

**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"**

Applicants

**MOTION RECORD  
(Returnable April 2, 2014)**

**GOODMANS LLP**

Barristers & Solicitors

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1	Notice of Motion dated March 21, 2014
2	Draft Order

## **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

# TAB 1

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**

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

Applicants

**NOTICE OF MOTION  
(Returnable April 2, 2014)**

The Applicants will bring a motion before a Judge of the Commercial List on April 2, 2014, at 10:00 a.m. or as soon after that time as the matter may be heard at 330 University Avenue, Toronto, Ontario.

**PROPOSED METHOD OF HEARING:** The motion is to be heard orally.

**1. THE APPLICANTS MAKE A MOTION FOR AN ORDER:**

- (a) validating the service of this Notice of Motion and the Motion Record and dispensing with further service thereof;
- (b) approving the sale of the Property (as defined in the Olyphant Purchase Agreement) by CMFG LLC, formerly Cinram Manufacturing LLC ("**CMFG**") to Cinram Property Group, LLC (the "**Purchaser**") contemplated by the Purchase and Sale Agreement between CMFG and the Purchaser dated March 17, 2014 (the "**Olyphant Purchase Agreement**") appended to the Twelfth Report (the "**Monitor's Twelfth Report**") of FTI Consulting Canada Inc., in its capacity as the Court-appointed monitor of the Applicants (the "**Monitor**");
- (c) authorizing CMFG to enter into the Olyphant Purchase Agreement;

- (d) authorizing CMFG to complete the transactions contemplated by the Olyphant Purchase Agreement (the “**Sale Transaction**”);
- (e) upon delivery of the Monitor’s Certificate by the Monitor to the Purchaser, vesting all of CMFG’s right, title and interest in and to the Property in the Purchaser, free and clear of all interests, liens, charges and encumbrances (with certain exceptions), as set out in the Property Sale Approval and Vesting Order; and
- (f) such further and other relief as counsel may request and this Honourable Court deems just.

**2. THE GROUNDS FOR THE MOTION ARE:**

- (a) On June 25, 2012, this Honourable Court made an Order (the “**Initial Order**”), *inter alia*: (i) granting a stay of proceedings under the CCAA against the Applicants and C International Limited Partnership, formerly Cinram International Limited Partnership (together with the Applicants, the “**CCAA Parties**”) and the subsidiaries of the CCAA Parties that are also party to agreements to which the CCAA Parties are parties; (ii) appointing FTI Consulting Canada Inc. as the Monitor of the CCAA Parties in these CCAA proceedings; and (iii) appointing CRW International ULC, formerly Cinram International ULC (“**CRW**”) as the foreign representative of the CCAA Parties;
- (b) The stay of proceedings pursuant to the Initial Order was granted to July 25, 2012, and has been subsequently extended by Orders of this Honourable Court to June 6, 2014;
- (c) On July 12, 2012, this Honourable Court made an order (the “**Approval and Vesting Order**”), *inter alia*, approving the sale of substantially all of the property and assets used in connection with the business carried on by C International Income Fund, formerly Cinram International Income Fund, and its direct and indirect subsidiaries (collectively, the “**Company**”) in North America contemplated by the asset purchase agreement between CII and Cinram Group,

Inc. (formerly Cinram Acquisition, Inc.) (“**CGI**”) dated June 22, 2012 (the “**Asset Purchase Agreement**”) and certain additional relief;

- (d) On July 25, 2012, CRW, in its capacity as the foreign representative for CII and each of the Applicants that are U.S. entities (collectively, the “**U.S. Debtors**”), obtained an order under chapter 15 of title 11 of the United States Code, as amended from time to time (the “**Bankruptcy Code**”), from the United States Bankruptcy Court for the District of Delaware (the “**U.S. Court**”), *inter alia*, recognizing on a final basis these CCAA proceedings as the “foreign main proceedings” of the CCAA Parties and recognizing on a final basis the Initial Order;
- (e) On July 25, 2012, 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 Approval and Vesting Order, authorizing the assumption and assignment of certain executory contracts and unexpired leases, and granting certain related relief;
- (f) Pursuant to the Asset Purchase Agreement, the Property, which includes the manufacturing facility located at 1400 East Lackawanna Avenue, Olyphant, Pennsylvania (the “**Olyphant Facility**”), is an excluded asset and was not sold to CGI;
- (g) In accordance with the Asset Purchase Agreement, on August 31, 2012, CII and CGI entered into a Transition Services Agreement (the “**Transition Services Agreement**”), which Transition Services Agreement provides for, among other things, use by CGI of the Olyphant Facility with all costs of operation and use of the Olyphant Facility borne by CGI (but otherwise rent free) until August 31, 2014;
- (h) On October 2, 2012, the CCAA Parties, with the assistance of the Monitor in consultation with the advisors to the Pre-Petition First Lien Lenders (as defined in the Initial Order), engaged Cushman & Wakefield of Pennsylvania, Inc. as real estate broker to assist in the sale and marketing of the Olyphant Facility;



- (i) The lengthy and extensive marketing process culminated in February 2014 and CMFG, in consultation with the Monitor and the advisors to the Pre-Petition First Lien Lenders, negotiated and entered into the Olyphant Purchase Agreement with the Purchaser, a subsidiary of CGI;
- (j) The Order being sought by the Applicants for the approval of the Sale Transaction and the Olyphant Purchase Agreement, and the vesting in the Purchaser of CMFG's right, title and interest in and to the Property is a key condition to the completion of the Sale Transaction;
- (k) Taking into account, among other things, aggregate value to stakeholders and timing and probability of closing, the Sale Transaction represents the best available transaction in the circumstances and is in the best interests of the CCAA Parties and their stakeholders as a whole;
- (l) The Applicants consulted extensively with the Monitor with respect to the relief sought on this motion and the Monitor will be filing the Monitor's Twelfth Report in connection with this motion;
- (m) The Applicants' motion is supported by the Pre-Petition First Lien Agent (as defined in the Initial Order);
- (n) The provisions of the CCAA and this Honourable Court's equitable and statutory jurisdiction thereunder;
- (o) Rules 2.03, 3.02, 16 and 37 of the Ontario *Rules of Civil Procedure*, R.R.O. 1990, Rec. 194, as amended; and
- (p) Such further and other grounds as counsel may advise and this Honourable Court permit.

**3. THE FOLLOWING DOCUMENTARY EVIDENCE WILL BE USED AT THE HEARING OF THE MOTION:**

- (a) the Monitor's Twelfth Report and any appendices attached thereto, to be filed;  
and
- (b) such further and other material as counsel may advise and this Honourable Court may permit.

Date: March 21, 2014

**GOODMANS LLP**  
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Lawyers for the Applicants

**TO: THE ATTACHED SERVICE LIST**

**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.

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Cinram Wireless LLC

CRSMI LLC, formerly Cinram Retail Services, LLC

One K Studios, LLC

**SCHEDULE "B"**

**Service List**

Court File No. CV12-9767-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
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**IN THE MATTER OF THE COMPANIES' CREDITORS  
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SCHEDULE "A"**

Applicants

**Service List**

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<b>TO:</b>	<p><b>GOODMANS LLP</b> Bay Adelaide Centre 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7</p> <p>Fax: (416) 979-1234</p> <p><b>SHEARMAN &amp; STERLING LLP</b> 599 Lexington Avenue New York, NY 10022</p> <p>Fax: 1 (212) 848-7179</p> <p><b>Lawyers for the Applicants</b></p>	<p><b>Robert J. Chadwick</b> Tel: (416) 597-4285 E-mail: rchadwick@goodmans.ca</p> <p><b>Melaney Wagner</b> Tel: (416) 597-4258 E-mail: mwagner@goodmans.ca</p> <p><b>Caroline Descours</b> Tel: (416) 597-6275 E-mail: cdescours@goodmans.ca</p> <p><b>Douglas P. Bartner</b> Tel: 1 (212) 848-8190 E-mail: dbartner@shearman.com</p> <p><b>Jill Frizzley</b> Tel: 1 (212) 848-8174 E-mail: jfrizzley@shearman.com</p>

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<b>AND TO:</b>	<b>BANK OF THE WEST, TRINITY DIVISION</b> 475 Sansome St 19th Fl San Francisco, CA 94111-123	
<b>AND TO:</b>	<b>BMT LEASING INC</b> PO Box 692 Bryn Mawr, PA 19010-0692	
<b>AND TO:</b>	<b>BMT LEASING, INC. dba BRYN MAWR FUNDING</b> 6 South Bryn Mawr Ave Bryn Mawr, PA 19010	
<b>AND TO:</b>	<b>COACTIVE CAPITAL PARTNERS LLC</b> 655 Business Center Dr Suite 250 Horsham, PA 19044	



<b>AND TO:</b>	<b>COMMERCE COMMERCIAL LEASING, LLC</b> 2059 Springdale Road Cherry Hill, NJ 08003	
<b>AND TO:</b>	<b>COMMONWEALTH OF KENTUCKY</b> Office of Employment and Training Division of Unemployment Insurance P.O. Box 948 Frankfort, KY 40602-0948	
<b>AND TO:</b>	<b>COMMUNITY BANK</b> 2800 North Hollywood Way Burbank, CA 91505	
<b>AND TO:</b>	<b>CROWN CREDIT COMPANY</b> 40 S Washington St New Bremen, OH 45869	
<b>AND TO:</b>	<b>CRYOVAC, INC.</b> P.O. Box 464 Duncan, SC 29334	
<b>AND TO:</b>	<b>DE LAGE LANDEN FINANCIAL SERVICES, INC.</b> 1111 Old Eagle School Road Wayne, PA 19087	
<b>AND TO:</b>	<b>DIMENSION FUNDING LLC</b> 17748 Skypark Circle Ste 100 Irvine, CA 92614	
<b>AND TO:</b>	<b>DIMENSION FUNDING LLC</b> 6 Hughes, Suite 220 Irvine, CA 92618	
<b>AND TO:</b>	<b>EMC CORPORATION</b> 176 South Street Hopkinton, MA 01748	
<b>AND TO:</b>	<b>ERVIN LEASING COMPANY</b> 3893 Research Park Drive Ann Arbor, MI 48106	

<b>AND TO:</b>	<b>FIJIFILM SERICOL USA INC.</b> 1101 West Cambridge Drive Kansas City, KS 66103	
<b>AND TO:</b>	<b>FIRST UNION COMMERCIAL CORPORATION</b> One Wachovia Center Mail Code NC0738 Charlotte, NC 28288	
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<b>AND TO:</b>	<b>GREATER BAY BANK N.A.</b> 300 Trie-State International Ste. 400 Lincolnshire, IL 60069	
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<b>AND TO:</b>	<b>MARLIN BUSINESS BANK</b> 2795 E Cottonwood Pkwy Salt Lake City, UT 84121	
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<b>AND TO:</b>	<b>NEW LINE HOME ENTERTAINMENT, INC.</b> Attn Beth Baier/WHV 4000 Warner Blvd Burbank, CA 91522	
<b>AND TO:</b>	<b>NEW LINE HOME ENTERTAINMENT, INC.</b> Attn Amy Goodman SVP c o New Line Cinema 888 7th Avenue New York, NY 10106	
<b>AND TO:</b>	<b>NMHG FINANCIAL SERVICES INC.</b> P.O. Box 35701 Billings, MT 59107-5701	
<b>AND TO:</b>	<b>ORION ASSET MANAGEMENT, LLC</b> 2210 Woodland Dr Manitowoc, WI 54220	
<b>AND TO:</b>	<b>PARTNERS EQUITY CAPITAL COMPANY LLC</b> 650 Business Center Dr Suite 250 Horsham, PA 19044	
<b>AND TO:</b>	<b>PURE HEALTH SOLUTIONS, INC (PHSI)</b> 120 E Lake St Ste 401 Sanpoint, ID 83864  and  950 Corporate Woods Parkway Vernon Hills, IL 60061	
<b>AND TO:</b>	<b>RAYMOND LEASING CORPORATION</b> Corporate Headquarters P.O. Box 130 Greene, NY 13778	

<b>AND TO:</b>	<b>RAYMOND LEASING CORPORATION</b> 20 South Canal Street Greene, NY 13778	
<b>AND TO:</b>	<b>SANTA BARBARA BANK &amp; TRUST LEASING DIVISION</b> 1505 Chapala St PO Box 1196 Santa Barbara, CA 93101	
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<b>AND TO:</b>	<b>THOMPSON TRACTOR CO., INC.</b> P.O. Box 10367 Birmingham, AL 35202	
<b>AND TO:</b>	<b>U.S. BANCORP</b> 1310 Madrid Street Marshall, MN 56258	
<b>AND TO:</b>	<b>UBISOFT, INC.</b> 625 Third Street, 3rd Floor San Francisco, CA 94107	
<b>AND TO:</b>	<b>UNAXIS USA, INC.</b> 18881 Von Karman Avenue Irvine, CA. 92612	
<b>AND TO:</b>	<b>WACHOVIA FINANCIAL SERVICES, INC.</b> One Wachovia Center Mail Code NC0738 Charlotte, NC 28288-0738	

<b>AND TO:</b>	<p><b>WARNER BROS.</b>  <b>ENTERTAINMENT CANADA INC., WARNER HOME BROS ENTERTAINMENT CANADA INC., WARNER HOME VIDEO BENELUX</b>, a Division of Warner Bros. Entertainment Nederland B.V.,  <b>WARNER HOME VIDEO BENELUX</b>, a Division of Warner Bros. Entertainment Neederkan R.V.,  <b>WARNER HOME VIDEO FRANCE</b>, a Division of Warner Bros. Entertainment France S.A.S.,  <b>WARNER HOME VIDEO GERMANY</b>, a Division of Warner Bros Entertainment GMBH,  <b>WARNER HOME VIDEO INC.</b>, a Division of Warner Bros. Home Entertainment Inc., <b>WARNER HOME VIDEO MEXICO S.A. DE C.V.</b>, <b>WARNER HOME VIDEO SPAIN</b>, a Division of Warner Bros. Entertainment Espana, SL,  <b>WARNER HOME VIDEO UK</b>, a Division of Warner Bros Entertainment UK Limited,  <b>WARNER HOME VIDEO</b>, a Division of Warner Bros Home Entertainment Inc.</p> <p>Attn Beth Baier SVP &amp; General Counsel  4000 Warner Blvd  Burbank, CA 91522</p>	
<b>AND TO:</b>	<p><b>WELLS FARGO EQUIPMENT FINANCE INC</b>  733 Marquette Ave Ste 300  Minneapolis, MN 55402</p>	
<b>AND TO:</b>	<p><b>SCRANTON LACKAWANNA INDUSTRIAL BUILDING COMPANY</b>  222 Mulberry St.  Scranton, PA 18503</p>	

<b>AND TO:</b>	<b>THE PENNSYLVANIA INDUSTRIAL DEVELOPMENT AUTHORITY</b> 222 Mulberry St. Scranton, PA 18503	
<b>AND TO:</b>	<b>PPL CORPORATION (F/K/A PA POWER &amp; LIGHT COMPANY)</b> Two North Ninth Street Allentown, PA 18101	
<b>AND TO:</b>	<b>SIGNET LEASING AND FINANCIAL CORPORATION</b> 7 St. Paul Street Baltimore, Maryland 21202	
<b>AND TO:</b>	<b>LINC</b> 1401 East Lackawanna Avenue Olyphant, PA 18447	

6309303

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

Court File No: CV12-9767-00CL

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF C  
INTERNATIONAL INC., C INTERNATIONAL INCOME FUND, CII TRUST AND THE  
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**ONTARIO  
SUPERIOR COURT OF JUSTICE-  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**NOTICE OF MOTION**

**GOODMANS LLP**

Barristers & Solicitors  
333 Bay Street, Suite 3400  
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Lawyers for the Applicants

# TAB 2



Court File No. CV12-9767-00CL

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

THE HONOURABLE ●	)	WEDNESDAY, THE 2 <sup>ND</sup>
	)	
JUSTICE ●	)	DAY OF APRIL, 2014

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

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

Applicants

**ORDER**  
**(Property Sale Approval and Vesting Order)**

THIS MOTION, made by C International Inc., formerly Cinram International Inc. ("CII"), C International Income Fund, formerly Cinram International Income Fund, CII Trust and the companies listed in Schedule "A" hereto (collectively, the "**Applicants**") for an order:

- (i) approving the sale of the Property (as defined in the Olyphant Purchase Agreement) by CMFG LLC, formerly Cinram Manufacturing LLC ("**CMFG**") to Cinram Property Group, LLC (the "**Purchaser**") contemplated by the Purchase and Sale Agreement between CMFG and the Purchaser dated March 17, 2014 (the "**Olyphant Purchase Agreement**") appended to the Twelfth Report of FTI Consulting Canada Inc., in its capacity as the Court-appointed monitor of the Applicants (the "**Monitor**") dated March ●, 2014 (the "**Monitor's Twelfth Report**");
- (ii) authorizing CMFG to enter into the Olyphant Purchase Agreement;

DRAFT: 1 - 3/21/2014 10:43 AM

- (iii) authorizing CMFG to complete the transactions contemplated by the Olyphant Purchase Agreement (the “**Sale Transaction**”); and
- (iv) upon delivery of the Monitor’s Certificate (as defined below) by the Monitor to the Purchaser, vesting all of CMFG’s right, title and interest in and to the Property in the Purchaser, free and clear of all interests, liens, charges and encumbrances (with certain exceptions), as set out in this Property Sale Approval and Vesting Order,

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Monitor’s Twelfth Report, and on hearing the submissions of counsel for the Applicants, the Monitor, the Purchaser, the Pre-Petition First Lien Agent and the Pre-Petition Second Lien Agent (each as defined in the Initial Order dated June 25, 2012), no one appearing and making submissions for any other person served with the Motion Record, although properly served as appears from the affidavit of ● sworn ●, 2014, filed:

1. THIS COURT ORDERS that the service of the Notice of Motion and the Motion Record is hereby validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. THIS COURT ORDERS AND DECLARES that the Sale Transaction is hereby approved and the execution of the Olyphant Purchase Agreement by CMFG is hereby authorized and approved with such minor amendments as CMFG may deem necessary. CMFG is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Sale Transaction and for the conveyance of the Property to the Purchaser.
3. THIS COURT ORDERS AND DECLARES that upon delivery of the Monitor’s certificate to the Purchaser substantially in the form attached as Schedule “B” hereto (the “**Monitor’s Certificate**”) all of CMFG’s right, title and interest in and to the Property shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and

whether secured, unsecured or otherwise (collectively, the “**Claims**”) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Morawetz dated June 25, 2012; and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system (all of which are collectively referred to as the “**Encumbrances**”, which Claims and Encumbrances shall not include the Permitted Exceptions (as defined in the Olyphant Purchase Agreement) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Property are hereby expunged and discharged as against the Property.

4. THIS COURT ORDERS that with respect to CMFG, which is a U.S. Applicant (as defined in the affidavit of John Bell sworn June 23, 2012), this Order is subject to the issuance of an order by the United States Bankruptcy Court for the District of Delaware authorizing the sale and transfer of the Property that is located within the territorial jurisdiction of the United States, free and clear of and from any Claims and Encumbrances, which Claims and Encumbrances shall not include the Permitted Exceptions.

5. THIS COURT ORDERS that the net proceeds from the sale of the Property (the “**Net Proceeds**”) shall be paid to the Monitor and shall stand in the place and stead of the Property, and that from and after the delivery of the Monitor’s Certificate all Claims and Encumbrances (excluding the Permitted Exceptions) relating to the Property shall attach to the net proceeds from the sale of the Property with the same priority as they had with respect to the Property immediately prior to the sale, as if the Property had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale. The Net Proceeds shall be distributed by the Monitor in accordance with paragraph 12 of the Order of Justice Morawetz dated October 19, 2012 in these proceedings.

6. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Applicants or C

International Limited Partnership (together with the Applicants, the “**CCAA Parties**”) and any bankruptcy order issued pursuant to any such applications; and

- (c) any assignment in bankruptcy made in respect of the CCAA Parties;

the vesting of the Property in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the CCAA Parties and shall not be void or voidable by creditors of the CCAA Parties, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

7. THIS COURT ORDERS AND DECLARES that the Sale Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

8. THIS COURT ORDERS that the Monitor may rely on written notice from CMFG and the Purchaser regarding fulfillment of conditions to closing under the Olyphant Purchase Agreement and shall incur no liability with respect to delivery of the Monitor’s Certificate.

9. THIS COURT ORDERS AND DIRECTS the Monitor to file with the Court a copy of the Monitor’s Certificate, forthwith after the delivery thereof.

10. 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 and their 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 as may be necessary or desirable to give effect to this Order or to assist the CCAA Parties and their agents in carrying out the terms of this Order.

## **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” – Form of Monitor’s Certificate**

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

Applicants

**MONITOR’S CERTIFICATE**

**RECITALS**

A. Pursuant to an Order of the Honourable Morawetz of the Ontario Superior Court of Justice (the “**Court**”) dated June 25, 2012, FTI Consulting Canada Inc. was appointed as the Monitor (the “**Monitor**”) of the Applicants and Cinram International Limited Partnership (together with the Applicants, the “**CCAA Parties**”).

B. Pursuant to an Order of the Court dated April 2, 2014 (the “**Property Sale Approval and Vesting Order**”), the Court approved the purchase and sale agreement made as of March 17, 2014 (the “**Olyphant Purchase Agreement**”) between CMFG LLC (“**CMFG**”) and Cinram Property Group, LLC. (the “**Purchaser**”) and provided for the vesting in the Purchaser of CMFG’s right, title and interest in and to the Property, which vesting is to be effective with respect to the Property upon the delivery by the Monitor to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Property; and (ii) that the conditions to Closing as set out in Sections 4.6 and 4.7 of the Olyphant Purchase Agreement have been satisfied or waived by CMFG and the Purchaser.

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C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Olyphant Purchase Agreement or the Property Sale Approval and Vesting Order.

THE MONITOR CERTIFIES the following:

1. The Monitor has received the Purchase Price for the Property payable on the Closing Date pursuant to the Olyphant Purchase Agreement;
2. The Monitor has received written confirmation from the Purchaser and CMFG that the conditions to Closing as set out in Sections 4.6 and 4.7 of the Olyphant Purchase Agreement have been satisfied or waived by CMFG and the Purchaser; and
3. This Certificate was delivered by the Monitor at [TIME] on [DATE].

**FTI Consulting Canada Inc., solely in its capacity as Monitor of the CCAA Parties, and not in its personal or corporate capacity**

Per: \_\_\_\_\_

Name:

Title

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

Court File No: CV12-9767-00CL

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

Applicants

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

Proceeding commenced at Toronto

**ORDER**

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

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

Court File No. CV12-9767-00CL

Applicants

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**MOTION RECORD  
(Returnable April 2, 2014)**

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