]	1
06/27/13	14800	Paul Bishop	3.10	\$ 2,573.00	Multiple calls and correspondence re: Insurance review.	1
06/26/13	14800	Paul Bishop	2.70	\$ 2,241.00	Correspondence and calls re: Insurance; attended court for hearing; and preparation for the same.	1
06/25/13	14800	Paul Bishop	2.20	\$ 1,828.00	Calls and correspondence regarding insurance payments for both the Hungary and Louisville properties.	1
06/21/13	14800	Paul Bishop	0.50	\$ 415.00	Correspondence regarding the Louisville property utilities.	1
06/20/13	14800	Paul Bishop	0.60	\$ 498.00	Correspondence regarding Hungary, Spain and Louisville properties.	1
06/19/13	14800	Paul Bishop	1.40	\$ 1,162.00	Finalized and arranged execution of Report; correspondence regarding Spain Directors.	1
06/18/13	14800	Paul Bishop	2.30	\$ 1,909.00	Edits to Court report; correspondence regarding Spain and related issues.	1
06/17/13	14800	Paul Bishop	0.70	\$ 581.00	Correspondence regarding Olyphant and Hungary.	1
06/20/13	14856	Steven Bissell	0.50	\$ 355.00	Final edits to the CCAA Cash Flow Forecast. Call with M. Rechan re: Monitor's report and cash flow forecast. Email correspondence with Monitor's legal counsel re: Monitor's Ninth Report.	1
06/19/13	14856	Steven Bissell	2.20	\$ 1,582.00	CCAA cash flow forecast for stay extension. Insurance related email correspondence. Actual vs. Budget cash flow reporting for the Monitor's 9th report and discussions [REDACTED] Review and comments on Monitor's 9th report.	1
06/18/13	14856	Steven Bissell	2.70	\$ 1,917.00	Review and comments on Monitor's report. Update call re: Olyphant sales process. Bill payments.	1
06/17/13	14856	Steven Bissell	0.50	\$ 355.00	Review of draft Monitor's report.	1
06/25/13	14856	Steven Bissell	0.30	\$ 213.00	[REDACTED] and discussions with post-filing supplier re: Cinram Wireless.	1
06/27/13	18003	Michael Kennedy	1.30	\$ 422.50	Wireless prelim report review and correspondence with Cinram AP department; email and phone correspondence with G. Soving from Cinram regarding roll forward Wireless billing and services.	1
06/20/13	18003	Michael Kennedy	2.10	\$ 682.50	Internal FTI call regarding adjustments to Actual v. Budget results; adjustments to Actual v. Budgeted cashflows for certain weeks.	1
06/19/13	18003	Michael Kennedy	5.10	\$ 1,657.50	Call and email correspondence with D. Guslin regarding Wireless receipts collected for specific periods; Internal FTI call regarding edits and adjustments to Actual v. Budgeted cashflows for certain periods; population of Actual v. Budget for certain periods.	1
<b>TOTAL</b>			<b>30.60</b>	<b>\$ 19,778.00</b>		





**Invoice Remittance**

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

July 18, 2013  
FTI Invoice No. 29000660  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through July 14, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$13,033.50
Less Voluntary Reduction.....	<u>-\$1,303.35</u>
Net Professional Fees.....	\$11,730.15
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$13,033.50
HST Registration No. 835718024RT0001 .....	<u>\$1,524.92</u>
Total Amount Due this Period.....	\$13,255.07
<b>Total Amount Due.....</b>	<b><u>\$13,255.07</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 18, 2013  
FTI Invoice No. 29000660  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 14, 2013

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	12.6	\$10,458.00
Steven Bissell	Managing Director	\$710.00	1.5	\$1,065.00
Michael Kennedy	Consultant	\$325.00	4.4	\$1,430.00
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>19.2</b>	<b>\$13,033.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,303.35</b>
<b>Total Net Fees</b>				<b>\$11,730.15</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,524.92</b>
<b>Invoice Total for Current Period</b>				<b>\$13,255.07</b>

**Cinram International**  
**413024.0009 - July 14, 2013**  
**Invoice # 2900066**

Date	TK#	Name	Hours	Amount	Narrative	Task
07/01/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending June 30, 2013.	1
07/02/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending June 30, 2013.	1
07/02/13	14800	Paul Bishop	2.90	\$ 2,407.00	Call with CBRE and Zolfo Cooper re: [REDACTED] and review of requirements for Spain.	1
07/03/13	14800	Paul Bishop	1.90	\$ 1,577.00	Correspondence regarding Spain; correspondence and calls re: Cinram IT Wireless support agreement.	1
07/04/13	14800	Paul Bishop	2.00	\$ 1,660.00	Complete insurance form for Spain and correspondence re: Hungary.	1
07/05/13	14800	Paul Bishop	0.90	\$ 747.00	Correspondence regarding Wireless IT agreement and Cinram Spain.	1
07/08/13	14800	Paul Bishop	2.10	\$ 1,743.00	Call re: Olyphant and follow up re: the same; correspondence re: insurance and Wireless.	1
07/09/13	14800	Paul Bishop	1.10	\$ 913.00	Review of Olyphant offer mark up document and calls and emails re: certificate transfer.	1
07/10/13	14800	Paul Bishop	0.70	\$ 581.00	Correspondence regarding insurance and Hungary.	1
07/11/13	14800	Paul Bishop	0.50	\$ 415.00	Correspondence regarding insurance.	1
07/12/13	14800	Paul Bishop	0.50	\$ 415.00	Correspondence regarding insurance.	1
07/09/13	14856	Steven Bissell	0.50	\$ 355.00	Call with Spanish administrator re: status of financial statements for 2012, and signing authority. Email correspondence internally with FTI re: same.	1
07/12/13	14856	Steven Bissell	0.50	\$ 355.00	Review and comments on services agreement re: [REDACTED]	1
07/02/13	14856	Steven Bissell	0.50	\$ 355.00	Review of emails re: [REDACTED]	1
07/02/13	18003	Michael Kennedy	1.50	\$ 487.50	Updates to Actual v. Budget files; returned 2 voicemails on the Monitor's Hotline.	1
07/03/13	18003	Michael Kennedy	0.90	\$ 292.50	Email and phone correspondence with G. Sovig regarding Wireless future billings to C International Inc.; returned 1 email on the Monitor's Hotline.	1
07/04/13	18003	Michael Kennedy	0.90	\$ 292.50	Email and phone correspondence with Cinram A/P regarding Wireless payment report; updates to Reserve account schedule; review of amended Transitional Services Agreement between C. International Inc. and Wireless.	1
07/08/13	18003	Michael Kennedy	0.70	\$ 227.50	Administrative Reserve schedule updates	1
07/11/13	18003	Michael Kennedy	0.40	\$ 130.00	Review of Wireless prelim report and email correspondence with the Cinram AP department regarding the same	1
<b>TOTAL</b>			<b>19.20</b>	<b>\$ 13,033.50</b>		



**Invoice Remittance**

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

July 31, 2013  
FTI Invoice No. 29000672  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$17,905.50
Less Voluntary Reduction.....	<u>-\$1,790.55</u>
Net Professional Fees.....	\$16,114.95
Expenses.....	<u>\$6.90</u>
Total Fees and Expenses.....	\$17,912.40
HST Registration No. 835718024RT0001 .....	<u>\$2,095.84</u>
Total Amount Due this Period.....	\$18,217.69
<b>Total Amount Due.....</b>	<b><u>\$18,217.69</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, 2013  
FTI Invoice No. 29000672  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2013

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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	16.5	\$13,695.00
Steven Bissell	Managing Director	\$710.00	3.8	\$2,698.00
Michael Kennedy	Consultant	\$325.00	4.3	\$1,397.50
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
Linda Kelly	Administrative Receptionist	\$115.00	0.3	\$34.50
<b>Total Hours and Fees</b>			<b>25.6</b>	<b>\$17,905.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,790.55</b>
<b>Total Net Fees</b>				<b>\$16,114.95</b>
<b>Other/Miscellaneous</b>				<b>\$6.90</b>
<b>Total Expenses</b>				<b>\$6.90</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,095.84</b>
<b>Invoice Total for Current Period</b>				<b>\$18,217.69</b>

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**Cinram International**  
**413024.0009 - July 31, 2013**  
**Invoice # 29000672**

Date	TK#	Name	Hours	Amount	Narrative	Task
07/16/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending July 14, 2013.	1
07/18/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending July 14, 2013.	1
07/22/13	14800	Paul Bishop	1.60	\$ 1,328.00	Call regarding Olyphant with Zolfo Cooper and follow up re: the same.	1
07/23/13	14800	Paul Bishop	1.60	\$ 1,328.00	Call re: Louisville property, follow up, amendments and edits of Olyphant letter, and call with Counsel regarding the same.	1
07/24/13	14800	Paul Bishop	1.90	\$ 1,577.00	Multiple emails and calls re: taxes; review of draft counter offers, and edits to the same.	1
07/25/13	14800	Paul Bishop	1.40	\$ 1,162.00	Further emails and calls regarding taxes; correspondence regarding tax refunds; [REDACTED]	1
07/26/13	14800	Paul Bishop	1.30	\$ 1,079.00	Completion of insurance application and processing of payments.	1
07/15/13	14800	Paul Bishop	0.80	\$ 664.00	Inquiry into insurance applications.	1
07/16/13	14800	Paul Bishop	2.10	\$ 1,743.00	Call with Zolfo Cooper re: Olyphant; review of offer and mark up edits of the same.	1
07/17/13	14800	Paul Bishop	0.70	\$ 581.00	Insurance application edits.	1
07/18/13	14800	Paul Bishop	1.30	\$ 1,079.00	Insurance application and correspondence; call with Zolfo Cooper re: the same.	1
07/19/13	14800	Paul Bishop	0.30	\$ 249.00	Correspondence regarding insurance application and Olyphant.	1
07/29/13	14800	Paul Bishop	1.50	\$ 1,245.00	Correspondence re: Hungary and insurance applications.	1
07/30/13	14800	Paul Bishop	1.10	\$ 913.00	Correspondence re: Hungary and insurance applications.	1
07/31/13	14800	Paul Bishop	0.90	\$ 747.00	Correspondence re: Hungary and insurance applications.	1
07/19/13	14856	Steven Bissell	1.00	\$ 710.00	Review of Fidelity letter of direction. Email correspondence with K. Pointer re: same.	1
07/23/13	14856	Steven Bissell	0.50	\$ 355.00	Cinram email correspondence and professional fee payments.	1
07/24/13	14856	Steven Bissell	1.30	\$ 923.00	Reconciliation of [REDACTED] Email correspondence re: state of CA tax return.	1
07/29/13	14856	Steven Bissell	1.00	\$ 710.00	Email correspondence and email to Cinram NewCo re: CA state tax refund.	1
07/29/13	18441	Linda Kelly	0.30	\$ 34.50	Uploading document to the website.	1
07/31/13	18003	Michael Kennedy	0.70	\$ 227.50	Various [REDACTED] transactions.	1
07/22/13	18003	Michael Kennedy	0.30	\$ 97.50	Set up and completion of [REDACTED]	1
07/25/13	18003	Michael Kennedy	1.20	\$ 390.00	Review of Wireless prelim report and communication with Cinram A/P team; organization and set up of certain [REDACTED] email correspondence with FTI regarding the same.	1
07/18/13	18003	Michael Kennedy	2.10	\$ 682.50	Update to Actual v. Budgeted cashflows; updates to Reserve account tracking; call with J. Shelton from Tax Management Associates regarding prior tax audits on certain Cinram entities; review of Wireless payment report and correspondence with Cinram A/P regarding certain payment inquiries.	1
<b>TOTAL</b>			<b>25.60</b>	<b>\$ 17,905.50</b>		



**Invoice Remittance**

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

August 23, 2013  
FTI Invoice No. 29000692  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 18, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$11,993.50
Less Voluntary Reduction.....	<u>-\$1,199.35</u>
Net Professional Fees.....	\$10,794.15
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$11,993.50
HST Registration No. 835718024RT0001 .....	<u>\$1,403.24</u>
Total Amount Due this Period.....	\$12,197.39
<b>Total Amount Due.....</b>	<b><u>\$12,197.39</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 23, 2013  
FTI Invoice No. 29000692  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 18, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	10.5	\$8,715.00
Steven Bissell	Managing Director	\$710.00	1.3	\$923.00
Michael Kennedy	Consultant	\$325.00	7.0	\$2,275.00
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>19.5</b>	<b>\$11,993.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,199.35</b>
<b>Total Net Fees</b>				<b>\$10,794.15</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,403.24</b>
<b>Invoice Total for Current Period</b>				<b>\$12,197.39</b>



Cinram International  
 413024.0009 - August 18, 2013  
 Invoice # 29000692

Date	TK#	Name	Hours	Amount	Narrative	Task
08/01/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending July 31, 2013.	1
08/02/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending July 31, 2013.	1
08/06/13	14800	Paul Bishop	0.40	\$ 332.00	Correspondence and insurance review.	1
08/07/13	14800	Paul Bishop	1.20	\$ 996.00	Review of financial information re: Spain, correspondence and review of Hungary status.	1
08/09/13	14800	Paul Bishop	0.70	\$ 581.00	[REDACTED] and approval.	1
08/02/13	14800	Paul Bishop	1.80	\$ 1,494.00	Call with Capita Hungary re: JP Morgan claim; follow up re: review of annual financial information pertaining to Spain.	1
08/01/13	14800	Paul Bishop	2.10	\$ 1,743.00	Conference call regarding Olyphant; correspondence with JP Morgan regarding shareholder rights documents; correspondence regarding Wireless and Hungary; and review of amounts payable by Wireless.	1
08/14/13	14800	Paul Bishop	0.80	\$ 664.00	Review of payments, insurance, and tax.	1
08/13/13	14800	Paul Bishop	1.40	\$ 1,162.00	Cinram US Holding's tax review and correspondence.	1
08/12/13	14800	Paul Bishop	1.20	\$ 996.00	Cinram US Holding's tax review and correspondence.	1
08/16/13	14800	Paul Bishop	0.80	\$ 747.00	Review of bank positions and tax follow up.	1
08/13/13	14856	Steven Bissell	0.30	\$ 213.00	Email correspondence re: Cinram US Holdings [REDACTED] and CA state tax refund.	1
08/07/13	14856	Steven Bissell	1.00	\$ 710.00	Review of request for information from US Census Bureau and email to Shearman & Sterling re: same. Review of Cinram Iberia financial statements.	1
08/12/13	18003	Michael Kennedy	3.80	\$ 1,235.00	General research into US Census Bureau request; set [REDACTED] Actual v. Budgeted cashflows update for certain weeks.	1
08/13/13	18003	Michael Kennedy	0.30	\$ 97.50	Wireless prelim report review and email correspondence with A/P.	1
08/09/13	18003	Michael Kennedy	0.70	\$ 227.50	Review of wireless payment report and correspondence with Cinram AP team re: same; set up [REDACTED]	1
08/09/13	18003	Michael Kennedy	2.20	\$ 715.00	Updates to reserve account schedule; updates to Actual v. Budget cashflows for certain weeks; email correspondence with D. Gustin re: certain Wireless receipts.	1
<b>TOTAL</b>			<b>18.50</b>	<b>\$ 11,993.50</b>		



**Invoice Remittance**

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

August 31, 2013  
FTI Invoice No. 29000706  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$16,827.50
Less Voluntary Reduction.....	<u>-\$1,682.75</u>
Net Professional Fees.....	\$15,144.75
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$16,827.50
HST Registration No. 835718024RT0001 .....	<u>\$1,968.82</u>
Total Amount Due this Period.....	\$17,113.57
Previous Balance Due.....	<u>\$12,197.39</u>
<b>Total Amount Due.....</b>	<b><u>\$29,310.96</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

August 31, 2013  
FTI Invoice No. 29000706  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2013

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	12.4	\$10,292.00
Steven Bissell	Managing Director	\$710.00	2.5	\$1,775.00
Michael Kennedy	Consultant	\$325.00	14.4	\$4,680.00
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>30.0</b>	<b>\$16,827.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,682.75</b>
<b>Total Net Fees</b>				<b>\$15,144.75</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,968.82</b>
<b>Invoice Total for Current Period</b>				<b>\$17,113.57</b>

Cinram International  
 413024.0009 - August 31, 2013  
 Invoice # 29000706

Date	TK#	Name	Hours	Amount	Narrative	Task
08/20/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending August 18, 2013.	1
08/23/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending August 18, 2013.	1
08/19/13	14800	Paul Bishop	1.00	\$ 830.00	US census information review of broker renewals.	1
08/20/13	14800	Paul Bishop	2.80	\$ 2,158.00	Conf call review of budget for broker event, review of broker agreements for renewal options.	1
08/21/13	14800	Paul Bishop	0.70	\$ 581.00		1
08/22/13	14800	Paul Bishop	2.20	\$ 1,828.00	Correspondence regarding: tax payments, invoices, and real estate. Review of same and renewal of broker agreements.	1
08/23/13	14800	Paul Bishop	0.70	\$ 581.00	Correspondence re: taxes and broker renewal.	1
08/26/13	14800	Paul Bishop	0.80	\$ 664.00	Correspondence re: broker renewal, review of docs re: the same.	1
08/27/13	14800	Paul Bishop	2.20	\$ 1,828.00	Review of Hungary and property tax confirmations requested by Lenders.	1
08/28/13	14800	Paul Bishop	0.50	\$ 415.00	Review of Hungary confirmation and correspondence re benefits.	1
08/29/13	14800	Paul Bishop	1.10	\$ 913.00	Correspondence regarding Hungary and	1
08/30/13	14800	Paul Bishop	0.60	\$ 498.00	Correspondence regarding Hungary.	1
08/30/13	14856	Steven Bissell	1.00	\$ 710.00	Conference call with Seyfarth Shaw re:	1
08/27/13	14856	Steven Bissell	0.50	\$ 355.00	Information request re: status of property tax payments and properties owned by OldCo. Email correspondence re: same.	1
08/23/13	14856	Steven Bissell	1.00	\$ 710.00	Email correspondence re: property taxes for JP Morgan. Letter to	1
08/27/13	18003	Michael Kennedy	2.60	\$ 845.00	AvB reserve schedule updates; call with K. Beckham from Men's Warehouse regarding certain	1
08/28/13	18003	Michael Kennedy	1.10	\$ 357.50	Email and phone correspondence with US Census Bureau regarding reporting duties; draft letter to Jefferson County PVA regarding future correspondence with Louisville property.	1
08/29/13	18003	Michael Kennedy	1.10	\$ 357.50	Wireless prelim report and correspondence with AP team; update to Reserves account schedule.	1
08/30/13	18003	Michael Kennedy	1.50	\$ 487.50	Internal FTI call with Seyfarth Shaw regarding call with US census bureau regarding reporting requirements.	1
08/20/13	18003	Michael Kennedy	2.10	\$ 682.50	Updates and adjustments to various Cinram for upcoming reconciliation.	1
08/21/13	18003	Michael Kennedy	2.10	\$ 682.50	Further clean up of on certain transactions for upcoming bank reconciliation; call with Caludia from the US Census Bureau regarding certain entity reporting requirements.	1
08/22/13	18003	Michael Kennedy	0.80	\$ 260.00	Updates to; review of Wireless payment report.	1
08/23/13	18003	Michael Kennedy	3.10	\$ 1,007.50	Various updates and adjustments to AvB for certain weeks; additional follow up with the US Census Bureau re: reporting requirements; contact with Marsh regarding specific insurance policy.	1
<b>TOTAL</b>			<b>30.00</b>	<b>\$ 16,827.50</b>		



**Invoice Remittance**

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

September 20, 2013  
FTI Invoice No. 29000719  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 15, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$9,436.50
Less Voluntary Reduction.....	<u>-\$943.65</u>
Net Professional Fees.....	\$8,492.85
Expenses.....	<u>\$6.90</u>
Total Fees and Expenses.....	\$9,443.40
HST Registration No. 835718024RT0001 .....	<u>\$1,104.97</u>
Total Amount Due this Period.....	\$9,604.72
Previous Balance Due.....	<u>\$29,310.96</u>
<b>Total Amount Due.....</b>	<b><u>\$38,915.68</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 20, 2013  
FTI Invoice No. 29000719  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 15, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	6.4	\$5,312.00
Steven Bissell	Managing Director	\$710.00	4.8	\$3,408.00
Michael Kennedy	Consultant	\$325.00	1.6	\$520.00
Golnaz Haghiri	Consultant	\$290.00	0.4	\$116.00
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>13.9</b>	<b>\$9,436.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$943.65</b>
<b>Total Net Fees</b>				<b>\$8,492.85</b>
Other/Miscellaneous				\$6.90
<b>Total Expenses</b>				<b>\$6.90</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,104.97</b>
<b>Invoice Total for Current Period</b>				<b>\$9,604.72</b>

Cinram International  
 413024.0009 - September 15, 2013  
 Invoice # 29000719

Date	TK#	Name	Hours	Amount	Narrative	Task
09/01/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending August 31, 2013.	1
09/03/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending August 31, 2013.	1
09/03/13	14800	Paul Bishop	0.50	\$ 415.00	Call and correspondence regarding the Hungary [REDACTED]	1
09/04/13	14800	Paul Bishop	1.00	\$ 830.00	Calls and correspondence regarding Hungary and documentation re: properties.	1
09/05/13	14800	Paul Bishop	2.10	\$ 1,743.00	Calls and correspondence re: Hungary and insurance; review and process of [REDACTED]	1
09/06/13	14800	Paul Bishop	0.70	\$ 581.00	Payment review and processing and correspondence re: Hungary & insurance.	1
09/10/13	14800	Paul Bishop	1.20	\$ 996.00	Call and email regarding Hungary property.	1
09/11/13	14800	Paul Bishop	0.90	\$ 747.00	Correspondence re: real estate and Hungary.	1
09/11/13	14856	Steven Bissell	0.80	\$ 588.00	Call with Marsh Canada re: same. Calls with Plan Participant re: rollover options.	1
09/12/13	14856	Steven Bissell	1.00	\$ 710.00	Call with Seyfarth Shaw re: [REDACTED] Review of [REDACTED] and correspondence with M. Wagner. [REDACTED] from [REDACTED]	1
09/04/13	14856	Steven Bissell	2.00	\$ 1,420.00	Correspondence [REDACTED] wind down. Emails to Fidelity. Review of tax notices.	1
09/05/13	14856	Steven Bissell	1.00	\$ 710.00	Tax related matters. Communications with Marsh re: invoices.	1
09/04/13	15768	Golnaz Haghiri	0.40	\$ 116.00	Review of invoice [REDACTED]	1
09/04/13	18003	Michael Kennedy	1.10	\$ 357.60	Reconciliation and set up certain vendor payments on [REDACTED] review of Wireless prelim payment report.	1
09/12/13	18003	Michael Kennedy	0.50	\$ 162.50	Review of Wireless prelim payment report and correspondence with Cinram A/P re: same.	1
<b>TOTAL</b>			<b>13.90</b>	<b>\$ 9,438.50</b>		



***Invoice Remittance***

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

September 30, 2013  
FTI Invoice No. 29000736  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$15,356.50
Less Voluntary Reduction.....	<u>-\$1,535.65</u>
Net Professional Fees.....	\$13,820.85
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$15,356.50
HST Registration No. 835718024RT0001 .....	<u>\$1,796.71</u>
Total Amount Due this Period.....	\$15,617.56
<b>Total Amount Due.....</b>	<b><u>\$15,617.56</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, 2013  
FTI Invoice No. 29000736  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2013

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	6.7	\$5,561.00
Steven Bissell	Managing Director	\$710.00	9.0	\$6,390.00
Michael Kennedy	Consultant	\$325.00	7.5	\$2,437.50
Golnaz Haghiri	Consultant	\$290.00	3.1	\$899.00
Ana Arevalo	Administrative Professional	\$115.00	0.6	\$69.00
<b>Total Hours and Fees</b>			<b>26.9</b>	<b>\$15,356.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,535.65</b>
<b>Total Net Fees</b>				<b>\$13,820.85</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,796.71</b>
<b>Invoice Total for Current Period</b>				<b>\$15,617.56</b>

Cinram International  
 413024.0009 - September 30, 2013  
 Invoice # 29000736

Date	TK#	Name	Hours	Amount	Narrative	Task
09/18/13	15273	Ana Arevalo	0.30	\$ 34.50	Preparing draft invoice for period ending September 15, 2013.	1
09/20/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending September 15, 2013.	1
09/16/13	14800	Paul Bishop	0.30	\$ 249.00	Correspondence regarding Olyphant.	1
09/17/13	14800	Paul Bishop	2.20	\$ 1,828.00	Calls and correspondence re: Olyphant, Hungary, Insurance and [REDACTED]	1
09/23/13	14800	Paul Bishop	1.60	\$ 1,328.00	Prepared cheques and provided approvals.	1
09/24/13	14800	Paul Bishop	1.30	\$ 1,079.00	Calls regarding outstanding Real Estate issues.	1
09/25/13	14800	Paul Bishop	0.90	\$ 747.00	Disbursement follow up and correspondence.	1
09/27/13	14800	Paul Bishop	0.40	\$ 332.00	Review of Olyphant proposal re: closedown of facility.	1
09/25/13	14856	Steven Bissell	2.50	\$ 1,775.00	Marsh related email correspondence and research re: status of insurance.	1
09/26/13	14856	Steven Bissell	1.00	\$ 710.00	Call with Plan Transition team, Seyfarth Shaw and RCH re: [REDACTED]	1
09/27/13	14856	Steven Bissell	3.00	\$ 2,130.00	Call with CY Corporation re: status of Cinram foreign entity cancellations in Illinois. Call with Dept. of Revenue re: same. Review and comments on non-complete agreements and discussions with M. Wagner from Goodmans and H. Berman re: same.	1
09/16/13	14856	Steven Bissell	0.50	\$ 355.00	Review and amendments to [REDACTED]	1
09/17/13	14856	Steven Bissell	0.50	\$ 355.00	Correspondence with Marsh Canada [REDACTED]	1
09/19/13	14856	Steven Bissell	1.50	\$ 1,065.00	Correspondence re: approval to respond to plan participants. Correspondence with A. Hausz re: [REDACTED]. Communications with Marsh Canada re: same.	1
09/17/13	15788	Golnaz Haghiri	2.60	\$ 754.00	Review of documents relating to specific taxing entities.	1
09/20/13	15768	Golnaz Haghiri	0.50	\$ 145.00	Review of documents relating to specific taxing entities.	1
09/23/13	18003	Michael Kennedy	2.90	\$ 942.50	Updates to Reserve account schedules; further population of Actual v. Budget for various weeks; population of [REDACTED]	1
09/25/13	18003	Michael Kennedy	0.40	\$ 130.00	Set up [REDACTED]	1
09/28/13	18003	Michael Kennedy	1.10	\$ 357.50	Update [REDACTED] payment schedule and follow up re: certain taxing entities.	1
09/20/13	18003	Michael Kennedy	3.10	\$ 1,007.50	Updates to Actual v. Budgeted cash flows for various weeks; plus multiple updates to Transaction Record forms for previous weeks; [REDACTED]	1
<b>TOTAL</b>			<b>26.90</b>	<b>\$ 15,356.50</b>		



**Invoice Remittance**

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

October 17, 2013  
FTI Invoice No. 29000748  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through October 13, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$15,151.00
Less Voluntary Reduction.....	<u>-\$1,515.10</u>
Net Professional Fees.....	\$13,635.90
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$15,151.00
HST Registration No. 835718024RT0001 .....	<u>\$1,772.67</u>
Total Amount Due this Period.....	\$15,408.57
<b>Total Amount Due.....</b>	<b><u>\$15,408.57</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

October 17, 2013  
FTI Invoice No. 29000748  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 13, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	10.9	\$9,047.00
Steven Bissell	Managing Director	\$710.00	3.5	\$2,485.00
Michael Kennedy	Consultant	\$325.00	8.3	\$2,697.50
Golnaz Haghiri	Consultant	\$290.00	2.9	\$841.00
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>26.3</b>	<b>\$15,151.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,515.10</b>
<b>Total Net Fees</b>				<b>\$13,635.90</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,772.67</b>
<b>Invoice Total for Current Period</b>				<b>\$15,408.57</b>

**Cinram International**  
**413024.0009 - October 13, 2013**  
**Invoice # 29000748**

Date	TK#	Name	Hours	Amount	Narrative	Task
10/01/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending September 30, 2013.	1
10/02/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending September 30, 2013.	1
10/02/13	14800	Paul Bishop	1.30	\$ 1,079.00	Correspondence regarding Hungary and wind up.	1
10/03/13	14800	Paul Bishop	0.90	\$ 747.00	Correspondence regarding Hungary and payment approval.	1
10/04/13	14800	Paul Bishop	1.60	\$ 1,326.00	Calls regarding status update surrounding draft of documents regarding Hungary.	1
10/08/13	14800	Paul Bishop	1.80	\$ 1,494.00	Call re: Olyphant and follow up re same; and review of [REDACTED]	1
10/09/13	14800	Paul Bishop	1.40	\$ 1,162.00	Update call internally with FTI and Goodmans, follow up on [REDACTED] and other matters.	1
10/10/13	14800	Paul Bishop	2.20	\$ 1,826.00	Calls and emails regarding Hungary payment and Hungary liquidation; review of [REDACTED]	1
10/11/13	14800	Paul Bishop	1.70	\$ 1,411.00	Call with Zolfo Cooper regarding [REDACTED] review of available funds.	1
10/07/13	14856	Steven Bissell	0.50	\$ 355.00	[REDACTED] and email correspondence with M. Wagner and Monitor's legal counsel re: same.	1
10/08/13	14856	Steven Bissell	0.50	\$ 355.00	Call with Monitor's legal counsel re: [REDACTED]. Internal FTI email correspondence re: tax filings in Louisville, KY. Call with D. Munro re: same.	1
10/09/13	14856	Steven Bissell	1.00	\$ 710.00	Update call with M. Wagner from Goodmans.	1
10/11/13	14856	Steven Bissell	1.00	\$ 710.00	Email correspondence re: Cinram Wireless outstanding Accounts Payable. Review of One K information and tax filing requests. Internal FTI correspondence re: the same. Review of assumption and assignment agreement.	1
10/02/13	14856	Steven Bissell	0.50	\$ 355.00	Email and phone correspondence with M. Wagner from Goodmans re: various OldCo Cinram requests re: Phillips, and disbursements. Correspondence re: [REDACTED] Emails to D. Gustin re: requests for information re: Cinram Wireless.	1
10/01/13	15768	Golnaz Haghiri	0.70	\$ 203.00	Review several invoices [REDACTED]	1
10/02/13	15768	Golnaz Haghiri	1.10	\$ 319.00	Reviewed invoices [REDACTED]	1
10/07/13	15768	Golnaz Haghiri	0.60	\$ 174.00	Correspondence [REDACTED]	1
10/09/13	15768	Golnaz Haghiri	0.50	\$ 145.00	Correspondence [REDACTED]	1
10/10/13	18003	Michael Kennedy	0.20	\$ 65.00	Review and correspondence with Cinram A/P re: Wireless prelim report.	1
10/01/13	18003	Michael Kennedy	0.80	\$ 260.00	Returned 3 emails on the Monitor's Hotline.	1
10/08/13	18003	Michael Kennedy	3.70	\$ 1,202.50	Review of prior Actual v. Budget cashflow weeks and subsequent adjustments; population of certain weeks forecasted and actual results; created Transaction Record forms [REDACTED]	1
10/09/13	18003	Michael Kennedy	2.50	\$ 812.50	Correspondence with D. Gustin from Wireless re: historical receipt collections; updated actuals on certain Actual v. Budget weeks; investigation into certain wire payments; set up [REDACTED] drafted Transaction Record forms.	1
05/16/13	18003	Michael Kennedy	1.10	\$ 357.50	Internal FTI meeting regarding COBRA Cinram employees and treatment of benefit plans subsequent to Wireless winddown; returned voicemails and emails on the Monitor's Hotline; review of Wireless prelim report and email correspondence with Cinram A/P.	1
<b>TOTAL</b>			<b>26.30</b>	<b>\$ 15,151.00</b>		



**Invoice Remittance**

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

October 31, 2013  
FTI Invoice No. 29000759  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$34,438.00
Less Voluntary Reduction.....	<u>-\$3,443.80</u>
Net Professional Fees.....	\$30,994.20
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$30,994.20
HST Registration No. 835718024RT0001 .....	<u>\$4,029.25</u>
Total Amount Due this Period.....	\$35,023.45
<b>Total Amount Due.....</b>	<b><u>\$35,023.45</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

October 31, 2013  
FTI Invoice No. 29000759  
FTI Job No. 413024.0009  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	18.2	\$15,106.00
Steven Bissell	Managing Director	\$710.00	14.1	\$10,011.00
Michael Kennedy	Consultant	\$325.00	27.2	\$8,840.00
Golnaz Haghiri	Consultant	\$290.00	1.5	\$435.00
Ana Arevalo	Administrative Professional	\$115.00	0.4	\$46.00
<b>Total Hours and Fees</b>			<b>61.4</b>	<b>\$34,438.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$3,443.80</b>
<b>Total Net Fees</b>				<b>\$30,994.20</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$4,029.25</b>
<b>Invoice Total for Current Period</b>				<b>\$35,023.45</b>

Cinram International  
 413024.0009 - October 31, 2013  
 Invoice # 29000759

Date	TK#	Name	Hours	Amount	Narrative	Task
10/16/13	15273	Ana Arevalo	0.40	\$ 48.00	Preparing draft invoice for period ending October 13, 2013.	1
10/15/13	14800	Paul Bishop	1.10	\$ 813.00	All re Louisville property, review of tax issues, review of doc re Scarborough escrow release	1
10/16/13	14800	Paul Bishop	2.30	\$ 1,908.00	Call with Melany Wagner from Goodmans and Cinram regarding tax issues and certain landlord release; [REDACTED]	1
10/17/13	14800	Paul Bishop	0.90	\$ 747.00	Email correspondence and review of [REDACTED]	1
10/18/13	14800	Paul Bishop	0.80	\$ 664.00	Email correspondence and [REDACTED]	1
10/22/13	14800	Paul Bishop	1.90	\$ 1,577.00	Call with Counsel re: report and [REDACTED] review of tax issue and review of [REDACTED]	1
10/23/13	14800	Paul Bishop	1.90	\$ 1,577.00	Call with broker and Zolfo Cooper regarding the Olyphant property, call re: preparation of information for call with Steering Committee.	1
10/24/13	14800	Paul Bishop	3.90	\$ 3,237.00	Call with agent, syndicate and Zolfo Cooper and preparation for the same; preparation of [REDACTED]	1
10/25/13	14800	Paul Bishop	1.90	\$ 1,577.00	Finalized report and [REDACTED] call with Counsel regarding the report; and call with Zolfo Cooper regarding the same.	1
10/29/13	14800	Paul Bishop	2.90	\$ 2,407.00	Calls regarding insurance review of coverage and options review of closure costs; preparation and execution [REDACTED]	1
10/30/13	14800	Paul Bishop	0.60	\$ 498.00	Correspondence regarding insurance.	1
10/21/13	14856	Steven Blissell	2.50	\$ 1,775.00	Reporting for Senior Lenders. Post-filing tax review and email correspondence re: same.	1
10/22/13	14856	Steven Blissell	1.20	\$ 852.00	Call with Monitor's legal counsel re: next Monitor's report. Preparation of Zolfo Cooper information requests.	1
10/23/13	14856	Steven Blissell	1.50	\$ 1,065.00	Call with Shearman & Sterling and Goodmans re: post-filing tax liabilities. Review and comments re: Monitor's 10th Report. Finalization of information requests for Senior Lender call.	1
10/24/13	14856	Steven Blissell	2.20	\$ 1,562.00	Conference call with Senior Lenders re: distributions. Review and comments re: 10th Report of the Monitor. Status update call re: 401k Thrift Plan.	1
10/16/13	14856	Steven Blissell	5.20	\$ 3,892.00	Review of Management Rep letter and letter to Cinram. Review and comments on draft financial statements for Cinram 401K Thrift Plan. Call with K. Witte re: same, email correspondence with M. Cordero and phone calls re: Cinram 401K Thrift Plan.	1
10/16/13	14856	Steven Blissell	1.50	\$ 1,065.00	[REDACTED] Senior Lenders. Internal FTI discussions re: same. Call with Goodmans (M. Wagner) re: tax liabilities and next steps. Email correspondence re: [REDACTED]	1
10/21/13	15768	Golnaz Haghiri	0.30	\$ 87.00	Follow-up with [REDACTED]	1
10/30/13	15768	Golnaz Haghiri	0.80	\$ 232.00	Review internal email correspondence in respect of [REDACTED]	1
10/31/13	15768	Golnaz Haghiri	0.40	\$ 116.00	Review internal email correspondence in respect of [REDACTED]	1
10/29/13	18003	Michael Kennedy	2.50	\$ 812.50	Updates and review to Actual v. Budget for specific weeks and current week; set up template details for distribution.	1
10/31/13	18003	Michael Kennedy	4.00	\$ 1,300.00	Review and reconciliation of [REDACTED] from Oct 1 2012- current for [REDACTED]	1
10/15/13	18003	Michael Kennedy	0.50	\$ 182.50	[REDACTED] returned 2 emails on the Monitor's Hotline.	1
10/16/13	18003	Michael Kennedy	4.20	\$ 1,365.00	Created [REDACTED] Internal FTI meeting to discuss Reserve account reconciliation; reconciliation of disbursements from Administrative Reserves beginning with May until current period; returned 1 voicemail on the Monitor's Hotline.	1
10/17/13	18003	Michael Kennedy	3.40	\$ 1,105.00	[REDACTED] further review and reconciliation of reserve accounts; internal FTI discussion regarding certain transactions for specific accounts.	1
10/18/13	18003	Michael Kennedy	1.80	\$ 585.00	[REDACTED] correspondence by phone and email with CT Corporation regarding current account balances for specific Cinram entities; further Actual v. Budgeted cashflow updates.	1
10/21/13	18003	Michael Kennedy	2.90	\$ 942.50	Added October actuals to Administrative Reserve schedule; final review of reconciliation from May - current; [REDACTED] organization of Wireless actual receipts on a stand alone basis from May through August.	1
10/22/13	18003	Michael Kennedy	3.10	\$ 1,007.50	Addition of certain payment to Wireless cashflows; drafted and sent letter to Scotiabank for [REDACTED]; updates to M. Cordero [REDACTED] set up wires for CT Corporation; additions of actuals to Wireless cashflows.	1
10/23/13	18003	Michael Kennedy	3.70	\$ 1,202.50	Internal FTI meeting to discuss actual Wireless payment classification and also source information for specific payments and Transitional Services Agreement payment to Cinram Group for inclusion into Wireless actual report; [REDACTED] Reserves account actuals update for certain time period.	1
10/25/13	18003	Michael Kennedy	1.10	\$ 357.50	Updates to Actual v. Budget; document postings to the Monitor's website [REDACTED]	1
<b>TOTAL</b>			<b>81.40</b>	<b>\$ 34,438.00</b>		





**Invoice Remittance**

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

November 20, 2013  
FTI Invoice No. 29000779  
FTI Job No. 413024.0009  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 17, 2013

	CAD (\$)
Professional Services.....	\$19,191.50
Less Voluntary Reduction.....	<del>\$1,919.15</del>
Net Professional Fees.....	\$17,272.35
Expenses.....	\$0.00
Total Fees and Expenses.....	\$17,272.35
HST Registration No. 835718024RT0001 .....	\$2,245.41
Total Amount Due this Period.....	\$19,517.76
<b>Total Amount Due.....</b>	<b><u>\$19,517.76</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 20, 2013  
FTI Invoice No. 29000779  
FTI Job No. 413024.0009  
Terms Payment on Presentation

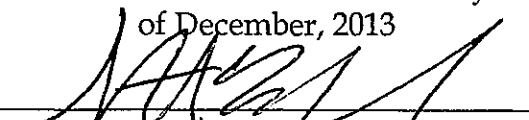
Current Invoice Period: Charges Posted through November 17, 2013

<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	6.3	\$4,473.00
Michael Kennedy	Consultant	\$325.00	20.6	\$6,695.00
Golnaz Haghiri	Consultant	\$290.00	0.2	\$58.00
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>37.3</b>	<b>\$19,191.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,919.15</b>
<b>Total Net Fees</b>				<b>\$17,272.35</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,245.41</b>
<b>Invoice Total for Current Period</b>				<b>\$19,517.76</b>

Cinram International  
 413024.0009 - November 17, 2013  
 Invoice # 29000779

Date	TK#	Name	Hours	Amount	Narrative	Task
11/02/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending October 31, 2013.	1
11/01/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending October 31, 2013.	1
11/08/13	14800	Paul Bishop	1.80	\$ 1,494.00	Review of certain offer; internal call to discuss disclosure agreements.	1
11/07/13	14800	Paul Bishop	2.40	\$ 1,992.00	Review of Olyphant offer and brokerage deal. Call with Zolfo Cooper regarding the Louisville property.	1
11/05/13	14800	Paul Bishop	0.60	\$ 498.00	Further correspondence regarding the Olyphant offer.	1
11/04/13	14800	Paul Bishop	0.80	\$ 664.00	Additional correspondence regarding brokerage deals.	1
11/15/13	14800	Paul Bishop	0.80	\$ 664.00	Correspondence regarding Olyphant offer and update to Zolfo Cooper regarding the same.	1
11/14/13	14800	Paul Bishop	1.40	\$ 1,162.00	Call with Zolfo Cooper regarding Olyphant and edits to potential offer.	1
11/13/13	14800	Paul Bishop	1.10	\$ 913.00	Call with Cushman Wakefield regarding the offer.	1
11/11/13	14800	Paul Bishop	0.60	\$ 498.00	Review of payments and correspondence regarding Olyphant offer.	1
11/11/13	14856	Steven Bissell	2.50	\$ 1,775.00	Closing-related tasks and conference calls re: Cinram 401K Thrift Plan.	1
11/12/13	14856	Steven Bissell	1.50	\$ 1,065.00	Cinram 401k Thrift Plan correspondence. Ivy Hill property tax assessment and correspondence re: same. Cinram Iberia property insurance-related information requests.	1
11/13/13	14856	Steven Bissell	1.80	\$ 1,278.00	Preparation of cash flow forecast for stay extension. Communications and review of Spanish property insurance policy. US tax filings - review of observations prepared by debtor's US legal counsel.	1
11/14/13	14856	Steven Bissell	0.50	\$ 355.00	Call with debtor's US legal counsel re: outstanding tax reporting and potential liabilities.	1
11/04/13	15768	Gohaz Haghir	0.20	\$ 58.00	Email correspondence with Lakatos	1
11/01/13	18003	Michael Kennedy	2.30	\$ 747.50	Initial preparation; correspondence with T. Sloan from Marsh Canada regarding details of certain invoices.	1
11/08/13	18003	Michael Kennedy	0.70	\$ 227.50		1
11/07/13	18003	Michael Kennedy	0.90	\$ 292.50	Investigation into Lakatos	1
11/06/13	18003	Michael Kennedy	1.20	\$ 390.00	Continued additions and revisions	1
11/05/13	18003	Michael Kennedy	2.30	\$ 747.50	Continued	1
11/04/13	18003	Michael Kennedy	3.20	\$ 1,040.00	Updates to Actual v. Budgeted cashflows for prior week; prepared summary of Marsh invoice amounts to be transferred	1
11/12/13	18003	Michael Kennedy	1.20	\$ 390.00	Marsh invoice analysis; contact with the US Census Bureau regarding certain Cinram entities reporting requirements.	1
11/13/13	18003	Michael Kennedy	1.10	\$ 357.50	Edits and adjustments	1
11/14/13	18003	Michael Kennedy	3.10	\$ 1,007.50	Creation of updates to Administrative Reserve schedule; further edits and adjustments re:	1
11/15/13	18003	Michael Kennedy	2.50	\$ 812.50	Edits and adjustments updates to Actual v. Budgeted cashflows for prior week.	1
11/11/13	18003	Michael Kennedy	2.10	\$ 682.50	Updated Actual v. Budgeted cashflows for prior two weeks; update	1
<b>TOTAL</b>			<b>37.30</b>	<b>\$ 19,191.50</b>		

This is Exhibit "B"  
to the affidavit of Paul Bishop,  
sworn before me on the 2<sup>nd</sup> day  
of December, 2013

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

**Stuart Martin Woody, a Commissioner,  
etc., Province of Ontario,  
while a Student-at-Law.  
Expires May 4, 2015.**

Exhibit "B"

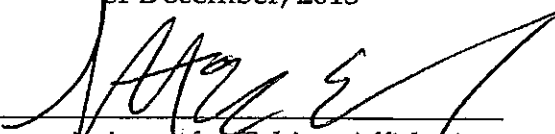
Summary of FTI Monitor Fees  
 Services Rendered October 1, 2012 - November  
 17, 2013

Invoice #	Date	Fees	Expenses	HST	Total	Less 10 % on Fees	Net Total
29000398	October 18, 2012	\$87,254.00	\$69.51	\$10,217.75	\$97,541.26	\$(8,725.40)	\$88,815.86
29000409	October 31, 2012	\$100,750.50	\$ -	\$11,787.81	\$112,538.31	\$(10,075.05)	\$102,463.26
29000430	November 22, 2012	\$34,441.00	\$ -	\$4,029.60	\$38,470.60	\$(3,444.10)	\$35,026.50
29000439	November 30, 2012	\$20,256.00	\$345.39	\$2,414.85	\$23,016.24	\$(2,025.60)	\$20,990.64
29000461	December 21, 2012	\$49,848.50	\$ -	\$5,832.27	\$55,680.77	\$(4,984.85)	\$50,695.92
29000472	December 31, 2012	\$27,102.50	\$ -	\$3,170.99	\$30,273.49	\$(2,710.25)	\$27,563.24
29000505	January 31, 2013	\$146,879.00	\$ -	\$17,184.84	\$164,063.84	\$(14,687.90)	\$149,375.94
29000519	February 24, 2013	\$43,540.00	\$12.00	\$5,095.74	\$48,647.74	\$(4,354.00)	\$44,293.74
29000527	February 28, 2013	\$40,567.00	\$ -	\$4,746.34	\$45,313.34	\$(4,056.70)	\$41,256.64
29000544	March 21, 2013	\$49,902.00	\$ -	\$5,838.53	\$55,740.53	\$(4,990.20)	\$50,750.33
29000562	March 31, 2013	\$41,060.50	\$ -	\$4,804.08	\$45,864.58	\$(4,106.05)	\$41,758.53
29000573	April 17, 2013	\$36,082.00	\$ -	\$4,221.59	\$40,303.59	\$(3,608.20)	\$36,695.39
29000595	April 30, 2013	\$33,158.00	\$ -	\$3,879.49	\$37,037.49	\$(3,315.80)	\$33,721.69
29000601	May 15, 2013	\$27,878.00	\$9.90	\$3,263.01	\$31,150.91	\$(2,787.80)	\$28,363.11
29000619	May 31, 2013	\$67,592.00	\$ -	\$7,908.26	\$75,500.26	\$(6,759.20)	\$68,741.06
29000632	June 20, 2013	\$26,113.50	\$ -	\$3,055.28	\$29,168.78	\$(2,611.35)	\$26,557.43
29000643	June 30, 2013	\$19,778.00	\$ -	\$2,314.03	\$22,092.03	\$(1,977.80)	\$20,114.23
29000660	July 18, 2013	\$13,033.50	\$ -	\$1,524.92	\$14,558.42	\$(1,303.35)	\$13,255.07
29000672	July 31, 2013	\$17,905.50	\$6.90	\$2,095.84	\$20,008.24	\$(1,790.55)	\$18,217.69
29000692	August 23, 2013	\$11,993.50	\$ -	\$1,403.24	\$13,396.74	\$(1,199.35)	\$12,197.39

29000706	August 31, 2013	\$16,827.50	\$ -	\$1,968.82	\$18,796.32	\$(1,682.75)	\$17,113.57
29000719	September 20, 2013	\$9,436.50	\$6.90	\$1,104.97	\$10,548.37	\$(943.65)	\$9,604.72
29000736	September 30, 2013	\$15,356.50	\$ -	\$1,796.71	\$17,153.21	\$(1,535.65)	\$15,617.56
29000748	October 17, 2013	\$15,151.00	\$ -	\$1,772.67	\$16,923.67	\$(1,515.10)	\$15,408.57
29000759	October 31, 2013	\$34,438.00	\$ -	\$4,029.25	\$38,467.25	\$(3,443.80)	\$35,023.45
29000779	November 20, 2013	\$19,191.50	\$ -	\$2,245.41	\$21,436.91	\$(1,919.15)	\$19,517.76
<b>TOTAL</b>		<b>\$1,005,536.00</b>	<b>\$450.60</b>	<b>\$117,706.30</b>	<b>\$1,123,692.90</b>	<b>\$(100,553.60)</b>	<b>\$1,023,139.30</b>



This is Exhibit "C"  
to the affidavit of Paul Bishop,  
sworn before me on the 2<sup>nd</sup> day  
of December, 2013



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Commissioner for Taking Affidavits

**Stuart Martin Woody, a Commissioner,  
etc., Province of Ontario,  
while a Student-at-Law.  
Expires May 4, 2015.**



Exhibit "C"

**Summary of FTI Monitor Fees  
Services Rendered October 1, 2012 - November 17, 2013**

Professional	Title	Hours	Hourly Rate	Total
Paul Bishop	Senior Managing Director	603.90	\$830.00	\$501,237.00
Stephen Dube	Senior Managing Director	0.60	\$850.00	\$510.00
Steven Bissell	Managing Director	219.60	\$700.00	\$153,720.00
Steven Bissell	Managing Director	304.50	\$710.00	\$216,195.00
Pamela Luthra	Director	87.10	\$575.00	\$50,082.50
Erin Litwin	Senior Consultant	0.40	\$460.00	\$184.00
Michael Kennedy	Consultant	98.40	\$315.00	\$30,996.00
Michael Kennedy	Consultant	147.20	\$325.00	\$47,840.00
Golnaz Haghiri	Consultant	8.10	\$290.00	\$2,349.00
Ana Arevalo	Admin. Professional	5.20	\$110.00	\$572.00
Ana Arevalo	Admin. Professional	12.90	\$115.00	\$1,483.50
Linda Kelly	Admin. Professional	1.60	\$100.00	\$160.00
Linda Kelly	Admin. Professional	1.80	\$115.00	\$207.00
<b>TOTAL</b>		<b>1,491.30</b>		<b>\$1,005,536.00</b>
<b>Less Voluntary Reduction (10%)</b>				<b>\$(100,553.60)</b>
<b>Net Professional Fees</b>				<b>\$904,982.40</b>

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 CINRAM INTERNATIONAL INC., CINRAM  
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

AFFIDAVIT OF PAUL BISHOP  
(SWORN DECEMBER 2, 2013)

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 28, 2013)

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 September 1, 2012 to October 31, 2013.

4. During the period from September 1, 2012 to October 31, 2013, Stikeman Elliott docketed 382.64 hours in respect of the CCAA Proceedings, amounting to legal fees in the amount of \$278,589.25 and disbursements and other charges in the amount of \$992.24 plus Harmonized Sales Tax ("HST") of \$36,329.44. 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 September 1, 2012 to October 31, 2013, in the total amount of \$315,910.93, 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.

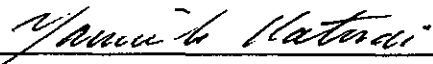
7. The hourly billing rate applied in the invoices of Stikeman Elliott are Stikeman Elliott's normal hourly rates which were in effect from September 1, 2012 to October

31, 2013 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. 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 28, 2013.

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

**Yusuf Yannick Katirai**

  
\_\_\_\_\_  
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

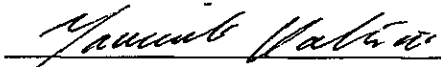
CDIST LLC, formerly Cinram Distribution LLC

Cinram Wireless LLC

CRSMI LLC, formerly Cinram Retail Services, LLC

One K Studios, LLC

This is Exhibit "A"  
to the affidavit of David R. Byers,  
sworn before me on the 28<sup>th</sup> day  
of November, 2013

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

**Yusuf Yannick Katirai**



# 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

September 18, 2012  
File No. 1282601006

Invoice No. 5108743

Attention: Paul Bishop

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Cinram International for the period up to August 31, 2012.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Aug 27, 2012	M. Schyven	0.58	Review and comment on Alabama opinion
	M. Konyukhova	0.75	Call with D. MacKenzie regarding closing; attend to emails with respect to same; call with R. Jaipargas regarding Toronto Hydro and emails regarding same
Aug 28, 2012	D.R. Byers	1.50	Discuss Transition Services Agreement issues with D. MacKenzie; emails with P. Bishop and Goodmans; conference call with P. Bishop
	D.J. MacKenzie	2.00	Telephone call with N. May; correspondence with FTI; conference call with FTI regarding Transition Services Agreement and closing matters; conference call with Goodmans regarding security review issues
	M. Schyven	0.50	Correspondence with local counsel regarding opinions
	M. Konyukhova	1.75	Call with D. MacKenzie concerning Transition Services Agreement and other closing matters; call with R. Jaipargas and M. Wagner regarding Toronto Hydro; call with D. MacKenzie and P. Bishop with respect to post-closing matters
	S. Ali	1.00	Review the 2011 amendment and restated agreement with respect to the accession of 1-K and send to US counsel; internal discussion with D. MacKenzie; summarize exclusions under the Canadian security agreement; respond to document request from Alabama

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Aug 29, 2012	D.R. Byers	0.67	counsel Receive report on call with Goodmans from D. MacKenzie; attend to emails with respect to assumption and repudiation of contracts; attend to emails with respect to stay extension; meeting with M. Konyukhova with respect to drafting Monitor's Report
	D.J. MacKenzie	3.50	Prepare for closing; review closing documents; conference call with FTI; attend to security review issues
	M. Schyven	1.50	Correspondence with Alabama counsel regarding opinion; telephone call with D. MacKenzie regarding opinion; telephone call with S. Ali
	M. Konyukhova	1.58	Discussions concerning closing; conference call regarding same; office conference with D. MacKenzie concerning closing; attend to emails regarding Toronto Hydro; emails and office conference with D. Byers with respect to stay extension; emails with R. Jaipargas concerning Toronto Hydro
	S. Ali	1.75	Correspondence from and to US counsel with respect to security review and legal opinion status; internal correspondence and correspondence with lender's counsel regarding security review; call with FTI concerning closing process; review Alabama real property security
Aug 30, 2012	D.R. Byers	0.17	Attend to emails regarding evidence for stay extension motion
	D.J. MacKenzie	3.00	Review closing escrow arrangements; correspondence with Goodmans and FTI; review and revise receipt and acknowledgements; correspondence with FTI
	M. Schyven	1.50	Revise opinion; correspondence with US counsel
	M. Konyukhova	0.50	Attend to emails and calls regarding closing and Monitor's Certificate
	S. Ali	4.50	Draft and finalize with the client the receipt to be signed by JPM; review and comment on the US legal opinion; call with C. Koelbl with respect to US legal opinion and outstanding documents; call with lender's counsel with respect to obtaining outstanding joinder agreement, DIP credit agreement and 2006 credit agreement; internal correspondence and with the client to settle closing mechanics

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Aug 31, 2012	D.R. Byers	0.25	Attend to emails from counsel for CRA; attend to emails regarding extension motion
	D.J. MacKenzie	0.75	Attend to closing and security review issues
	M. Konyukhova	2.00	Draft stay extension Monitor's Report
	S. Ali	0.33	Correspondence from and to client to finalize closing of purchase transaction; correspondence with US counsel regarding US legal opinion

#### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	2.59	950.00	2,460.50
D.J. MacKenzie	9.25	850.00	7,862.50
M. Schyven	4.08	625.00	2,550.00
M. Konyukhova	6.58	540.00	3,553.20
S. Ali	7.58	540.00	4,093.20

#### FEES

Professional Services	CAD \$20,519.40
HST @ 13.0%	2,667.52
<b>Total Professional Services and Taxes</b>	<b>CAD \$23,186.92</b>

#### CHARGES SUMMARY

<u>Description</u>	<u>Total</u>
Photocopies	4.50
HST @ 13.0%	0.59
<b>Total Charges and Taxes</b>	<b>CAD \$5.09</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

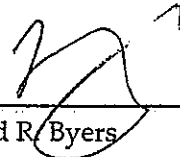
Invoice No. 5108743

Re: Cinram International

File No. 1282601006

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	20,519.40	0.00	\$20,519.40
HST @ 13.0%			2,667.52
Charges	4.50	0.00	4.50
HST @ 13.0%			0.59
Disbursements	45.00	0.00	45.00
HST @ 13.0%			5.85
<b>AMOUNT DUE</b>			<b><u>CAD \$23,242.86</u></b>

STIKEMAN ELLIOTT LLP

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

Disbursements and charges may not have been posted at the date of this account. Please quote our File number and/or Invoice number when making payment. Accounts are due when rendered. Interest at the rate of 1.30 percent per annum will be charged for amounts unpaid 30 days or more.

# 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

October 25, 2012  
File No. 1282601006

Invoice No. 5115807

Attention: Paul Bishop

FOR PROFESSIONAL SERVICES RENDERED in connection with Cinram International for the period up to September 30, 2012.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	
Aug 3, 2012	LAC	0.25	Discussing immigration issue with K. O'Ferrall	
Sep 4, 2012	D.R. Byers	0.50	Review and comment on draft Report; attend to emails with respect to Monitor's role going forward; review correspondence from M. Starnino and response from R. Chadwick	
	D.J. MacKenzie	0.75	Consider security review issues; review stay extension report	
	M. Schyven	0.25	Revise opinion; correspondence with E. Jennings	
	M. Konyukhova	0.75	Work on draft Monitor's Report; attend to emails re stay extension	
	S. Ali	0.75	Correspondence from and to US counsel regarding US legal opinion and internally with respect to Canadian legal opinion and disclosure language	TORONTO
	E. Jennings	0.75	Preparation of schedule of "subject to" instruments for opinion	MONTRÉAL
Sep 5, 2012	D.R. Byers	0.33	Attend to emails with respect to draft Monitor's Report and discussion with M. Konyukhova; review draft agenda for call with Goodmans and comments on the same	OTTAWA CALGARY VANCOUVER
	D.J. MacKenzie	2.00	Telephone call with FTI regarding Stay extension and related matters; review post-	NEWYORK LONDON SYDNEY

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Sep 6, 2012	M. Konyukhova	2.50	closing matters and correspondence to FTI Attend to emails and calls regarding Monitor's Certificate; call with FTI regarding stay extension report and role of the Monitor; emails with D. MacKenzie regarding same; review comments on draft Report; amend Report; attend to emails with respect to service list
	S. Ali	1.00	Reviewed revised US legal opinion and sent queries internally to D. MacKenzie; correspondence from and to purchaser's counsel, company counsel and client to finalize Monitor's Certificate for filing with the court
	D.R. Byers	2.25	Discuss status with D. MacKenzie; correspondence from M. Starnino; emails with D. MacKenzie with respect to materials for stay extension and Monitor's role going forward; discuss Goodmans' call with D. MacKenzie and consider additional powers needed by Monitor; review revised draft Report and meeting with K. Esaw regarding comments on same; review draft affidavit of B. Dietz and suggested additions to draft Monitor's Report
	D.J. MacKenzie	3.00	Prepare for and attend conference call regarding post-closing items, stay motion, etc.; review draft stay extension Report
	M. Konyukhova	2.00	Call with Goodmans and FTI regarding stay extension motion and Monitor's role; revise draft Report; call with FTI; further revisions to draft Report
	S. Ali	0.33	Internal discussion with D. MacKenzie regarding US legal opinion
Sep 7, 2012	K. Esaw	1.81	Draft and edit Monitor's Report
	D.R. Byers	2.17	Review revised draft Monitor's Report; review comments from P. Bishop on the same; attend to emails on issue of whether Monitor's Report alone is sufficient for stay extension; review further revised draft Report and comments from D. MacKenzie on the same; attend to emails with respect to description of Transition Services Agreement in draft Report; review Cinram Motion Record for stay extension; review actual versus forecast cash flow analysis from FTI
	D.J. MacKenzie	0.50	Review stay extension report and comment on the same
	M. Schyven	0.25	Revise opinion; correspondence with S. Ali

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
	S. Ali	1.75	Sent comments to US counsel on legal opinion; revised Ontario legal opinion; reviewed US security agreement
	K. Esaw	1.92	Draft Monitor's Report with respect to stay extension; discussions with FTI and D. Byers
Sep 8, 2012	D.R. Byers	1.00	Review further FTI revisions to draft Monitor's Report; review revised draft Report and sign-off on circulation to Goodmans; review Goodmans' comments on draft Report
	K. Esaw	0.25	Revise draft Monitor's Report; correspondence with M. Wagner, D. Byers, S. Bissell and P. Bishop
Sep 9, 2012	D.R. Byers	0.42	Review P. Bishop's comments on Goodmans' proposed edits and his suggested revisions; email K. Esaw with respect to service; sign-off on final version of Monitor's Report
	S. Ali	1.00	Reviewed Perfection Certificate and sent email to D. MacKenzie regarding US opinion; drafted Ontario Security Review Disclosure for the Monitor's Report
	K. Esaw	1.00	Finalize and serve Monitor's Report; correspondence with P. Bishop and D. Byers
Sep 10, 2012	D.R. Byers	0.17	Meeting with K. Esaw with respect to Confidential Supplement
	S. Ali	1.75	Drafted US and Alabama Security Review Disclosure for the Monitor's Report; sent email to US counsel regarding additional UCC searches required; correspondence from and to D. MacKenzie
	K. Esaw	1.00	Finalize and prepare materials for filing; discussion with D. Byers; correspondence with M. Wagner
	A. Sullivan	0.90	Retrieve original signature page from Judicial Administration
Sep 11, 2012	D.R. Byers	2.42	Discuss situation with respect to operations in France with D. MacKenzie; research with respect to relief from public disclosure obligations in CCAA proceedings and emails with respect to same; review draft Factum from Goodmans; review White Birch case regarding s.10(3) of CCAA and email to Goodmans regarding the same; discuss Industry Canada's analysis of s. 10(3) with K. Esaw and review email to Goodmans regarding same
	D.J. MacKenzie	0.50	Review public disclosure issues; telephone call

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
	K. Esaw	0.48	with P. Bishop
Sep 12, 2012	D.R. Byers	2.75	Review motion materials of debtor; correspondence with M. Wagner and D. Byers
			Review Motion Record from Paliare Roland; review WEPPA and Section 81.3 of the Bankruptcy and Insolvency Act and cases with respect to the same; conference call with R. Chadwick and P. Bishop; emails with M. Starnino, R. Chadwick and M. Wagner regarding Employee Motion
	K. Esaw	0.75	Discussion with D. Byers; preparation for stay motion
Sep 13, 2012	D.R. Byers	0.67	Review litigation timetable from M. Starnino; review email and draft letter with respect to lift stay request of St. Mary's Cement; meeting with K. Esaw regarding motion before Justice Newbould
	K. Esaw	1.83	Court attendance for stay extension motion
Sep 17, 2012	D.R. Byers	0.75	Attend to emails with respect to employees' motion; review correspondence from M. Starnino and institute litigation document hold at Stikeman Elliott and client; further emails with Goodmans
Sep 18, 2012	D.R. Byers	1.67	Review correspondence from French regulator with respect to Cinram Optical Disc; email from client regarding Broker Agreement to sell properties; attend to email regarding Distribution Motion; conference call with D. MacKenzie regarding status; consider terms for potential expanded Monitor powers; review and comment on draft letter regarding employee misconduct in France; review comments on draft letter from D. MacKenzie and telephone conference with respect to the same
	D.J. MacKenzie	1.50	Telephone call with P. Bishop; review and comment on letter to Becel; review and revise broker agreements
Sep 19, 2012	D.R. Byers	2.75	Attend to emails concerning Employee Motion; meeting with D. MacKenzie and M. Konyukhova with respect to outstanding issues and next steps; review draft Order with respect to potential limited receivership; conference call with P. Bishop and S. Bissell; conference call with FTI and Goodmans with respect to Employee Motion, Distribution Motion and



<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			Motion to Enhance Monitor's Powers; conference call with Goodmans, FTI and counsel from employees
	D.J. MacKenzie	3.75	Revise broker agreements; attend meeting regarding distribution and enhanced powers motion; correspondence with FTI
Sep 19, 2012	M. Konyukhova	3.50	Meeting with D. Byers and D. MacKenzie regarding status and next steps; review Receivership Order and provide comments; attend to emails regarding call; call with FTI with respect to Receivership Order; call with FTI and Goodmans with respect to Order; call with Goodmans and M. Starnino with respect to employee motion
Sep 20, 2012	D.R. Byers	0.58	Review draft Confidentiality Agreement from Goodmans; review M. Konyukhova's comments on the draft Receivership Order
	D.J. MacKenzie	0.25	Consider disclaimer issues
Sep 21, 2012	D.R. Byers	1.17	Review of correspondence from French liquidator; attend to emails regarding scheduling; attend to emails regarding Confidentiality Agreement; attend to email with questions from counsel for employees and attend to emails with respect to preparation of response to same; discuss same with P. Bishop; emails with R. Chadwick, M. Wagner and P. Bishop regarding potential resolution with employee counsel
	D.J. MacKenzie	1.25	Revise broker agreements; conference call with P. Bishop
	M. Konyukhova	0.50	Attend to emails with respect to motion; review Confidentiality Agreement
Sep 23, 2012	D.J. MacKenzie	0.25	Correspondence with Blakes regarding security review
Sep 24, 2012	D.R. Byers	1.25	Review St. Mary's Cement draft Order; review comments on same from M. Wagner and M. Konyukhova; conference call with M. Konyukhova with respect to employee counsel inquiry; review draft Reserve/Distribution/Transition Order
	D.J. MacKenzie	0.75	Revise broker agreements; review security review opinions
	M. Konyukhova	1.75	Review emails regarding Huntsville; call with P. Bishop with respect to same; emails and call with D. Byers with respect to same; review draft Order regarding lifting stay for insurance

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			action; attend to emails with respect to same; attend to emails regarding draft Appointment Order
	S. Ali	0.42	Email to US counsel with respect to Kentucky and Pennsylvania legal opinions; review correspondence from US counsel; review revised US legal opinion
Sep 25, 2012	D.R. Byers	1.75	Attend to emails from P. Bishop and M. Konyukhova with respect to response to employee counsel; conference call with M. Konyukhova with respect to the same; review update report from M. Wagner with respect to potential employee settlement; review Rejection Notice in connection with the Open Contracts to be rejected pursuant to Section 9.2(d) of the Asset Purchase Agreement; meeting with M. Konyukhova with respect to draft Reserve/Distribution/Transition Order and review comments from FTI and from M. Konyukhova regarding the same; provide comments with respect to the same
	D.J. MacKenzie	2.50	Review and finalize opinions; correspondence with FTI; review and comment on draft Order
	M. Konyukhova	3.25	Telephone call with respect to Huntsville Property; attend to emails regarding same; review draft Transition Order; review FTI comments; provide comments on draft Transition Order; attend to emails regarding same
	S. Ali	1.75	Reviewed revised US legal opinion and discuss same with D. MacKenzie; sent comments to US counsel; correspondence from and to US counsel regarding outstanding opinions and issues; reviewed disclosure and Canadian opinion
Sep 26, 2012	D.R. Byers	1.42	Review comments from D. MacKenzie with respect to draft Reserve/Distribution/Transition Order; review draft correspondence from Goodmans to employee counsel with respect to sale of the Huntsville property; review consolidated comments on draft Reserve/Distribution/Transition Order and sign-off on the same
	D.J. MacKenzie	0.75	Review Security review opinions; exchange with P. Bishop
	M. Konyukhova	1.00	Review letter with respect to Huntsville

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			property; review comments on draft Transition Order; revise draft Order; attend to emails regarding same
	S. Ali	1.42	Revise Canadian legal opinion and prepared it for execution; correspondence from and to US counsel with respect to finalizing US legal opinion
Sep 27, 2012	D.R. Byers	0.25	Email from P. Bishop with respect to proceedings related to situation in France; conference call with M. Konyukhova with respect to Distribution and Transition Order
	D.J. MacKenzie	1.50	Conference call with FTI regarding Order; finalize opinions
	M. Konyukhova	3.00	Emails re Transition Order; call with FTI and D. MacKenzie re revisions to Order; call with D. MacKenzie re same; call to M. Wagner re Order; revise Order and circulate;
	S. Ali	1.25	Correspondence with Hodgson Russ to finalize US opinion; email to Pennsylvania counsel to provide documents; review of Pennsylvania opinion.
Sep 28, 2012	D.R. Byers	0.75	Review final consolidation comments on draft Distribution and Transition Order from M. Konyukhova; attend to emails with M. Konyukhova with respect to Goodmans' thoughts on the consolidated comments
	M. Konyukhova	0.75	Call with M. Wagner regarding distribution provisions in the draft Order; emails regarding revisions to same; call to M. Wagner with respect to draft Order

### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	25.02	950.00	23,769.00
D.J. MacKenzie	19.25	850.00	16,362.50
L.A. Cuthbert	0.25	675.00	168.75
M. Schyven	0.50	625.00	312.50
M. Konyukhova	19.00	540.00	10,260.00
S. Ali	11.42	540.00	6,166.80
K. Esaw	9.04	410.00	3,706.40
E. Jennings	0.75	315.00	236.25
A. Sullivan	0.90	255.00	229.50

### FEES

Professional Services	CAD \$61,211.70
HST @ 13.0%	7,957.52
<b>Total Professional Services and Taxes</b>	<b>CAD \$69,169.22</b>

### CHARGES SUMMARY

<u>Description</u>	<u>Total</u>
Photocopies	87.00
HST @ 13.0%	11.31
<b>Total Charges and Taxes</b>	<b>CAD \$98.31</b>

### DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Total</u>
Agents' Fees	85.00
Book Binding/Binders	2.96
Telephone	48.20
Travel - Taxis	23.01
HST @ 13.0%	20.69
<b>Total Disbursements and Taxes</b>	<b>CAD 179.86</b>

INVOICE SUMMARY

Invoice No. 5115807

Re: Cinram International

File No. 1282601006

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	61,042.95	0.00	\$61,211.70
HST @ 13.0%			7,957.52
Charges	87.00	0.00	87.00
HST @ 13.0%			11.31
Disbursements	159.17	0.00	159.17
HST @ 13.0%			20.69
<b>AMOUNT DUE</b>			<b><u>CAD \$69,447.39</u></b>

STIKEMAN ELLIOTT LLP

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David R. Byers

Disbursements and charges may not have been posted at the date of this account. Please quote our File number and/or Invoice number when making payment. Accounts are due when rendered. Interest at the rate of 1.30 percent per annum will be charged for amounts unpaid 30 days or more.

# 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

November 27, 2012  
File No. 1282601006

Invoice No. 5125343

Attention: Paul Bishop

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Cinram International for the period up to October 31, 2012.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Oct 1, 2012	D.R. Byers	1.75	Review Goodmans' proposed revisions to draft Distribution and Transition Order; meeting with M. Konyukhova with respect to the same and contents of Monitor's Report for the motion; correspondence and emails with respect to W.R. Grace request to lift stay
	M. Konyukhova	0.50	Review revised Order; correspondence with D. Byers regarding same
	S. Ali	1.75	Review and comment on Pennsylvania and Kentucky legal opinions
Oct 2, 2012	D.R. Byers	0.25	Attend to emails with M. Konyukhova and P. Bishop with respect to Monitor's Report; review emails and revised draft Order with respect to St. Mary's Cement lift stay Order
Oct 3, 2012	D.R. Byers	1.25	Attend to emails with respect to Monitor's Report and security opinions; sign-off on revised Distribution and Transition Order; review email from C. Descours and revised Order to address lenders comments on draft; attend to emails with P. Bishop and M. Konyukhova with respect to the same; attend to emails with respect to receivership issues and transfer of bank account
	D.J. MacKenzie	3.00	Review Pennsylvania and Kentucky mortgage opinions and comments; review revised Order and powers

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
	M. Schyven	0.75	Meeting with D. Mackenzie and S. Ali regarding Report and local opinions; review opinions
	M. Konyukhova	0.75	Review revised Order and emails to D. MacKenzie and D. Byers; review further revised Order with Lenders' comments; attend to emails regarding the same; attend to emails regarding Report and Motion
	S. Ali	2.25	Internal meeting with D. MacKenzie and M. Schyven to discuss Kentucky and Pennsylvania legal opinions; sent opinion comments to Kentucky and Pennsylvania counsel; reviewed Kentucky and Pennsylvania mortgages with respect to legal description
Oct 4, 2012	D.R. Byers	1.50	Attend to emails with S. Bissell and M. Konyukhova with respect to Disclaimer Notices; review emails with respect to draft Distribution Order and draft Appointment Order and proposed further revisions to the same; review email and draft Retainer Agreement with respect to Hungarian/Luxembourg tax issues
	D.J. MacKenzie	3.00	Review US and Canadian opinions; prepare disclosure for Report
	M. Schyven	0.25	Review title policies; correspondence with S. Ali and D. Mackenzie
	M. Konyukhova	4.25	Attend to emails with respect to proposed disclaimers; emails regarding Report; emails regarding fee approval on October 19 and preparation of materials; call with S. Bissell concerning disclaimers; attend to emails with respect to same; draft Report for October 19 Motion; review draft Receivership Order and P. Bishop's comments
	S. Ali	3.09	Review Kentucky and Pennsylvania revised legal opinions and provide additional comments; reviewed Monitor's Report security review disclosure; reviewed UCC search results; sent email to D. MacKenzie responding to various security review issues
	Y. Katirai	1.98	Conference with M. Konyukhova; drafted affidavits in respect of Motion to Approve Monitor's fees; reviewed invoices
Oct 5, 2012	D.R. Byers	0.17	Attend to emails regarding Disclaimer Notices
	D.J. MacKenzie	6.00	Review US opinions; UCC searches and disclosure for Fourth Report of the Monitor; review outstanding issues regarding Pennsylvania opinion; review outstanding

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
	M. Konyukhova	3.50	loans; review KPMG engagement letter Draft Report; call with P. Bishop concerning KPMG; office conference with D. MacKenzie with respect to the same
	S. Ali	1.50	Correspondence from and to Kentucky and Pennsylvania counsel regarding negotiating and settling legal opinions; attend to correspondence with respect to outstanding Security Review issues
	Y. Katirai	0.58	Draft affidavit in respect of fees and compiled exhibits for same
Oct 8, 2012	D.J. MacKenzie	1.25	Review general conveyance; review comments on draft Fourth Report of the Monitor; attend to correspondence regarding bank accounts and One K registrations; review revised US opinions and correspondence from Bingham Greenebaum
Oct 9, 2012	D.R. Byers	1.75	Review edits to Distribution and Transition Order proposed by counsel for Lenders and comment to client on the same; review draft Monitor's Report and FTI comments on the same and respond with additional comments; conference call with D. MacKenzie with respect to the same; attend to emails with respect to security over Cinram Wireless accounts; attend to emails regarding name change; further conference call with D. MacKenzie with respect to the same
	D.J. MacKenzie	5.00	Revise Security Review Disclosure; conference calls with Pennsylvania counsel; mark up engagement letter; telephone call with M. Chow regarding Report and Security Disclosure; telephone call with P. Bishop regarding motion and bank accounts
	M. Schyven	0.75	Review report disclosure; correspondence with D. Mackenzie
	M. Konyukhova	3.25	Review comments on draft Report and revise; attend to emails regarding Distribution Order; review; attend to calls with respect to draft Report and Order; office conference with Y. Katirai concerning fee affidavits
	S. Ali	1.67	Correspondence from and to Pennsylvania counsel and internally with respect to settling the Pennsylvania opinion; review of draft Monitor's Report and security disclosure
	Y. Katirai	2.16	Revise affidavits and exhibits in respect of



<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
	M.A. Garcia	0.42	Motion to Approve Fees Conduct s.427 <i>Bank Act</i> searches against Cinram International Inc., Cinram International ULC and 1362806 Ontario Limited
Oct 10, 2012	D.R. Byers	2.58	Review revised draft Report and FTI comments on the same; email P. Bishop with respect to his comments; review revised security review disclosure and email from D. MacKenzie regarding the same; review email from S. Bissell with respect to Disclaimer Notices and name changes; attend to emails with D. MacKenzie and P. Bishop with respect to Hungarian tax issues; attend to emails from Goodmans and FTI with respect to revised Distribution Order and questions with respect to the same with FTI; review further revised draft Monitor's Report
	D.J. MacKenzie	1.00	Consider Cinram, Hungary issues, service list and Report issues
	M. Konyukhova	2.50	Review comments on draft Report; revise and add additional sections; attend to emails regarding Order and draft Report; additional comments and revisions; emails and calls with respect to same
	Y. Katirai	1.33	Revised affidavits in respect of Motion for Fee Approval; conference with M. Konyukhova
Oct 11, 2012	D.R. Byers	4.25	Review comments from Goodmans on draft Report and attend to emails with FTI with respect to the same; review proposed language with respect to disclaimer of contracts from FTI; conference call with FTI regarding Goodmans' comments on draft Report; conference call with D. MacKenzie and M. Konyukhova with respect to revisions to Report and distribution payment issues; conference call with R. Chadwick and report to client regarding the same; review revised draft Monitor's Report; review revised draft Appointment Order and Distribution Order from Goodmans and comments on the same; review further revised Distribution Order; review Lender comments on draft Distribution Order; review draft affidavit from Goodmans; conference call with FTI regarding Blakes comments on draft Order and Goodmans draft affidavit
	D.J. MacKenzie	5.25	Consider service issues; review and comment on draft Fourth Report of the Monitor and

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
	M. Konyukhova	8.00	Distribution Order; conference calls regarding motion materials; attend to outstanding Pennsylvania opinion issues Review comments from Goodmans; call with FTI and D. MacKenzie and D. Byers regarding same; revise draft Report; call with Goodmans with respect to service, consent consideration and other issues concerning October 19 motion; review and revise fee affidavits; correspondence with respect to same; redact invoices for confidential information; call with FTI concerning lenders' comments on Order and draft affidavit; review comments and affidavit; draft emails with FTI regarding comments on same; emails with Goodmans and Blakes
	S. Ali	0.25	Correspondence from and to Pennsylvania counsel regarding <i>pro forma</i> endorsement and legal opinion
	Y. Katirai	0.67	Further revisions to affidavits in respect of Motion for Fee Approval; conference with M. Konyukhova; conference with D. MacKenzie; commissioned affidavit
	M.A. Garcia	2.53	Reviewing service list against UCC filings effected in Delaware and California with respect to confirming name and address of unique secured parties; reporting to D. MacKenzie
Oct 12, 2012	D.R. Byers	0.75	Attend to emails with M. Konyukhova, P. Bishop, Goodmans and Blakes with respect to draft Monitor's Report; attend to emails with Goodmans regarding draft affidavit; attend to emails with Blakes and FTI with respect to draft Distribution Order
	D.J. MacKenzie	5.00	Attend on conference calls regarding Orders and draft Monitors Report; prepare motion material; finalize Pennsylvania opinion; telephone call with Goodmans; telephone call with Blakes; correspondence regarding searches and service lists
	M. Schyven	0.25	Telephone call with D. MacKenzie; review title documents regarding real estate opinions
	M. Konyukhova	6.50	Review and redact fee affidavits; attend to emails with respect to finalizing same; conference call with FTI and Blakes with respect to Monitor's powers in the Order; emails and calls with FTI regarding same; revisions to draft

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			Report; review comments on draft Report; various calls and emails with respect to same; various emails regarding Order, Report and motion materials; attend to finalizing and serving Report
	S. Ali	0.25	Reviewed final Pennsylvania legal opinion; correspondence from and to Pennsylvania counsel for delivery of legal opinion
Oct 15, 2012	D.J. MacKenzie	0.75	Prepare materials for Court regarding security reviews; revise SE opinion
	S. Ali	1.25	Discussion with D. MacKenzie regarding status of security review and transaction; revised legal opinion to reflect predecessor names; emails to local counsel requesting final invoices
Oct 16, 2012	D.R. Byers	1.00	Review draft Facta from Goodmans and provide comments on the same
	D.J. MacKenzie	0.50	Prepare for motion
Oct 17, 2012	D.R. Byers	0.25	Attend to emails from C. Descours and M. Konyukhova with respect to Facta; attend to emails with respect to Comeback date
	M. Konyukhova	2.50	Review draft Facta and provide comments; emails and call with Goodmans regarding same; emails regarding sealing cash flows; office conference with K. Esaw regarding same
	Y. Katirai	0.75	Drafted Confidential Supplement to Monitor's Fourth Report
Oct 18, 2012	D.R. Byers	3.75	Review revised Facta from Goodmans and prepare for motion and meeting with M. Konyukhova with respect to the same; review changes to Appointment Order proposed by Paliare and attend to emails with respect to the same; [REDACTED]
	D.J. MacKenzie	0.33	Attend to coordination of counsel opinions and invoices
	M. Konyukhova	2.25	Review revised Order and emails regarding same; review motion materials, Factum, draft Orders and Monitor's Report; office conference with D. Byers with respect to same
Oct 19, 2012	D.R. Byers	4.00	Attend motion before Justice Morawetz and meeting with P. Bishop and S. Bissell thereafter; review endorsements with respect to the same
	M. Konyukhova	4.00	Attend motion before Justice Morawetz; and meeting with P. Bishop and S. Bissell
Oct 22, 2012	D.R. Byers	0.58	[REDACTED] attend

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			to emails with P. Bishop and M. Konyukhova; attend to emails with T. Lie and M. Wagner; review Paliare account
	M. Konyukhova	0.33	[REDACTED]; attend to emails regarding same
Oct 25, 2012	D.R. Byers	0.17	Review email with respect to filing future tax returns and discussion with respect to the same
	D.J. MacKenzie	0.75	Correspondence to FTI regarding reporting obligations; meeting with J. Lorito
	J.G. Lorito	0.25	Discussion with D. MacKenzie
Oct 26, 2012	D.R. Byers	0.50	Attend to emails with respect to outstanding issues on share sale closing and discuss same; attend to emails with respect to lifting the Stay for Kolheffer claim in the U.S.
	M. Konyukhova	0.25	Attend to emails regarding US Recognition Order
Oct 30, 2012	D.R. Byers	0.58	Attend to emails with client and Goodmans; discuss need for Recognition Order with D. MacKenzie; attend to emails with respect to Tax Certificates
	D.J. MacKenzie	0.75	Consider Tax Certificates and Monitor's increased powers; correspondence to FTI
	M. Konyukhova	0.25	Attend to email regarding Tax Clearance Certificate; call with D. MacKenzie regarding same
Oct 31, 2012	D.R. Byers	0.50	Prepare for and attend on conference call with P. Bishop and Goodmans

#### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	25.58	\$950.00	\$24,301.00
D.J. MacKenzie	32.58	850.00	27,693.00
J.G. Lorito	0.25	1,025.00	256.25
M. Schyven	2.00	625.00	1,250.00
M. Konyukhova	38.83	540.00	20,968.20
S. Ali	12.01	540.00	6,485.40
Y. Katirai	7.47	400.00	2,988.00
M.A. Garcia	2.95	240.00	708.00

FEES	
Professional Services	CAD \$84,649.85
HST @ 13.0%	11,004.48
<b>Total Professional Services and Taxes</b>	<b>CAD \$95,654.33</b>

#### CHARGES SUMMARY

<u>Description</u>	<u>Total</u>
Photocopies	23.75
HST @ 13.0%	3.09
<b>Total Charges and Taxes</b>	<b>CAD \$26.84</b>

#### DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Total</u>
Corporate Search N/T	44.34
Book Binding/Binders	4.20
Corporate Search	45.00
Delivery/Mailroom	2.70
Telephone	17.69
Travel - Taxis	22.35
HST @ 13.0%	11.95
<b>Total Disbursements and Taxes</b>	<b>CAD \$148.23</b>

INVOICE SUMMARY

Invoice No. 5125343

Re: Cinram International

File No. 1282601006

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	84,649.85	0.00	\$84,649.85
HST @ 13.0%			11,004.48
Charges	23.75	0.00	23.75
HST @ 13.0%			3.09
Disbursements	91.94	44.34	136.28
HST @ 13.0%			11.95
<b>AMOUNT DUE</b>			<b><u>CAD \$95,829.40</u></b>

STIKEMAN ELLIOTT LLP



David R. Byers

Disbursements and charges may not have been posted at the date of this account. Please quote our File number and/or Invoice number when making payment. Accounts are due when rendered. Interest at the rate of 1.30 percent per annum will be charged for amounts unpaid 30 days or more.

# 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 21, 2013  
File No. 1282601006

Invoice No. 5144195

Attention: Paul Bishop

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Cinram International for the period up to December 31, 2012.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Nov 1, 2012	M. Koryukhova	0.25	Review email regarding service on INX; review prior emails; review UCC filings; email to FTI and Goodmans regarding the same
Nov 2, 2012	D.R. Byers	0.42	Review various emails with respect to distribution and waterfall of payments and discuss same
	D.J. MacKenzie	0.25	Consider distribution issues; review Order
Nov 12, 2012	D.R. Byers	0.17	Review status of distribution
Nov 20, 2012	D.R. Byers	0.25	Attend to emails with respect to authority to sign shareholder resolutions
Nov 22, 2012	D.J. MacKenzie	0.25	Review and revise U.S. authorizations
Dec 4, 2012	D.R. Byers	0.17	Attend to emails with respect to closing of share sale
	D.J. MacKenzie	0.50	Attend to correspondence regarding distributions and European sale; telephone call with M. Chow
Dec 5, 2012	D.J. MacKenzie	0.33	Correspondence with P. Bishop; voicemail to M. Chow
Dec 6, 2012	D.J. MacKenzie	0.25	Telephone call with M. Chow regarding distribution, etc.
Dec 10, 2012	D.J. MacKenzie	0.75	Attend to agent counsel matters; correspondence with FTI
Dec 11, 2012	D.J. MacKenzie	0.50	Correspondence with FTI regarding distributions; correspondence regarding closing
Dec 12, 2012	D.R. Byers	0.42	Review emails from P. Bishop with respect to share sale closing issues; discuss strategy with

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			respect to the same with D. MacKenzie; telephone discussion with P. Bishop
	D.J. MacKenzie	0.25	Telephone call with P. Bishop regarding European sale closing and distribution motions
Dec 13, 2012	D.R. Byers	1.25	Review emails from P. Bishop; conference call with M. Wagner; meeting with M. Konyukhova with respect to draft Monitor's Report; conference call with P. Bishop
	D.J. MacKenzie	0.33	Correspondence regarding closing; telephone call with D. Byers and P. Bishop
	M. Konyukhova	1.50	Attend to emails and calls with respect to European closing; draft report regarding same
Dec 14, 2012	D.R. Byers	1.00	Review draft Report and emails with respect to the same; telephone discussion with M. Konyukhova with respect to revisions to draft Report; review further revised draft Report and attend to emails with client regarding the same; sign-off on delivery of draft to Goodmans; consider next steps
	M. Konyukhova	0.75	Revisions to draft Report; attend to emails regarding same
Dec 17, 2012	D.R. Byers	2.25	Attend to emails with respect to failure to close today and next steps; conference call with P. Bishop; conference call with M. Wagner; review comments from Goodmans on draft Report; further conference call with P. Bishop and D. MacKenzie; review revised draft Report; attend to emails with respect to distribution; review Motion Record of St. Mary's Cement to lift stay; review further comments from Goodmans on draft Report and sign off on the same
	D.J. MacKenzie	1.50	Review and revise draft Fifth Report of the Monitor; review Purchase and Sale Agreement and Order; attend on conference call
Dec 17, 2012	K. Esaw	1.25	Finalize, serve and file Monitor's Seventh Report; call with P. Bishop regarding Monitor's Report
Dec 18, 2012	D.R. Byers	0.17	Update on discussion with Najafi
	D.J. MacKenzie	0.25	Review stay lift letter; correspondence with P. Bishop
Dec 19, 2012	D.R. Byers	0.50	Conference call with P. Bishop regarding failure to close and discussion with D. MacKenzie
	D.J. MacKenzie	0.25	Telephone call with FTI regarding European closing
Dec 20, 2012	D.R. Byers	0.33	Conference call with R. Chadwick; emails with P. Bishop discussion with D. MacKenzie;



<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Dec 21, 2012	D.R. Byers	0.42	telephone call with Goodmans Review emails from P. Bishop, together with attached Goodmans' update Memorandum and other attachments
Dec 28, 2012	D.R. Byers	0.42	Review emails regarding strategy on next steps; review draft news release
Dec 29, 2012	D.R. Byers	0.25	Review emails regarding call with Najafi; email P. Bishop
	D.J. MacKenzie	0.50	Review correspondence regarding European share sale and customers; correspondence to FTI regarding customers
Dec 31, 2012	D.R. Byers	0.17	Review emails regarding next steps

#### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	8.19	\$950.00	\$7,780.50
D.J. MacKenzie	5.91	850.00	5,023.50
M. Konyukhova	2.50	540.00	1,350.00
K. Esaw	1.25	410.00	512.50

#### FEES

Professional Services	CAD \$14,666.50
HST @ 13.0%	1,906.65
<b>Total Professional Services and Taxes</b>	<b>CAD \$16,573.15</b>

#### CHARGES SUMMARY

<u>Description</u>	<u>Total</u>
Photocopies	4.50
HST @ 13.0%	0.59
<b>Total Charges and Taxes</b>	<b>CAD \$5.09</b>

#### DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Total</u>
Agents' Fees	50.00
Delivery/Mailroom	4.25
Telephone	11.29
HST @ 13.0%	8.52
<b>Total Disbursements and Taxes</b>	<b>CAD \$74.06</b>

INVOICE SUMMARY

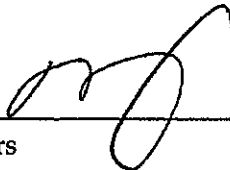
Invoice No. 5144195

Re: Cinram International

File No. 1282601006

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	14,666.50	0.00	\$14,666.50
HST @ 13.0%			1,906.65
Charges	4.50	0.00	4.50
HST @ 13.0%			0.59
Disbursements	65.54	0.00	65.54
HST @ 13.0%			8.52
AMOUNT DUE			<u>CAD \$16,652.30</u>

STIKEMAN ELLIOTT LLP

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

Disbursements and charges may not have been posted at the date of this account.  
Please quote our File number and/or Invoice number when making payment.  
Accounts are due when rendered. Interest at the rate of 1.30 percent per annum  
will be charged for amounts unpaid 30 days or more.

# 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

February 4, 2013  
File No. 1282601006

Invoice No. 5146753

Attention: Paul Bishop

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

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Jan 1, 2013	D.R. Byers	0.42	Review emails with respect to Report to Board and draft press release and revisions to the same; emails with client
	D.J. MacKenzie	0.75	Review press release and draft communications; correspondence with FTI; correspondence with Goodmans
Jan 2, 2013	D.R. Byers	1.75	Conference call with P. Bishop; conference call with P. Bishop, Goodmans, Lenders and Lenders' counsel; conference call with P. Bishop and Goodmans; review revised draft press release and attend to emails regarding the same
Jan 3, 2013	D.R. Byers	2.42	Attend on conference call with Monitor, Goodmans, some of the Lenders and Lenders' US counsel; attend to emails regarding next steps and potential litigation risk; review proposed revisions to press release; emails regarding exclusivity clause with respect to Najafi
Jan 4, 2013	D.R. Byers	2.33	Emails re Najafi proposal; emails with P. Bishop and N. May regarding closing certificate; conference call with P. Bishop; conference call with M. Wagner; review Distribution Order; conference call with P. Bishop, Goodmans, some Lenders and Lenders' US counsel
Jan 8, 2013	D.R. Byers	1.17	Review email from P. Bishop and strategy outline therein; meeting with R. Chadwick;

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			review series of emails with respect to potential merger with respect to inter-company indebtedness issue
Jan 10, 2013	D.R. Byers	2.25	Review emails with respect to Hungary and Luxembourg tax authorities; conference call with P. Bishop, R. Chadwick, M. Wagner and M. Konyukhova; multiple calls with P. Bishop; review draft Notice of Motion and Order and provided comments with respect to the same; discuss content of Monitor's report with M. Konyukhova
	M. Konyukhova	2.25	Emails regarding Hungary subsidiary; calls with Goodmans and FTI regarding status and next steps; review draft Order and Notice of Motion; attend to emails regarding same; call with M. Wagner regarding drafts
Jan 11, 2013	D.R. Byers	3.25	Attend to emails with J. Feltman, M. Chow and P. Bishop; emails and conference call with R. Chadwick; conference call with P. Bishop conference call with Goodmans and Lenders' counsel; further conference call with P. Bishop; meeting with M. Konyukhova with respect to draft Report; attend to emails with respect to director resolutions; emails from FTI with respect to draft Monitor's Report; review revised draft Motion materials
	M. Konyukhova	3.50	Draft Report; call with FTI regarding same; call with Goodmans with respect to share sale transaction and next steps; conference call with lenders' counsel, FTI and Goodmans regarding same; call with FTI with respect to next steps; attend to emails concerning content of draft Report
Jan 12, 2013	D.R. Byers	1.17	Attend to emails regarding status call with Lenders; review draft Report and comments of P. Bishop with respect to the same; propose revisions to draft Report
	M. Konyukhova	1.50	Draft Sixth Report and circulate same
Jan 13, 2013	D.R. Byers	1.00	Attend to emails from counsel for Lenders and Cinram and consider issue raised by the same; conference call with P. Bishop and counsel for Cinram and Lenders; emails with M. Konyukhova
	M. Konyukhova	0.75	Attend to emails regarding draft Report; conference call with lenders' counsel, Goodmans and FTI

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Jan 14, 2013	D.R. Byers	4.58	Attend to emails with P. Bishop with respect to execution of Acceptance of Offer and Closing Certificate; conference call with N. May with respect to the same; [REDACTED] attend to emails with respect to revisions to draft Monitor's Report; attend on conference call with FTI, FTI UK, Lenders and counsel for Lenders and Cinram regarding the same; review revised draft Notice of Motion and Order and the various comments received with respect to the same; further voicemail and emails with N. May; attend to emails regarding next steps and communication with Najafi; consider further revisions to draft Monitor's Report; attend to emails with counsel for Lenders regarding consent by Monitor to lift stay; review and provide comments on revised draft Monitor's Report; attend to emails with FTI and further edits to draft Report
	M. Konyukhova	6.67	Attend to emails regarding draft Report; various revisions to Report; conference call with lenders, Goodmans and FTI; review revised motion materials; review Support Agreement and call with Goodmans regarding same; various emails concerning motion and next steps; review further comments on draft Report; revise Report and circulate same
Jan 15, 2013	D.R. Byers	2.00	Review proposed revisions to draft Monitor's Report from S. Bissell; emails with N. May; review Goodmans' comments on draft Monitor's Report and P. Bishop revisions of the same; review cash flow forecast from S. Bissell; emails with P. Bishop, N. May, M. Wagner, and discussion with R. Chadwick
	M. Konyukhova	2.00	Review comments on draft Report and revise; attend to emails regarding motion; discussions with D. Byers regarding motion; emails with FTI with respect to same
Jan 16, 2013	D.R. Byers	3.42	Review Blakes' comments on draft Monitor's Report; emails with R. Chadwick; review revised Notice of Motion and Order and email with respect to the same; emails with P. Bishop and M. Konyukhova with respect to finalizing Monitor's Report; review and sign-off on final draft of Monitor's Report; discussion with M. Konyukhova; attend to emails with respect to

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			status of calls with Najafi's advisers and next steps; attend to emails regarding Universal; review hearing request form from D. Paganos and cover email; conference call with R. Chadwick; review emails from J. Swartz; review previous Orders/endorsements regarding Najafi appearance; conference call and emails with M. Wagner; update conference call with FTI, Goodmans, Zolfo and Lenders' counsel
	M. Konyukhova	2.25	Review comments on the report; revise report, finalize and attend to service and filing; conference call with lenders' counsel and FTI re status and next steps;
Jan 17, 2013	D.R. Byers	2.17	Review and consider action plan email from J. Feltman and outline of position on outstanding issues; review comments on the same from N. May, M. Rechon and P. Bishop; review memorandum from P. Bishop with respect to German intercompany loan and report on his discussions with S. Brown; email from N. May with respect to Deloitte tax analysis; further emails and discussions with respect to strategy and next steps; review draft settlement proposal; conference call with P. Bishop with respect to status; further emails with respect to potential settlement
	M. Konyukhova	0.25	Attend emails regarding motion and next steps
Jan 18, 2013	D.R. Byers	2.75	Conference call with J. Feltman, conference call with Goodmans; conference call with M. Rechon and P. Bishop; voicemail and emails with N. May; review email from P. Bishop and attached correspondence from Purchaser; emails from N. May responding to the same; email N. May regarding status of discussions with Debevoise firm; conference call with P. Bishop, Goodmans and the Directors; emails with respect to Deloitte's Non-Reliance Letter request
Jan 19, 2013	D.R. Byers	1.33	Review draft revised Share Purchase Agreement and revised Transition Services Agreement from N. May; attend to emails with M. Rechon, N. May, P. Bishop and J. Feltman regarding comments on the same
Jan 20, 2013	D.R. Byers	1.42	Attend to emails with J. Feltman and N. May regarding revised draft documents; review email from R. Chadwick and revised draft

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			Order; review draft Non-Reliance Letter for Deloitte; conference call with P. Bishop, Goodmans, Lenders' counsel and financial advisor; review Monitor's Report and prepare for Motion
Jan 21, 2013	D.R. Byers	3.17	Review further revised Share Purchase Agreement and Transition Services Agreement from N. May; review comments from M. Chow and J. Feltman with respect to the same and N. May responses; attend at motion before Justice Morawetz; email with respect to Deloitte call; review reports on hearing from S. Weisz and M. Wagner; review Motion Record of W.R. Grace and email to counsel for same
Jan 21, 2013	M. Konyukhova	1.25	Attendance at Court regarding stay extension motion
Jan 22, 2013	D.R. Byers	0.83	Review proposed WR Grace Order; attend to emails with client regarding status and potential Monitor's Report; attend to emails with respect to closing date and next steps
Jan 23, 2013	D.R. Byers	0.58	Attend on update call with P. Bishop, Goodmans and the Board
Jan 24, 2013	D.R. Byers	1.33	Attend to numerous emails regarding outstanding issues and status; review and comment on acceptance letter; conference call with FTI, Goodmans and the Board
Jan 25, 2013	D.R. Byers	1.17	Attend to numerous emails and calls regarding next steps and issues regarding closing risk; review revised SPA and schedules and emails with respect to the same
Jan 26, 2013	D.R. Byers	0.17	Review status emails
Jan 27, 2013	D.R. Byers	0.17	Review status emails
Jan 28, 2013	M. Konyukhova	0.75	Call with D. Byers; draft Report; attend to emails re same
Jan 29, 2013	D.R. Byers	0.67	Review emails regarding status; conference call with P. Bishop regarding request to release Lenders from the stay of proceedings; review various status update emails
Jan 30, 2013	D.R. Byers	0.75	Conference call with P. Bishop; attend to emails concerning closing issues; review revised draft Monitor's Report and sign-off on same; review emails regarding effect of Section 2.2 of the Share Purchase Agreement
	M. Konyukhova	0.50	Review and revise draft Report; attend to emails regarding same; attendance with respect to service

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Jan 31, 2013	D.R. Byers	0.17	Attend to emails regarding Monitor's Report

**FEE SUMMARY**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	42.44	\$950.00	\$40,318.00
D.J. MacKenzie	0.75	900.00	675.00
M. Konyukhova	21.67	575.00	12,460.25

FEES	
Professional Services	CAD \$53,453.25
HST @ 13.0%	6,948.92
<b>Total Professional Services and Taxes</b>	<b>CAD \$60,402.17</b>

**INVOICE SUMMARY**


Invoice No. 5146753

Re: Cinram International

File No. 1282601006

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	53,453.25	0.00	\$53,453.25
HST @ 13.0%			6,948.92
<b>AMOUNT DUE</b>			<b><u>CAD \$60,402.17</u></b>

**STIKEMAN ELLIOTT LLP**

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

Disbursements and charges may not have been posted at the date of this account.  
 Please quote our File number and/or Invoice number when making payment.  
 Accounts are due when rendered. Interest at the rate of 1.30 percent per annum  
 will be charged for amounts unpaid 30 days or more.



# 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

March 18, 2013  
File No. 1282601006

Invoice No. 5156216

Attention: Paul Bishop

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Cinram International for the period up to February 28, 2013.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Feb 3, 2013	D.R. Byers	0.25	Attend to emails regarding purchase consideration issue and draft Report
Feb 4, 2013	D.R. Byers	4.25	Attend to emails with FTI with respect to draft Monitor's Report; emails with S. Bissell regarding receipt of final dividend; revise draft Monitor's Report; conference call and emails with P. Bishop; conference call and emails with N. May regarding draft Monitor's Report; conference call with M. Wagner; review draft Monitor's Certificate and revise same; review Approval and Vesting Order; attend to emails with P. Bishop regarding Monitor's Certificate; review material from M. Wagner regarding conditions in Certificate; conference call with P. Bishop; emails with Goodmans and S. Brown regarding confirmations required for Certificate; revise draft Certificate; amend draft Report and emails to client
Feb 5, 2013	D.R. Byers	1.17	Confirming email S. Brown; finalize Monitor's Certificate and Monitor's Report and provide instructions with respect to service of same; email with Certificate to N. May and J. Swartz; emails with M. Wagner; discussion with Y. Katirai; review emails regarding Hungary audit
	D.J. MacKenzie	0.75	Revise and notarize Resolution
	Y. Katirai	0.75	Revised Monitor's Certificate; finalized, served and filed Seventh Report of the Monitor

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Feb 6, 2013	D.R. Byers	0.17	Attend to email to the Court with respect to the Seventh Report of the Monitor
	D.J. MacKenzie	0.75	Consider apostillation issues
	T. Crljenica	1.05	Researching how to get a document apostilled
Feb 7, 2013	T. Crljenica	0.39	Sending package to Embassy to have document apostilled
Feb 8, 2013	D.R. Byers	0.17	Attend to emails with respect to potential distribution
	T. Crljenica	0.36	Attend to document apostillization issues
	M. McKendry	1.31	Procurement of money order and delivery to the Embassy of Hungary
Feb 12, 2013	D.R. Byers	0.33	Attend to emails concerning Motion to Lift Stay with respect to St. Mary's Cement action; attend to emails with client
Feb 13, 2013	D.R. Byers	2.25	Attend to emails with Goodmans regarding authority over assets; conference call with M. Wagner; call and email to P. Bishop; emails with M. Wagner; conference call with US and bank counsel regarding potential patent claim; conference call with P. Bishop; review Administrative Reserve Order; two further conference calls with M. Wagner
Feb 14, 2013	D.R. Byers	0.25	Attend to emails with P. Bishop and D. MacKenzie regarding Non-Disclosure Agreement; email P. Bishop regarding Spanish directors; emails P. Bishop regarding Wireless
Feb 15, 2013	D.R. Byers	0.25	Attend to email with M. Wagner regarding recognition of Canadian Orders in the US; email D. MacKenzie and P. Bishop regarding Confidentiality Agreement
	D.J. MacKenzie	1.00	Review and revise Wireless Non-Disclosure Agreement; correspondence with FTI; review affidavit
Feb 18, 2013	D.R. Byers	0.17	Attend to emails regarding Confidentiality Agreement and discussion with D. MacKenzie
Feb 19, 2013	D.R. Byers	0.75	Review emails from Sherman & Sterling and Goodmans regarding recognition of Monitor powers in US; telephone call to Goodmans; review email and attached deal documents with respect to Wireless/Motorola from P. Bishop; review email and Order from J. Forgie regarding lifting of stay with respect to Grace action
Feb 20, 2013	D.R. Byers	5.33	Attend to emails with N. May with respect to Board composition; review Transition Order and US recognition Order with respect to ability

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			of Monitor to sign documents on sales of assets in the US; conference call with P. Bishop, M. Rechon and M. Wagner regarding potential Motorola agreement; review Wireless Software License, amendment thereto and the Assignment Agreement relating to an Assignment of a portion of the Software to a purchaser of an operational unit of Cinram as well as the Assignment of Contract document from the Najafi transaction; conference call with B. Britton, D. Bartner and M. Wagner regarding authority of Monitor to sign documents regarding US sales and report to client regarding the same; conference call with M. Wagner regarding Wireless issues; further emails with N. May regarding Board issues; conference call with M. Wagner and H. Berman regarding software license
Feb 21, 2013	D.R. Byers	0.17	Attend to further emails regarding Spanish Board; email M. Wagner
Feb 22, 2013	D.R. Byers	0.75	Review draft License Amending Agreements and emails with M. Wagner regarding the same
Feb 25, 2013	D.R. Byers	1.17	Attend to emails with P. Bishop and N. May regarding the Board; review Licensing documents to prepare for and attend on conference call with H. Berman, M. Wagner and P. Bishop; review revised draft Agreement; review emails with Motorola regarding outstanding issues
Feb 26, 2013	D.R. Byers	0.42	Review and sign-off on revised Amended Assignment and Assumption Agreement
Feb 27, 2013	D.R. Byers	2.25	Review of Termination Agreement with Wireless and telephone discussions with D. MacKenzie regarding the same; emails to client; review further revisions to Amending Agreements proposed by H. Berman; review and comment on additional revisions with respect to the same; conference call with M. Wagner with respect to whether further Order is required (and review previous Orders in Canada and U.S.) and provide advice to client regarding the same; attend to emails with respect to execution of Amending Agreement
Feb 28, 2013	D.R. Byers	0.42	Review proposed revisions to Motorola Termination Agreement and attend to emails regarding same

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
	D.J. MacKenzie	2.00	Review and provide comments on Motorola Termination Agreement

#### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	20.52	\$914.64	\$18,768.50
D.J. MacKenzie	4.50	900.00	4,050.00
Y. Katirai	0.75	425.00	318.75
T. Crljenica	1.80	255.00	459.00
M. McKendry	1.31	255.00	334.05

#### FEES

Professional Services	CAD \$23,930.30
HST @ 13.0%	3,110.94
<b>Total Professional Services and Taxes</b>	<b>CAD \$27,041.24</b>

#### CHARGES SUMMARY

<u>Description</u>	<u>Total</u>
Photocopies	10.25
HST @ 13.0%	1.33
<b>Total Charges and Taxes</b>	<b>CAD \$11.58</b>

#### DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Total</u>
Agents' Fees N/T	40.50
Agents' Fees	85.00
Postage	1.34
Delivery/Mailroom	20.22
Miscellaneous N/T	39.50
Telephone	8.12
HST @ 13.0%	14.91
<b>Total Disbursements and Taxes</b>	<b>CAD \$209.59</b>

INVOICE SUMMARY

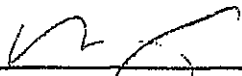
Invoice No. 5156216

Re: Cinram International

File No. 1282601006

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	23,930.30	0.00	\$23,930.30
HST @ 13.0%			3,110.94
Charges	10.25	0.00	10.25
HST @ 13.0%			1.33
Disbursements	114.68	80.00	194.68
HST @ 13.0%			14.91
<b>AMOUNT DUE</b>			<b><u>CAD \$27,262.41</u></b>

STIKEMAN ELLIOTT LLP

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

*Disbursements and charges may not have been posted at the date of this account. Please quote our File number and/or Invoice number when making payment. Accounts are due when rendered. Interest at the rate of 1.30 percent per annum will be charged for amounts unpaid 30 days or more.*

# 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

June 13, 2013  
File No. 1282601006

Invoice No. 5180265

Attention: Paul Bishop

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

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Apr 3, 2013	D.R. Byers	0.25	Review Factum from Goodmans
	M. Konyukhova	0.75	Attend to filing the Eighth Report of the Monitor; report; review Factum for motion; emails re US motion
Apr 9, 2013	M. Konyukhova	1.25	Prepare Confidential Supplement; prepare for Motion to Approve Termination Agreement
Apr 10, 2013	M. Konyukhova	1.50	Attendance at Motion with respect to Sale Approval
Apr 12, 2013	M. Konyukhova	0.25	Call with S. Subhan with respect to lifting the stay; emails regarding the same
Apr 16, 2013	D.R. Byers	0.17	Attend to emails with respect to U.S. hearing
Apr 22, 2013	M. Konyukhova	0.25	Email from S. Bissell regarding contract disclaimers
Apr 23, 2013	M. Konyukhova	3.50	Review contracts proposed for disclaimer; review s. 32 of the CCAA; review standards of practice with respect to disclaimers; consider proposed disclaimers; call with S. Bissell regarding the same
Apr 29, 2013	M. Konyukhova	0.17	Call with S. Bissell regarding contract disclaimers
Apr 30, 2013	M. Konyukhova	0.50	Review email and Notices of Terminations; call to S. Bissell
May 1, 2013	M. Konyukhova	0.25	Call with S. Bissell regarding Notices of Termination for contracts
May 2, 2013	M. Konyukhova	0.33	Call with T. Gorsky; search for Monitor Certificate regarding closing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
May 8, 2013	M. Konyukhova	0.50	Emails with S. Bissell regarding Notices of Termination; review Notice of Termination
May 14, 2013	D.J. MacKenzie	0.25	Telephone call with P. Bishop; review and comment on amendment
May 16, 2013	D.J. MacKenzie	0.33	Review and revise amendment to Escrow Agreement; correspondence to FTI
May 21, 2013	M. Konyukhova	1.25	Review Orders with respect to Directors' Charge; review proposed disclaimers and emails regarding the same
May 27, 2013	M. Konyukhova	0.50	Review Notices of Disclaimer and Termination Notice; emails with S. Bissell with respect to the same
May 28, 2013	D.J. MacKenzie	0.17	Review Transition Order; correspondence to FTI regarding Excluded Assets
May 29, 2013	M. Konyukhova	0.50	Conference call with M. Wagner and S. Bissell with respect to Blue Cross termination

#### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	0.42	\$900.00	\$378.00
D.J. MacKenzie	0.75	900.00	675.00
M. Konyukhova	11.50	575.00	6,612.50

#### FEES

Professional Services	CAD \$7,665.50
HST @ 13.0%	996.52
<b>Total Professional Services and Taxes</b>	<b>CAD \$8,662.02</b>

#### CHARGES SUMMARY

<u>Description</u>	<u>Total</u>
Photocopies	62.50
HST @ 13.0%	8.12
<b>Total Charges and Taxes</b>	<b>CAD \$70.62</b>

#### DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Total</u>
Agents' Fees	50.00
Book Binding/Binders	6.82
HST @ 13.0%	7.39
<b>Total Disbursements and Taxes</b>	<b>CAD \$64.21</b>

INVOICE SUMMARY

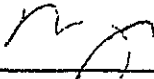
Invoice No. 5180265

Re: Cinram International

File No. 1282601006

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	7,665.50	0.00	\$7,665.50
HST @ 13.0%			996.52
Charges	62.50	0.00	62.50
HST @ 13.0%			8.12
Disbursements	56.82	0.00	56.82
HST @ 13.0%			7.39
<b>AMOUNT DUE</b>			<b><u>CAD \$8,796.85</u></b>

STIKEMAN ELLIOTT LLP

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David R. Byers

Disbursements and charges may not have been posted at the date of this account. Please quote our File number and/or Invoice number when making payment. Accounts are due when rendered. Interest at the rate of 1.30 percent per annum will be charged for amounts unpaid 30 days or more.



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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

July 22, 2013  
File No. 1282601006

Invoice No. 5188195

Attention: Paul Bishop

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

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Jun 3, 2013	D.J. MacKenzie	0.50	Review PowerPoint presentation and revise; circulate to FTI
Jun 7, 2013	M. Konyukhova	0.25	Review MPS Agreement; review draft Disclaimer; call with S. Bissell
Jun 17, 2013	M. Konyukhova	2.25	Review draft motion materials; draft Report for Stay Extension Motion; correspondence with Goodmans and FTI
Jun 19, 2013	D.R. Byers	0.25	Review Motion Record with respect to Stay Extension and attend to emails regarding Monitor's Report
Jun 19, 2013	M. Konyukhova	1.50	Revisions to draft Report; emails with Goodmans regarding Notice of Motion and Order; emails with FTI regarding the same; office conference with Y. Katirai with respect to service of Report
Jun 20, 2013	D.R. Byers	0.25	Review Monitor's Ninth Report
Jun 25, 2013	M. Konyukhova	0.25	Attend on call with respect to lifting the stay of insured action
Jun 26, 2013	D.R. Byers	0.17	Review email from C. Decours with attached endorsement and Order
Jun 26, 2013	M. Konyukhova	1.75	Review motion materials; attendance at motion for stay extension
Jun 28, 2013	M. Konyukhova	0.42	Attend to emails regarding Louisiana property; emails regarding lift stay motion

**FEE SUMMARY**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	0.67	\$900.00	\$603.00
M. Konyukhova	6.42	575.00	3,691.50
D.J. MacKenzie	0.50	900.00	450.00

**FEES**

Professional Services	CAD \$4,744.50
HST @ 13.0%	616.79
<b>Total Professional Services and Taxes</b>	<b>CAD \$5,361.29</b>

**CHARGES SUMMARY**

<u>Description</u>	<u>Total</u>
Photocopies	32.00
HST @ 13.0%	4.16
<b>Total Charges and Taxes</b>	<b>CAD \$36.16</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

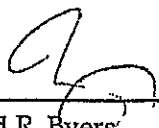
Invoice No. 5188195

Re: Cinram International

File No. 1282601006

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	4,744.50	0.00	\$4,744.50
HST @ 13.0%			616.79
Charges	32.00	0.00	32.00
HST @ 13.0%			4.16
Disbursements	45.00	0.00	45.00
HST @ 13.0%			5.85
<b>AMOUNT DUE</b>			<b><u>CAD \$5,448.30</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

November 20, 2013  
File No. 1282601006

Invoice No. 5216455

Attention: Paul Bishop

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

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Jul 4, 2013	M. Konyukhova	0.50	Review Release; emails with FTI and Goodmans with respect to the same
Jul 9, 2013	M. Konyukhova	0.33	Attend to emails regarding Lift Stay Motion; review draft Order; email S. Subhan
Jul 23, 2013	D.J. MacKenzie	0.75	Review Transition Services Agreement; telephone call with P. Bishop
Jul 29, 2013.	M. Konyukhova	0.50	Attendance at motion to Lift Stay
Aug 13, 2013	M. Konyukhova	0.58	Email from S. Bissell regarding Elite Underwriting contract; review Agreement; email to S. Bissell with respect to the same
Aug 14, 2013	M. Konyukhova	0.42	Emails with S. Bissell; draft email regarding Fidelity contract
Aug 30, 2013	M. Konyukhova	0.17	Attend to emails with respect to creditor enquiry
Oct 7, 2013	M. Konyukhova	1.50	Call with Sherrad Kuzz regarding labour claims against Cinram; call with S. Bissell with respect to Finch Escrow Agreement; review draft Agreements, Mutual Releases and related documents; emails with S. Bissell regarding the same; email to M. Wagner with respect to revisions
Oct 8, 2013	M. Konyukhova	0.75	Telephone call with M. Wagner with respect to draft Release, etc.; call with S. Bissell regarding the same
Oct 22, 2013	M. Konyukhova	1.50	Attend to emails regarding update report; review prior reports; call with P. Bishop and S.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Oct 23, 2013	M. Konyukhova	3.08	Bissell with respect to report regarding distributions; review Order regarding distributions; review previous reports to the Court; draft report
Oct 24, 2013	M. Konyukhova	1.50	Draft Report with respect to update and distributions
Oct 25, 2013	M. Konyukhova	0.75	Revise draft Report; attend to emails with FTI with respect to the same; review further revisions; email to Blakes with respect to Report
Oct 28, 2013	D.R. Byers	0.25	Attend to emails regarding Report; telephone call with respect to the same; revise and finalize Report and attend to service and filing of same
Oct 30, 2013	M. Konyukhova	0.33	Review Tenth Report of the Monitor
			Attend to emails regarding Stay Extension Report and approval of fees; instructions with respect to the same

**FEE SUMMARY**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	0.25	\$900.00	\$225.00
D.J. MacKenzie	0.75	900.00	675.00
M. Konyukhova	11.91	575.00	6,848.25

FEES	
Professional Services	CAD \$7,748.25
HST @ 13.0%	1,007.27
<b>Total Professional Services and Taxes</b>	<b>CAD \$8,755.52</b>

**CHARGES SUMMARY**

<u>Description</u>	<u>Total</u>
Photocopies	65.25
HST @ 13.0%	8.48
<b>Total Charges and Taxes</b>	<b>CAD \$73.73</b>

**INVOICE SUMMARY**

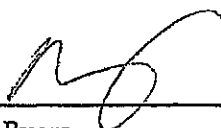
Invoice No. 5216455

Re: Cinram International

File No. 1282601006

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	7,748.25	0.00	\$7,748.25
HST @ 13.0%			1,007.27
Charges	65.25	0.00	65.25
HST @ 13.0%			8.48
<b>AMOUNT DUE</b>			<b><u>CAD \$8,829.25</u></b>

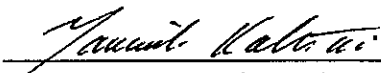
**STIKEMAN ELLIOTT LLP**

  
 \_\_\_\_\_  
 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.  
 Please quote our File number and/or Invoice number when making payment.

This is Exhibit "B"  
to the affidavit of David R. Byers,  
sworn before me on the 28<sup>th</sup> day  
of November, 2013

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

Yusuf Yennick Katirai

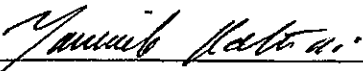
**EXHIBIT "B"**

**Summary of Stikeman Elliott Invoices  
Invoices dated September 1, 2012 to October 31, 2013**

<b>Invoice #</b>	<b>Date</b>	<b>Fees</b>	<b>Expenses</b>	<b>HST</b>	<b>Total</b>
5108743	September 18, 2012	\$20,519.40	\$49.50	\$2,673.96	\$23,242.86
5115807	October 25, 2012	\$61,211.70	\$246.17	\$7,989.52	\$69,447.39
5125343	November 27, 2012	\$84,649.85	\$160.03	\$11,019.52	\$95,829.40
5144195	January 21, 2013	\$14,666.50	\$70.04	\$1,915.76	\$16,652.30
5146753	February 4, 2013	\$53,453.25	\$0.00	\$6,948.92	\$60,402.17
5156216	March 18, 2013	\$23,930.30	\$204.93	\$3,127.18	\$27,262.41
5180265	June 13, 2013	\$7,665.50	\$119.32	\$1,012.03	\$8,796.85
5188195	July 22, 2013	\$4,744.50	\$77.00	\$626.80	\$5,448.30
5216455	November 20, 2013	\$7,748.25	\$65.25	\$1,015.75	\$8,829.25
<b>TOTAL</b>		<b>\$278,589.25</b>	<b>\$992.24</b>	<b>\$36,329.44</b>	<b>\$315,910.93</b>



This is Exhibit "C"  
to the affidavit of David R. Byers,  
sworn before me on the 28<sup>th</sup> day  
of November, 2013

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

**Yusuf Yannick Katirai**

**EXHIBIT "C"**

**Summary of Stikeman Elliott Fees  
Services Rendered from September 1, 2012 to October 31, 2013**

<b>Name</b>	<b>Position</b>	<b>Total Hours</b>	<b>Hourly Rate</b>	<b>Total</b>
J.G. Lorito	Partner	0.25	\$1,025.00	\$256.25
D.R. Byers	Partner	103.82	\$950.00	\$98,629.00
D.R. Byers	Partner	20.52	\$914.64	\$18,768.50
D.R. Byers	Partner	1.34	\$900.00	\$1,206.00
D.J. MacKenzie	Partner	7.25	\$900.00	\$6,525.00
D.J. MacKenzie	Partner	66.99	\$850.00	\$56,941.50
L.A. Cuthbert	Partner	0.25	\$675.00	\$168.75
M. Schyven	Partner	6.58	\$625.00	\$4,112.50
M. Konyukhova	Associate	51.50	\$575.00	\$29,612.50
M. Konyukhova	Associate	66.91	\$540.00	\$36,131.40
S. Ali	Associate	31.01	\$540.00	\$16,745.40
Y. Katirai	Associate	0.75	\$425.00	\$318.75
Y. Katirai	Associate	7.47	\$400.00	\$2,988.00
K. Esaw	Associate	10.29	\$410.00	\$4,218.90
E. Jennings	Law Clerk	0.75	\$315.00	\$236.25
A. Sullivan	Articling Student	0.90	\$255.00	\$229.50
T. Crljenica	Articling Student	1.80	\$255.00	\$459.00
M. McKendry	Articling Student	1.31	\$255.00	\$334.05
M.A. Garcia	Law Clerk	2.95	\$240.00	\$708.00
<b>TOTAL</b>		<b>382.64</b>		<b>\$278,589.25</b>

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

AFFIDAVIT OF DAVID R. BYERS  
SWORN NOVEMBER 28, 2013

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 E

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 29, 2013)

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.

3. By Order of the Honourable Justice Morawetz dated October 19, 2012 (the "Receivership Order"), FTI Consulting was appointed receiver (the "Receiver") of all the Limited Receivership Property (as that term is defined in the Receivership Order). The receivership proceedings commenced pursuant to the Receivership Order will be referred to herein as the "Receivership".

4. This Affidavit is made in support of a motion for, *inter alia*, the approval of the fees and disbursements of the Receiver for the period from October 19, 2012 to August 31, 2013.

5. 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 October 19, 2012 to August 31, 2013, in the total amount of \$55,248.53 including Harmonized Sales Tax ("HST") in connection with the Receivership, redacted to remove confidential information and FTI Consulting's banking coordinates.

6. 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.

7. Attached hereto as Exhibit "C" is a schedule summarizing the hours worked, billing rates and total amounts billed with respect to each member of FTI Consulting that rendered services in the Receivership.

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

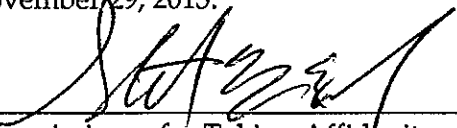
9. The hours spent on this matter involved acting in respect of the Limited Receivership Property and dealing with a number of issues related thereto, all of which are more particularly described in the Monitor's reports to the Court. I believe that the total hours incurred by FTI Consulting were reasonable and appropriate in the circumstances.


10. Additional professional time will be required to complete the Receivership.

11. FTI Consulting requests that the Court approve its accounts for services rendered and recorded from October 19, 2012 to August 31, 2013, for fees in the amount of \$48,892.50 and HST in the amount of \$6,356.03.

12. 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 29, 2013.

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

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

Stuart Martin Woody, a Commissioner,  
etc., Province of Ontario,  
while a Student-at-Law.  
Expires May 4, 2015.

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

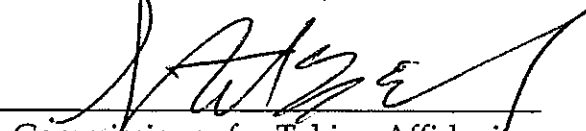
Cinram Wireless LLC

CRSMI LLC, formerly Cinram Retail Services, LLC

One K Studios, LLC



This is Exhibit "A"  
to the affidavit of Paul Bishop,  
sworn before me on the 29<sup>th</sup> day  
of November, 2013



Commissioner for Taking Affidavits

**Stuart Martin Woody, a Commissioner,  
etc., Province of Ontario,  
while a Student-at-Law.  
Expires May 4, 2015.**

Exhibit "A"

**Summary of FTI Receiver Fees**

**Services Rendered October 1, 2012 - August 31, 2013**

Invoice #	Date	Fees	Expenses	HST	Total	Less 10 % on Fees	Net Total
29000410	October 31, 2012	\$ 10,681.00	\$ -	\$ 1,247.34	\$ 11,908.34	\$ (1,066.10)	\$ 10,842.24
29000431	November 22, 2012	\$ 12,834.50	\$ -	\$ 1,501.64	\$ 14,336.14	\$ (1,283.45)	\$ 13,052.69
29000440	November 30, 2012	\$ 7,317.50	\$ -	\$ 856.15	\$ 8,173.65	\$ (731.75)	\$ 7,441.90
29000462	December 21, 2012	\$ 5,426.00	\$ -	\$ 634.84	\$ 6,060.84	\$ (542.60)	\$ 5,518.24
29000473	December 31, 2012	\$ 1,494.50	\$ -	\$ 174.86	\$ 1,669.36	\$ (149.45)	\$ 1,519.91
29000506	January 31, 2013	\$ 10,127.00	\$ -	\$ 1,184.86	\$ 11,311.86	\$ (1,012.70)	\$ 10,299.16
29000528	February 28, 2013	\$ 3,200.50	\$ -	\$ 374.46	\$ 3,574.96	\$ (320.05)	\$ 3,254.91
29000561	March 31, 2013	\$ 828.00	\$ -	\$ 96.88	\$ 924.88	\$ (82.80)	\$ 842.08
29000596	April 30, 2013	\$ 763.00	\$ -	\$ 89.27	\$ 852.27	\$ (76.30)	\$ 775.97
29000673	July 31, 2013	\$ 1,007.50	\$ -	\$ 117.88	\$ 1,125.38	\$ (100.75)	\$ 1,024.63
29000707	August 31, 2013	\$ 685.50	\$ -	\$ 77.86	\$ 743.36	\$ (68.55)	\$ 676.81
<b>TOTAL</b>		<b>\$ 54,325.00</b>	<b>\$ -</b>	<b>\$ 6,356.03</b>	<b>\$ 60,681.03</b>	<b>\$ (5,432.50)</b>	<b>\$ 55,248.53</b>

**Summary of FTI Receiver Fees****Services Rendered October 1, 2012 - August 31, 2013**

<b>Professional</b>	<b>Title</b>	<b>Hours</b>	<b>Hourly Rate</b>	<b>Total</b>
Steven Bissell	Managing Director	4.70	\$ 700.00	\$ 3,290.00
Michael Kennedy	Consultant	136.20	\$ 315.00	\$ 42,903.00
Michael Kennedy	Consultant	18.90	\$ 325.00	\$ 6,142.50
Golnaz Haghiri	Consultant	4.50	\$ 285.00	\$ 1,282.50
Ana Arevalo	Admin. Professional	3.50	\$ 110.00	\$ 385.00
Ana Arevalo	Admin. Professional	2.80	\$ 115.00	\$ 322.00
<b>TOTAL</b>		<b>170.60</b>		<b>\$ 54,325.00</b>
<b>Less Voluntary Reduction (10%)</b>				<b>\$ 5,432.50</b>
<b>Net Professional Fees</b>				<b>\$ 48,892.50</b>



**FTI**<sup>™</sup>  
CONSULTING

**Invoice Remittance**

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

October 31, 2012  
FTI Invoice No. 29000410  
FTI Job No. 413024.0010  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2012

	<i>CAD (\$)</i>
Professional Services.....	\$10,661.00
Less Voluntary Reduction.....	<del>-\$1,066.10</del>
Net Professional Fees.....	\$9,594.90
Expenses.....	\$0.00
Total Fees and Expenses.....	\$10,661.00
HST Registration No. 835718024RT0001 .....	\$1,247.34
Total Amount Due this Period.....	\$10,842.24
<b>Total Amount Due.....</b>	<b><u>\$10,842.24</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**



**F T I**  
CONSULTING

*Invoice Summary*

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

October 31, 2012  
FTI Invoice No. 29000410  
FTI Job No. 413024.0010  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2012

Name	Title	Rate	Hours	Total
Steven Bissell	Managing Director	\$700.00	4.7	\$3,290.00
Michael Kennedy	Consultant	\$315.00	23.4	\$7,371.00
<b>Total Hours and Fees</b>			<b>28.1</b>	<b>\$10,661.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,066.10</b>
<b>Total Net Fees</b>				<b>\$9,594.90</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,247.34</b>
<b>Invoice Total for Current Period</b>				<b>\$10,842.24</b>

**Cinram - Receiver**  
**413024.0010 - October 31, 2012**  
**Invoice # 29000410**

Date	TK#	Name	Hours	Amount	Narrative
10/22/12	14856	Steven Bissell	0.50	\$ 350.00	Internal FTI meeting to initiate diligence related to Service Canada and ex-employee notices.
10/24/12	14856	Steven Bissell	1.70	\$ 1,190.00	Preparation of notice to Superintendent of Bankruptcy re: receivership.
10/26/12	14856	Steven Bissell	1.20	\$ 840.00	Internal FTI discussion and follow up with company legal counsel re: termination of employees picked up by NewCo. Preparation of Form 87 notice to OSB re: receivership.
10/29/12	14856	Steven Bissell	0.30	\$ 210.00	Call with representative from Service Canada re: information to be provided by Receiver.
10/30/12	14856	Steven Bissell	1.00	\$ 700.00	Review and comments of Notice to Ex-Employee letter announcing WEPPA process. Call to Service Canada.
10/29/12	18003	Michael Kennedy	3.80	\$ 1,197.00	Multiple correspondence internally with FTI and A. Piorins from Cinram regarding treatment of s [REDACTED] review of [REDACTED] addresses, review of calculation of termination and severance amounts for specific employees.
10/30/12	18003	Michael Kennedy	3.60	\$ 1,134.00	Organization and additions to Cinram webpage to include Receivership section, call with Service Canada regarding timeline on Employee and Minister package mailings, multiple edits and revisions to letter to employees, and review of Proof of Claim form 31.
10/31/12	18003	Michael Kennedy	3.10	\$ 976.50	Further organization for additions to receivership section of Cinram webpage, responded to voicemails and emails on the WEPPA Hotline, final edits and revisions to the letter to employees, formatted Form 31 for employee package.
10/22/12	18003	Michael Kennedy	4.20	\$ 1,323.00	Review of WEPPA related documents, internal FTI meeting regarding WEPPA and move forward strategy, initial review of WEPPA tracking spreadsheet sent to A. Piorins from Cinram for her review and additions of [REDACTED].
10/23/12	18003	Michael Kennedy	1.70	\$ 535.50	Correspondence with A. Piorins from Cinram re: list of [REDACTED] WEPPA forms review, internal meeting with FTI to discuss components of employee package.
10/24/12	18003	Michael Kennedy	1.80	\$ 567.00	Multiple email and phone correspondence with A. Piorins from Cinram re: list of WEPPA [REDACTED], internal FTI meeting re: contents of package sent to the Ministry of Labor and treatment of Proof of claim [REDACTED].
10/25/12	18003	Michael Kennedy	1.10	\$ 346.50	Multiple email and phone correspondence with A. Piorins from Cinram re: breakdown of pre-filing date terminated employees and [REDACTED] initial review and edits of letter to [REDACTED].
10/26/12	18003	Michael Kennedy	4.10	\$ 1,291.50	Review and edits to eligible employees spreadsheet, internal FTI meeting re: treatment of severance for pre-filing date terminated employees, call with M. Wagner from Goodmans re: [REDACTED].
<b>TOTAL</b>			<b>28.10</b>	<b>\$ 10,661.00</b>	



**FTI**  
CONSULTING

**Invoice Remittance**

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

November 22, 2012  
FTI Invoice No. 29000431  
FTI Job No. 413024.0010  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 18, 2012

	<i>CAD (\$)</i>
Professional Services.....	\$12,834.50
Less Voluntary Reduction.....	-\$1,283.45
Net Professional Fees.....	\$11,551.05
Expenses.....	\$0.00
Total Fees and Expenses.....	\$12,834.50
HST Registration No. 835718024RT0001 .....	\$1,501.64
Total Amount Due this Period.....	\$13,052.69
<b>Total Amount Due.....</b>	<b><u>\$13,052.69</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**





**FTI**<sup>™</sup>  
CONSULTING

*Invoice Summary*

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

November 22, 2012  
FTI Invoice No. 29000431  
FTI Job No. 413024.0010  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through November 18, 2012

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Michael Kennedy	Consultant	\$315.00	40.5	\$12,757.50
Ana Arevalo	Administrative Professional	\$110.00	0.7	\$77.00
<b>Total Hours and Fees</b>			<b>41.2</b>	<b>\$12,834.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,283.45</b>
<b>Total Net Fees</b>				<b>\$11,551.05</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,501.64</b>
<b>Invoice Total for Current Period</b>				<b>\$13,052.69</b>

**Cinram - Receiver**  
**413024.0010 - November 18, 2012**  
**Invoice # 29000431**

<u>Date</u>	<u>TK#</u>	<u>Name</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
11/02/12	15273	Ana Arevalo	0.70	\$ 77.00	Preparing and finalizing invoice for period ending October 31, 2012.
11/01/12	18003	Michael Kennedy	4.10	\$ 1,291.50	Call with Service Canada regarding new Trustee/Receiver Information Form, initial employee package preparation, responded to emails on the Receiver's Hotline.
11/02/12	18003	Michael Kennedy	4.20	\$ 1,323.00	Review and edits of termination and severance [REDACTED] WEPPA letter draft, and Form 31 for employee package, employee package preparation, responded to emails from employees regarding WEPPA process.
11/12/12	18003	Michael Kennedy	4.20	\$ 1,323.00	Returned emails and voicemails on the Receiver's Hotline, collected and reviewed returned and completed employee Proof of Claim forms, review of non- arms length/relation to employer issue pertaining to question 5 of the Proof of Claim form.
11/13/12	18003	Michael Kennedy	2.90	\$ 913.50	Returned emails and voicemails on the Receiver's Hotline, review of completed employee Proof of Claim forms.
11/14/12	18003	Michael Kennedy	3.40	\$ 1,071.00	Returned emails and voicemails on the Receiver's Hotline, review of completed Proof of Claim forms, call with A. Florins from Cinram re [REDACTED]
11/15/12	18003	Michael Kennedy	2.40	\$ 756.00	Returned emails and voicemails on the Receiver's Hotline, call with Service Canada re: receipt of adjusted Trustee Information form, review of completed employee Proof of Claim forms.
11/16/12	18003	Michael Kennedy	2.80	\$ 882.00	Returned emails and voicemails on the Receiver's Hotline, adjustments to certain employee addresses, review of submitted employee Proof of Claim forms.
11/09/12	18003	Michael Kennedy	5.10	\$ 1,606.50	Additional address changes to certain [REDACTED] organization/review of submitted and completed Proof of Claim forms from employees, responded to multiple calls and emails on the Receiver's Hotline.
11/08/12	18003	Michael Kennedy	3.40	\$ 1,071.00	Call with A. Florins from Cinram regarding treatment of [REDACTED] organization of returned and completed Proof of Claim forms, responded to emails and voicemails on the Receiver's Hotline, [REDACTED]
11/07/12	18003	Michael Kennedy	3.50	\$ 1,102.50	Multiple calls with Service Canada regarding new Trustee Information Form and extension on submitting WEPPA Applications from employees, call with Service Canada processing center about the same, additions to Receiver section of Cinram webpage.
11/06/12	18003	Michael Kennedy	1.90	\$ 598.50	Email and phone correspondence with IT regarding the Cinram International Inc., Limited Receivership section on the Cinram webpage, email and phone correspondence with Service Canada regarding adjustment to Trustee Information Form, responded to emails and voicemails on the Receiver's Hotline.
11/05/12	18003	Michael Kennedy	2.60	\$ 819.00	Final completion and organization of employee package, initial updates to Receiver section on Cinram Webpage, responded to emails on the Receiver Hotline.
<b>TOTAL</b>			<b>41.20</b>	<b>\$ 12,634.50</b>	



*Invoice Remittance*

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

November 30, 2012  
FTI Invoice No. 29000440  
FTI Job No. 413024.0010  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 30, 2012

	<i>CAD (\$)</i>
Professional Services.....	\$7,317.50
Less Voluntary Reduction.....	<del>-\$731.75</del>
Net Professional Fees.....	\$6,585.75
Expenses.....	\$0.00
Total Fees and Expenses.....	\$7,317.50
HST Registration No. 835718024RT0001 .....	\$856.15
Total Amount Due this Period.....	\$7,441.90
Previous Balance Due.....	\$13,052.69
<b>Total Amount Due.....</b>	<b><u>\$20,494.59</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**



**F T I**  
CONSULTING

*Invoice Summary*

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

November 30, 2012  
FTI Invoice No. 29000440  
FTI Job No. 413024.0010  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through November 30, 2012

Name	Title	Rate	Hours	Total
Michael Kennedy	Consultant	\$315.00	21.9	\$6,898.50
Golnaz Haghiri	Consultant	\$285.00	1.2	\$342.00
Ana Arevalo	Administrative Professional	\$110.00	0.7	\$77.00
<b>Total Hours and Fees</b>			<b>23.8</b>	<b>\$7,317.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$731.75</b>
<b>Total Net Fees</b>				<b>\$6,585.75</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$856.15</b>
<b>Invoice Total for Current Period</b>				<b>\$7,441.90</b>

Cinram - Receiver  
 413024.0010 - November 30, 2012  
 Invoice # 29000440

Date	TK#	Name	Hours	Amount	Narrative
11/20/12	15273	Ana Arevalo	0.40	\$ 44.00	Preparing draft invoice for period ending November 18, 2012.
11/22/12	15273	Ana Arevalo	0.30	\$ 33.00	Finalizing Invoice for period ending November 18, 2012.
11/30/12	15768	Golnaz Haghiri	1.20	\$ 342.00	Assisting with various WEPPA matters.
11/26/12	18003	Michael Kennedy	2.20	\$ 693.00	Responded to voicemails and emails on the Receiver's hotline, call with Service Canada regarding treatment of employees on Long Term Disability.
11/28/12	18003	Michael Kennedy	2.20	\$ 693.00	Returned emails and voicemails on the Receivers Hotline, employee Proof of Claim review and reconciliation.
11/29/12	18003	Michael Kennedy	2.40	\$ 756.00	Returned emails and voicemails on the Receiver's Hotline, various address updates to certain employees and reissue of certain packages.
11/30/12	18003	Michael Kennedy	0.70	\$ 220.50	Returned voicemails and emails on the Receiver's Hotline.
11/30/12	18003	Michael Kennedy	4.20	\$ 1,323.00	Returned emails and voicemails to employees on the Receiver's Hotline, call with A. Florins from Cinram regarding [REDACTED] additional calculations to WEPPA master schedule to include [REDACTED]
11/19/12	18003	Michael Kennedy	2.40	\$ 756.00	Returned emails and voicemails on the Receiver's Hotline, review of completed and submitted employee Proof of Claim forms, initial review of Service Canada documents regarding the possibility of including vacation dollars as part of the employees claim.
11/20/12	18003	Michael Kennedy	2.10	\$ 661.50	Responded to emails on the Receiver's Hotline, review of completed employee Proof of Claim forms, call with Service Canada regarding new Trustee Information Form, call with A. Florins from Cinram [REDACTED]
11/21/12	18003	Michael Kennedy	2.50	\$ 787.50	Returned emails and voicemails on the Receiver's Hotline, [REDACTED] call with the Ontario Ministry of Labor re: same [REDACTED]
11/22/12	18003	Michael Kennedy	1.40	\$ 441.00	Review of completed employee Proof of Claim forms, returned emails and voicemails on the Receiver's Hotline.
11/23/12	18003	Michael Kennedy	1.80	\$ 567.00	Returned emails and voicemails on the Receiver's Hotline, reviewed completed employee Proof of Claim forms.
<b>TOTAL</b>			<b>23.80</b>	<b>\$ 7,317.50</b>	



**FTI**<sup>TM</sup>  
CONSULTING

*Invoice Remittance*

Mr. Steven Bissell  
 Cinram International, Inc.  
 c/o FTI Consulting Canada  
 79 Wellington Street West  
 Suite 2010, P.O. Box 104  
 Toronto, ON M5K 1G8

December 21, 2012  
 FTI Invoice No. 29000462  
 FTI Job No. 413024.0010  
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 16, 2012

	<i>CAD (\$)</i>
Professional Services.....	\$5,426.00
Less Voluntary Reduction.....	-\$542.60
Net Professional Fees.....	\$4,883.40
Expenses.....	\$0.00
Total Fees and Expenses.....	\$5,426.00
HST Registration No. 835718024RT0001 .....	\$634.84
Total Amount Due this Period.....	\$5,518.24
<b>Total Amount Due.....</b>	<b><u>\$5,518.24</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**



**F T I**  
CONSULTING

*Invoice Summary*

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

December 21, 2012  
FTI Invoice No. 29000462  
FTI Job No. 413024.0010  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through December 16, 2012

Name	Title	Rate	Hours	Total
Michael Kennedy	Consultant	\$315.00	16.8	\$5,292.00
Golnaz Haghiri	Consultant	\$285.00	0.2	\$57.00
Ana Arevalo	Administrative Professional	\$110.00	0.7	\$77.00
<b>Total Hours and Fees</b>			<b>17.7</b>	<b>\$5,426.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$542.60</b>
<b>Total Net Fees</b>				<b>\$4,883.40</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$634.84</b>
<b>Invoice Total for Current Period</b>				<b>\$5,518.24</b>

**Cinram - Receiver**  
**413024.0010 - December 16, 2012**  
**Invoice # 29000462**

<b>Date</b>	<b>TK#</b>	<b>Name</b>	<b>Hours</b>	<b>Amount</b>	<b>Narrative</b>
12/02/12	15273	Ana Arevalo	0.40	\$ 44.00	Preparing draft invoice for period ending November 30, 2012.
12/03/12	15273	Ana Arevalo	0.30	\$ 33.00	Finalizing invoice for period ending November 30, 2012.
12/04/12	15768	Golnaz Haghiri	0.20	\$ 57.00	Internal FTI discussion re: Trustee Information Form submissions
12/03/12	18003	Michael Kennedy	3.10	\$ 976.50	Reviewed and reconciled completed employee proof of claims, returned emails to employees, multiple calls with employees with WEPPA related questions.
12/04/12	18003	Michael Kennedy	2.30	\$ 724.50	Review and reconciliation of completed Proof of Claim forms, returned emails to employees with WEPPA related questions, returned voicemails to employees with certain WEPP questions.
12/05/12	18003	Michael Kennedy	3.20	\$ 1,008.00	Returned emails and voicemails on the Receiver's Hotline; internal FTI discussions regarding specific employee claim submissions.
12/05/12	18003	Michael Kennedy	1.70	\$ 535.50	Responded to emails on the Receiver's Hotline, reconciliation of received Proof of Claim forms from eligible employees, initial formatting to Trustee Information Form.
12/11/12	18003	Michael Kennedy	2.70	\$ 850.50	Responded to emails and voicemails from employees on the Receiver's Hotline, reconciliations of completed Proof of Claim forms.
12/12/12	18003	Michael Kennedy	1.80	\$ 567.00	Returned emails from employees on the Receiver's Hotline, reviewed and reconciled completed Proof of Claim forms.
12/13/12	18003	Michael Kennedy	0.90	\$ 283.50	Returned emails on the Receiver's Hotline, reviewed completed employee Proof of Claim forms, internal FTI meeting re: WEPPA process status update and next steps.
12/14/12	18003	Michael Kennedy	1.10	\$ 346.50	Review of completed employee proof of claim forms and returned emails on the Receiver's Hotline
<b>TOTAL</b>			<b>17.70</b>	<b>\$ 5,428.00</b>	





**FTI**  
CONSULTING

*Invoice Remittance*

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

December 31, 2012  
FTI Invoice No. 29000473  
FTI Job No. 413024.0010  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2012

	<i>CAD (\$)</i>
Professional Services.....	\$1,494.50
Less Voluntary Reduction.....	-\$149.45
Net Professional Fees.....	\$1,345.05
Expenses.....	\$0.00
Total Fees and Expenses.....	\$1,494.50
HST Registration No. 835718024RT0001 .....	\$174.86
Total Amount Due this Period.....	\$1,519.91
Previous Balance Due.....	\$5,518.24
<b>Total Amount Due.....</b>	<b><u>\$7,038.15</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**



**F T I**  
CONSULTING

*Invoice Summary*

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

December 31, 2012  
FTI Invoice No. 29000473  
FTI Job No. 413024.0010  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2012

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Michael Kennedy	Consultant	\$315.00	4.5	\$1,417.50
Ana Arevalo	Administrative Professional	\$110.00	0.7	\$77.00
<b>Total Hours and Fees</b>			<b>5.2</b>	<b>\$1,494.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$149.45</b>
<b>Total Net Fees</b>				<b>\$1,345.05</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$174.86</b>
<b>Invoice Total for Current Period</b>				<b>\$1,519.91</b>

**Cinram - Receiver**  
**413024.0010 - December 31, 2012**  
**Invoice # 29000473**

<b>Date</b>	<b>TK#</b>	<b>Name</b>	<b>Hours</b>	<b>Amount</b>	<b>Narrative</b>
12/18/12	15273	Ana Arevalo	0.40	\$ 44.00	Preparing draft invoice for period ending December 16, 2012.
12/21/12	15273	Ana Arevalo	0.30	\$ 33.00	Finalizing invoice for period ending December 16, 2012.
12/18/12	18003	Michael Kennedy	0.70	\$ 220.50	Returned emails on the Receiver's Hotline, completed employee Proof of Claim reconciliations.
12/19/12	18003	Michael Kennedy	0.90	\$ 283.50	Returned voicemails on the Receiver's Hotline, reconciled completed employee Proof of Claim forms.
12/20/12	18003	Michael Kennedy	0.80	\$ 189.00	Returned emails on the Receiver's Hotline.
12/21/12	18003	Michael Kennedy	2.30	\$ 724.50	Service Canada master mailing list address reconciliation with completed Proof of Claim forms, returned voicemails and emails on the Receiver's Hotline.
<b>TOTAL</b>			<b>5.20</b>	<b>\$ 1,494.50</b>	



**FTI**  
CONSULTING

**Invoice Remittance**

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

January 31, 2013  
FTI Invoice No. 29000506  
FTI Job No. 413024.0010  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through January 31, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$10,127.00
Less Voluntary Reduction.....	-\$1,012.70
<b>Net Professional Fees.....</b>	<b>\$9,114.30</b>
Expenses.....	\$0.00
<b>Total Fees and Expenses.....</b>	<b>\$10,127.00</b>
HST Registration No. 835718024RT0001 .....	\$1,184.86
<b>Total Amount Due this Period.....</b>	<b>\$10,299.16</b>
<b>Total Amount Due.....</b>	<b>\$10,299.16</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

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

January 31, 2013  
FTI Invoice No. 29000506  
FTI Job No. 413024.0010  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through January 31, 2013

Name	Title	Rate	Hours	Total
Michael Kennedy	Consultant	\$315.00	29.1	\$9,166.50
Golnaz Haghiri	Consultant	\$285.00	3.1	\$883.50
Ana Arevalo	Administrative Professional	\$110.00	0.7	\$77.00
<b>Total Hours and Fees</b>			<b>32.9</b>	<b>\$10,127.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$1,012.70</b>
<b>Total Net Fees</b>				<b>\$9,114.30</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,184.86</b>
<b>Invoice Total for Current Period</b>				<b>\$10,299.16</b>

Cinram - Receiver  
 413024.0010 - January 31, 2013  
 Invoice # 29000506

Date	TK#	Name	Hours	Amount	Narrative
01/01/13	15273	Ana Arevalo	0.40	\$ 44.00	Preparing draft invoice for period ending December 31, 2012.
01/02/13	15273	Ana Arevalo	0.30	\$ 33.00	Finalizing invoice for period ending December 31, 2012.
01/11/13	15768	Golnaz Haghiri	0.90	\$ 256.50	Assisted with processing of WEPPA forms.
01/09/13	15768	Golnaz Haghiri	1.30	\$ 370.50	Internal FTI meeting re: WEPPA. Working on Trustee Information Form.
01/04/13	15768	Golnaz Haghiri	0.40	\$ 114.00	Internal FTI meeting re: WEPPA.
01/03/13	15768	Golnaz Haghiri	0.50	\$ 142.50	Internal FTI meeting re: WEPPA.
01/14/13	18003	Michael Kennedy	1.40	\$ 441.00	Internal FTI meeting regarding WEPPA comments for Monitor's Report; call with Service Canada regarding confirmation of trustee registration number and CRA number; correspondence with A. Plourins of Cinram re: CRA number for specific entity.
01/15/13	18003	Michael Kennedy	0.40	\$ 126.00	Returned voicemails on the Receiver's Hotline
01/16/13	18003	Michael Kennedy	3.80	\$ 1,197.00	Preparation and organization for individual employee letters that were to be mailed containing information sent to Service Canada regarding their potential WEPPA claim
01/22/13	18003	Michael Kennedy	1.10	\$ 346.50	Returned voicemails on the Receiver's hotline; preparation and mailing of employee Trustee Information Form's for their own records.
01/24/13	18003	Michael Kennedy	0.70	\$ 220.50	Returned voicemails on the Receiver's hotline
01/28/13	18003	Michael Kennedy	0.60	\$ 189.00	Returned emails on the Receiver's Hotline
01/29/13	18003	Michael Kennedy	1.80	\$ 567.00	Returned calls and emails on the Receiver's Hotline;
01/31/13	18003	Michael Kennedy	2.20	\$ 693.00	Additional call with Service Canada re: treatment of [REDACTED] and also maximum amount of WEPPA distributions; returned emails and voicemails on the Receiver's Hotline.
01/02/13	18003	Michael Kennedy	3.40	\$ 1,071.00	Reconciled employees Proof of Claim addresses to master list address, responded to both employee emails and voicemails on the Receiver's Hotline.
01/03/13	18003	Michael Kennedy	0.90	\$ 283.50	Responded to employee voicemails on the Receiver's Hotline.
01/04/13	18003	Michael Kennedy	2.40	\$ 756.00	Completed reconciliation of employee Proof of Claim addresses to master list, internal FTI meeting regarding formatting of Trustee Information Form.
01/09/13	18003	Michael Kennedy	3.10	\$ 976.50	Returned voicemails and emails on the Receiver's Hotline; reconciled vacation percentages on Master Mailing spreadsheet; email correspondence with Cinram regarding Canada Revenue Agency number.
01/10/13	18003	Michael Kennedy	3.80	\$ 1,197.00	Additions to Service Canada Trustee Information Form mail merge document; responded to emails on the Receiver's Hotline; call with Service Canada regarding treatment of employees who submit their POC's to the Receiver [REDACTED]
01/11/13	18003	Michael Kennedy	3.50	\$ 1,102.50	Population, organization, and formatting of Trustee Information Form's for Service Canada; returned emails on the Receiver's Hotline.
<b>TOTAL</b>			<b>32.90</b>	<b>\$ 10,127.00</b>	



**FTI**  
CONSULTING

**Invoice Remittance**

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

February 28, 2013  
FTI Invoice No. 29000528  
FTI Job No. 413024.0010  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through February 28, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$3,200.50
Less Voluntary Reduction.....	-\$320.05
Net Professional Fees.....	\$2,880.45
Expenses.....	\$0.00
Total Fees and Expenses.....	\$3,200.50
HST Registration No. 835718024RT0001 .....	\$374.46
Total Amount Due this Period.....	\$3,254.91
<b>Total Amount Due.....</b>	<b><u>\$3,254.91</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**



**FTI**  
CONSULTING

*Invoice Summary*

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

February 28, 2013  
FTI Invoice No. 29000528  
FTI Job No. 413024.0010  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through February 28, 2013

Name	Title	Rate	Hours	Total
Michael Kennedy	Consultant	\$325.00	9.6	\$3,120.00
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>10.3</b>	<b>\$3,200.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$320.05</b>
<b>Total Net Fees</b>				<b>\$2,880.45</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$374.46</b>
<b>Invoice Total for Current Period</b>				<b>\$3,254.91</b>



**Cinram - Receiver**  
**413024.0010 - February 28, 2013**  
**Invoice # 29000528**

Date	TK#	Name	Hours	Amount	Narrative
02/01/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending January 31, 2013.
02/03/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending January 31, 2013.
02/01/13	18003	Michael Kennedy	1.10	\$ 357.50	Returned multiple voicemails and emails on the Receiver's Hotline; additional Proof of Claim forms submitted to Service Canada for review.
02/04/13	18003	Michael Kennedy	0.80	\$ 260.00	Returned emails and voicemails on the Receiver's Hotline.
02/05/13	18003	Michael Kennedy	1.10	\$ 357.50	Returned voicemails on the Receiver's Hotline; online additions to WEPPA website for employees submitting late Proof of Claims.
02/07/13	18003	Michael Kennedy	0.60	\$ 195.00	Phone conversations with multiple employees regarding status of WEPPA claims.
02/14/13	18003	Michael Kennedy	1.20	\$ 390.00	Call with Service Canada re: treatment of certain employees claims and instructions to [REDACTED] Proof of Claim's online at Service Canada website; call with certain employees describing current status of claims.
02/15/13	18003	Michael Kennedy	0.50	\$ 162.50	[REDACTED] Proof of Claim's online at Service Canada website.
02/21/13	18003	Michael Kennedy	0.80	\$ 260.00	Returned 3 voicemails on the Receiver's Hotline
02/22/13	18003	Michael Kennedy	0.80	\$ 260.00	Returned 2 voicemails on the Receiver's Hotline; amended employee Proof of Claim on the Service Canada website.
02/25/13	18003	Michael Kennedy	1.20	\$ 390.00	Returned voicemails on the Receiver's Hotline; amended Proof of Claim's for certain employees on the Service Canada website; reconciliation of Service Canada documents received detailing payment status on eligible employees
02/27/13	18003	Michael Kennedy	0.70	\$ 227.50	[REDACTED] employees on the Service Canada website; returned 2 emails on the Receiver's Hotline.
02/28/13	18003	Michael Kennedy	0.80	\$ 260.00	Returned 3 calls to employees re: status of WEPPA claims; amended [REDACTED] of Claim's for employees on the Service Canada website.
<b>TOTAL</b>			<b>10.30</b>	<b>\$ 3,200.50</b>	



**FTI**  
CONSULTING

**Invoice Remittance**

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

March 31, 2013  
FTI Invoice No. 29000561  
FTI Job No. 413024.0010  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through March 31, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$828.00
Less Voluntary Reduction.....	-\$82.80
Net Professional Fees.....	\$745.20
Expenses.....	\$0.00
Total Fees and Expenses.....	\$828.00
HST Registration No. 835718024RT0001 .....	\$96.88
Total Amount Due this Period.....	\$842.08
<b>Total Amount Due.....</b>	<b>\$842.08</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**



**FTI**<sup>™</sup>  
CONSULTING

*Invoice Summary*

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

March 31, 2013  
FTI Invoice No. 29000561  
FTI Job No. 413024.0010  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through March 31, 2013

Name	Title	Rate	Hours	Total
Michael Kennedy	Consultant	\$325.00	2.3	\$747.50
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>3.0</b>	<b>\$828.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$82.80</b>
<b>Total Net Fees</b>				<b>\$745.20</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$96.88</b>
<b>Invoice Total for Current Period</b>				<b>\$842.08</b>

Cinram - Receiver  
413024.0010 - March 31, 2013  
Invoice # 29000561

Date	TK#	Name	Hours	Amount	Narrative
03/01/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft Invoice for period ending February 28, 2013.
03/04/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending February 28, 2013.
03/08/13	18003	Michael Kennedy	1.10	\$ 357.50	Added additional claims received to master list plus a [REDACTED] returned 3 voicemails on the Receiver's Hotline.
03/13/13	18003	Michael Kennedy	0.80	\$ 260.00	Additional claims [REDACTED] Service Canada website; returned 2 voicemails on the Receiver's Hotline.
03/20/13	18003	Michael Kennedy	0.40	\$ 130.00	Submitted Trustee Information Form to Service Canada for certain employees.
<b>TOTAL</b>			<b>3.00</b>	<b>\$ 828.00</b>	



**FTI**<sup>™</sup>  
CONSULTING

**Invoice Remittance**

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

April 30, 2013  
FTI Invoice No. 29000596  
FTI Job No. 413024.0010  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$763.00
Less Voluntary Reduction.....	<del>-\$76.30</del>
Net Professional Fees.....	\$686.70
Expenses.....	\$0.00
Total Fees and Expenses.....	\$763.00
HST Registration No. 835718024RT0001 .....	\$89.27
Total Amount Due this Period.....	\$775.97
<b>Total Amount Due.....</b>	<b><u>\$775.97</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**



**F T I**  
CONSULTING

*Invoice Summary*

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

April 30, 2013  
FTI Invoice No. 29000596  
FTI Job No. 413024.0010  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2013

Name	Title	Rate	Hours	Total
Michael Kennedy	Consultant	\$325.00	2.1	\$682.50
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>2.8</b>	<b>\$763.00</b>
<b>Less Voluntary Reduction</b>				<b>-\$76.30</b>
<b>Total Net Fees</b>				<b>\$686.70</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$89.27</b>
<b>Invoice Total for Current Period</b>				<b>\$775.97</b>

**Cinram - Receiver**  
**413024.0010 - April 30, 2013**  
**Invoice # 29000596**

<b>Date</b>	<b>TK#</b>	<b>Name</b>	<b>Hours</b>	<b>Amount</b>	<b>Narrative</b>
04/01/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending March 31, 2013.
04/02/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending March 31, 2013.
04/05/13	18003	Michael Kennedy	0.60	\$ 195.00	Returned 2 emails and 2 voicemails on the Receiver's Hotline.
04/12/13	18003	Michael Kennedy	0.40	\$ 130.00	Returned emails to certain employees on the Receiver's Hotline. Returned 2 emails and 2 voicemails on the Receiver's Hotline;
04/15/13	18003	Michael Kennedy	0.80	\$ 260.00	[REDACTED]
04/30/13	18003	Michael Kennedy	0.30	\$ 97.50	Call with employee who has yet to submit a claim.
<b>TOTAL</b>			<b>2.80</b>	<b>\$ 763.00</b>	



*Invoice Remittance*

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

July 31, 2013  
FTI Invoice No. 29000673  
FTI Job No. 413024.0010  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$1,007.50
Less Voluntary Reduction.....	-\$100.75
Net Professional Fees.....	\$906.75
Expenses.....	\$0.00
Total Fees and Expenses.....	\$1,007.50
HST Registration No. 835718024RT0001 .....	\$117.88
Total Amount Due this Period.....	\$1,024.63
<b>Total Amount Due.....</b>	<b><u>\$1,024.63</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*

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

July 31, 2013  
FTI Invoice No. 29000673  
FTI Job No. 413024.0010  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2013

Name	Title	Rate	Hours	Total
Michael Kennedy	Consultant	\$325.00	3.1	\$1,007.50
<b>Total Hours and Fees</b>			<b>3.1</b>	<b>\$1,007.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$100.75</b>
<b>Total Net Fees</b>				<b>\$906.75</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$117.88</b>
<b>Invoice Total for Current Period</b>				<b>\$1,024.63</b>

Cinram - Receiver  
413024.0010 - July 31, 2013  
Invoice # 29000673

Date	TK#	Name	Hours	Amount	Narrative
07/09/13	18003	Michael Kennedy	0.80	\$ 260.00	Returned 2 emails and 1 voicemail on the Receiver's Hotline. Added additional claims to Service Canada and prepared employee packages for certain employees.
07/12/13	18003	Michael Kennedy	0.40	\$ 130.00	Email and phone correspondence with certain employees regarding their WEPPA claim status; prepared and mailed package to specific employees.
07/17/13	18003	Michael Kennedy	1.10	\$ 357.50	Call with Service Canada regarding information for certain Cinram employees who submitted claims; returned 2 voicemails on the Receiver's Hotline and submitted additional information to Service Canada for their review.
07/26/13	18003	Michael Kennedy	0.80	\$ 260.00	Returned 2 voicemails on the Receiver's Hotline; [REDACTED]
<b>TOTAL</b>			<b>3.10</b>	<b>\$ 1,007.50</b>	



**Invoice Remittance**

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

August 31, 2013  
FTI Invoice No. 29000707  
FTI Job No. 413024.0010  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$665.50
Less Voluntary Reduction.....	-\$66.55
Net Professional Fees.....	\$598.95
Expenses.....	\$0.00
Total Fees and Expenses.....	\$665.50
HST Registration No. 835718024RT0001 .....	\$77.86
Total Amount Due this Period.....	\$676.81
<b>Total Amount Due.....</b>	<b><u>\$676.81</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*

Mr. Steven Bissell  
Cinram International, Inc.  
c/o FTI Consulting Canada  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

August 31, 2013  
FTI Invoice No. 29000707  
FTI Job No. 413024.0010  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2013

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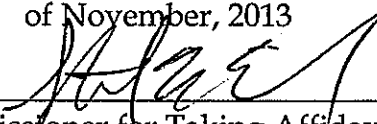
<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Michael Kennedy	Consultant	\$325.00	1.8	\$585.00
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>2.5</b>	<b>\$665.50</b>
<b>Less Voluntary Reduction</b>				<b>-\$66.55</b>
<b>Total Net Fees</b>				<b>\$598.95</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$77.86</b>
<b>Invoice Total for Current Period</b>				<b>\$676.81</b>

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Cinram - Receiver  
413024.0010 - August 31, 2013  
Invoice # 29000707

Date	TK#	Name	Hours	Amount	Narrative
08/01/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending July 31, 2013.
08/02/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending July 31, 2013.
08/09/13	18003	Michael Kennedy	0.40	\$ 130.00	Returned 2 voicemails on the Receiver's Hotline; [REDACTED]
08/13/13	18003	Michael Kennedy	0.70	\$ 227.50	Multiple conversations with certain employee regarding claim status; re-mailed employee package containing certain information.
08/28/13	18003	Michael Kennedy	0.70	\$ 227.50	Returned 1 voicemail on the Receiver's Hotline; [REDACTED]
<b>TOTAL</b>			<b>2.50</b>	<b>\$ 665.50</b>	

This is Exhibit "B"  
to the affidavit of Paul Bishop,  
sworn before me on the 29<sup>th</sup> day  
of November, 2013

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

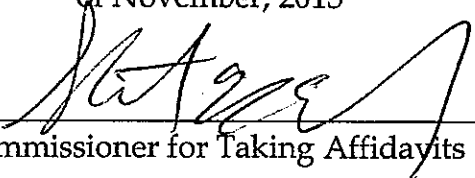
Stuart Martin Woody, a Commissioner,  
etc., Province of Ontario,  
while a Student-at-Law.  
Expires May 4, 2015.

Exhibit "B"

**Summary of FTI Receiver Fees  
Services Rendered October 1, 2012 - August  
31, 2013**

<b>Invoice #</b>	<b>Date</b>	<b>Fees</b>	<b>Expenses</b>	<b>HST</b>	<b>Total</b>	<b>Less 10 % on Fees</b>	<b>Net Total</b>
29000410	October 31, 2012	\$10,661.00	\$ -	\$1,247.34	\$11,908.34	\$(1,066.10)	\$10,842.24
29000431	November 22, 2012	\$12,834.50	\$ -	\$1,501.64	\$14,336.14	\$(1,283.45)	\$13,052.69
29000440	November 30, 2012	\$7,317.50	\$ -	\$856.15	\$8,173.65	\$(731.75)	\$7,441.90
29000462	December 21, 2012	\$5,426.00	\$ -	\$634.84	\$6,060.84	\$(542.60)	\$5,518.24
29000473	December 31, 2012	\$1,494.50	\$ -	\$174.86	\$1,669.36	\$(149.45)	\$1,519.91
29000506	January 31, 2013	\$10,127.00	\$ -	\$1,184.86	\$11,311.86	\$(1,012.70)	\$10,299.16
29000528	February 28, 2013	\$3,200.50	\$ -	\$374.46	\$3,574.96	\$(320.05)	\$3,254.91
29000561	March 31, 2013	\$828.00	\$ -	\$96.88	\$924.88	\$(82.80)	\$842.08
29000596	April 30, 2013	\$763.00	\$ -	\$89.27	\$852.27	\$(76.30)	\$775.97
29000673	July 31, 2013	\$1,007.50	\$ -	\$117.88	\$1,125.38	\$(100.75)	\$1,024.63
29000707	August 31, 2013	\$665.50	\$ -	\$77.86	\$743.36	\$(66.55)	\$676.81
<b>TOTAL</b>		<b>\$54,325.00</b>	<b>\$ -</b>	<b>\$6,356.03</b>	<b>\$60,681.03</b>	<b>\$(5,432.50)</b>	<b>\$55,248.53</b>

This is Exhibit "C"  
to the affidavit of Paul Bishop,  
sworn before me on the 29<sup>th</sup> day  
of November, 2013



Commissioner for Taking Affidavits

Stuart Martin Woody, a Commissioner,  
etc., Province of Ontario,  
while a Student-at-Law.  
Expires May 4, 2015.



Exhibit "C"

**Summary of FTI Receiver Fees  
Services Rendered October 1, 2012 - August 31, 2013**

<b>Professional</b>	<b>Title</b>	<b>Hours</b>	<b>Hourly Rate</b>	<b>Total</b>
Steven Bissell	Managing Director	4.70	\$700.00	\$3,290.00
Michael Kennedy	Consultant	136.20	\$315.00	\$42,903.00
Michael Kennedy	Consultant	18.90	\$325.00	\$6,142.50
Golnaz Haghiri	Consultant	4.50	\$285.00	\$1,282.50
Ana Arevalo	Admin. Professional	3.50	\$110.00	\$385.00
Ana Arevalo	Admin. Professional	2.80	\$115.00	\$322.00
<b>TOTAL</b>		<b>170.60</b>		<b>\$54,325.00</b>
<b>Less Voluntary Reduction (10%)</b>				<b>\$5,432.50</b>
<b>Net Professional Fees</b>				<b>\$48,892.50</b>

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 CINRAM INTERNATIONAL INC., CINRAM 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

AFFIDAVIT OF PAUL BISHOP

(SWORN NOVEMBER 29, 2013)

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