

**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 July 31, 2015)**

**GOODMANS LLP**

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Lawyers for the Applicants

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

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1	Notice of Motion dated July 21, 2015
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***

**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  
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Applicants

**NOTICE OF MOTION  
(Returnable July 31, 2015)**

The Applicants will bring a motion before a Judge of the Commercial List on Friday, July 31, 2015, 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** substantially in the form attached at Tab 2 of the Motion Record (the "**Louisville Property Sale Approval and Vesting Order**"), *inter alia*:
  - (a) validating the service of this Notice of Motion and the Motion Record and dispensing with further service thereof;
  - (b) approving the sale transaction (the "**Transaction**") contemplated by the Lease and Option to Purchase Agreement between IHC Corporation ("**IHC**") and Accuserve Equipment and Supply, L.L.C. ("**Accuserve**") dated at or around April 16, 2015 (the "**Louisville Lease and Option Agreement**"), as amended by the First Amendment to the Lease and Option to Purchase Agreement dated at or around June 11, 2015 (the "**First Amendment**"), and the Notice of Exercise of Option to Purchase dated July 14, 2015 (the "**Notice**", collectively with the Louisville Lease and Option Agreement and the First Amendment, the "**Sale**

**Agreement**") appended to the Seventeenth Report (the "**Monitor's Seventeenth Report**") of FTI Consulting Canada Inc. ("**FTI**"), in its capacity as the Court-appointed monitor of the Applicants (the "**Monitor**");

- (c) authorizing and approving the execution of the Sale Agreement by IHC;
- (d) authorizing IHC to complete the Transaction and the conveyance of the real property municipally known as 4325 Shepherdsville Rd., Louisville, Kentucky, 40218 and as more fully described under the Sale Agreement as the "Leased Premises" (the "**Louisville Property**") to Accuprop, L.L.C. (the "**Purchaser**");
- (e) upon delivery of the Monitor's certificate substantially in the form attached as Schedule "B" to the Louisville Property Sale Approval and Vesting Order by the Monitor to the Purchaser, vesting all of IHC's right, title and interest in and to the Louisville Property in the Purchaser, free and clear of all interests, liens, charges and encumbrances, other than permitted encumbrances, as set out in Louisville Property Sale Approval and Vesting Order; and
- (f) such further and other relief as counsel may request and this Court deems just.

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

- (a) Unless otherwise indicated or defined herein, capitalized terms have the meaning given to them in the Initial Order granted by this Court in these proceedings on June 25, 2012 (the "**Initial Order**");
- (b) On June 25, 2012, this Court granted 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 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;

- (c) The stay of proceedings pursuant to the Initial Order was granted to July 25, 2012, and has been subsequently extended by Orders of this Court to September 4, 2015;
- (d) 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 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 the transactions contemplated thereunder, the “**Asset Sale Transaction**”); and (ii) approving the sale of the shares of Cooperatie Cinram Netherlands UA pursuant to the share purchase offer dated June 22, 2012 (the “**Share Purchase Offer**”) provided by CGI to CII and 1362806 Ontario Limited on the terms of the form of share purchase agreement appended to the Share Purchase Offer (the transaction contemplated thereunder, the “**Share Sale Transaction**”);
- (e) 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;
- (f) 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;

- (g) The Asset Sale Transaction closed on August 31, 2012 and the Share Sale Transaction closed on February 4, 2013;
- (h) Cinram Wireless LLC (“**Wireless**”) subsequently completed a sale of substantially all of its assets, which sale was approved by the Court on April 10, 2013 and recognized by the U.S. Court on April 22, 2013, and then completed the wind down of its business in June 2013;
- (i) On April 22, 2014, CMFG LLC, formerly Cinram Manufacturing LLC, completed the sale of its real estate property located in Olyphant, Pennsylvania, which sale was approved by the Court on April 2, 2014 and recognized by the U.S. Court on April 9, 2014;
- (j) On May 9, 2014, a sale of real estate property located in Madrid, Spain owned by Cinram Iberia SL (“**Cinram Spain**”), a non-applicant wholly-owned subsidiary of CII, was completed;
- (k) The Louisville Property is the remaining excluded asset of the CCAA Parties to be sold;
- (l) CB Richard Ellis Louisville (“**CBRE**”) was engaged and has been actively and extensively marketing the Louisville Property since October 2012;
- (m) A number of parties expressed interest in the Louisville Property and engaged in discussions with respect thereto, but no sale of the Louisville Property had been agreed to by such parties;
- (n) As reported to the Court in connection with the Applicants’ stay extension motion on June 2, 2015, on or around April 16, 2015, IHC and Accuserve entered into the Louisville Lease and Option Agreement, pursuant to which IHC had agreed to lease the premises to Accuserve for a period of eight months. Under the Louisville Lease and Option Agreement, Accuserve had the option to purchase the Louisville Property (the “**Option**”) within 60 days of the date of the agreement, subject to the granting of a Court Order approving any such sale of the



Louisville Property and the other terms and conditions of the Louisville Lease and Option Agreement;

- (o) Pursuant to the First Amendment, the period during which the Option was exercisable by Accuserve was extended by the parties through and including July 31, 2015;
- (p) On July 14, 2015, Accuserve delivered the Notice to IHC exercising the Option;
- (q) On July 20, 2015, Accuserve assigned its rights to purchase the Louisville Property to the Purchaser, an affiliate of Accuserve;
- (r) The expected closing date for the Transaction is August 5, 2015;
- (s) The Order being sought by the Applicants for the approval of the Transaction and the vesting in the Purchaser of IHC's right, title and interest in and to the Louisville Property is a key condition to the completion of the Transaction;
- (t) The Applicants will also be seeking recognition of the Louisville Property Sale Approval and Vesting Order, if granted, and approval of the Transaction by the U.S. Court, which approval is also a condition to the completion of the Transaction;
- (u) Taking into account, among other things, aggregate value to stakeholders and timing and probability of closing, the 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;
- (v) The Monitor oversaw the marketing of the Property and the entering into of the Sale Agreement, and will be filing the Monitor's Seventeenth Report in connection with this motion;
- (w) The Applicants' motion is supported by the Pre-Petition First Lien Agent;
- (x) The provisions of the CCAA and this Court's equitable and statutory jurisdiction thereunder;

- (y) Rules 2.03, 3.02, 16 and 37 of the Ontario *Rules of Civil Procedure*, R.R.O. 1990, Rec. 194, as amended; and
- (z) Such further and other grounds as counsel may advise and this Court permit.

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

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

Date: July 21, 2015

**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.

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

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One K Studios, LLC

**SCHEDULE "B"**

**Service List**

Court File No. CV12-9767-00CL

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Applicants

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<b>AND TO:</b>	<p><b>DEPARTMENT OF JUSTICE</b>  130 King Street West, Suite 3400  Toronto, ON M5X 1K6</p> <p>Fax: (416) 973-0810</p>	<p><b>Diane Winters</b>  Tel: (416) 973-3172  E-mail: diane.winters@justice.gc.ca</p>

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<b>AND TO:</b>	<b>JEFFERSON COUNTY SHERIFF'S OFFICE</b> 531 Court Place, 6 <sup>th</sup> Floor Louisville, KY 40202	
<b>AND TO:</b>	<b>LOUISVILLE AND JEFFERSON COUNTY METROPOLITAN SEWER DISTRICT</b> MSD Building 700 W Liberty St. Louisville, KY 40203	
<b>AND TO:</b>	<b>LOUISVILLE GAS AND ELECTRIC COMPANY</b> 820 West Broadway Louisville, KY 40202  and #1400, 220 W Main St. Louisville, KY 40202	
<b>AND TO:</b>	<b>LOUISVILLE WATER COMPANY</b> 550 South Third Street Louisville, KY 40202	
<b>AND TO:</b>	<b>MPS/IH, LLC</b> 4325 Old Shepherdsville Road Louisville, KY 40218	
<b>AND TO:</b>	<b>REPUBLIC BANK AND TRUST COMPANY</b> 601 West Market Street Louisville, KY 40202	



<b>AND TO:</b>	<b>G.N. JOHNSTON EQUIPMENT CO. LTD</b> 5990 Avebury Road Mississauga, ON L5R 3R2	
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<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	
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<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	
<b>AND TO:</b>	<b>GENERAL ELECTRIC CAPITAL CORPORATION</b> 44 Old Ridgebury Road Danbury, CT 06810	
<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>LEASENET GROUP, LLC</b> 2361 Morse Road (NC1N07) Columbus, OH 43229	
<b>AND TO:</b>	<b>MARLIN BUSINESS BANK</b> 2795 E Cottonwood Pkwy Salt Lake City, UT 84121	
<b>AND TO:</b>	<b>NATIONAL CITY COMMERCIAL CAPITAL COMPANY LLC</b> 995 Dalton Ave Cincinnati, OH 45203	
<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>	<p><b>PURE HEALTH SOLUTIONS, INC (PHSI)</b> 120 E Lake St Ste 401 Sanpoint, ID 83864</p> <p>and</p> <p>950 Corporate Woods Parkway Vernon Hills, IL 60061</p>	
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<b>AND TO:</b>	<p><b>RAYMOND LEASING CORPORATION</b> 20 South Canal Street Greene, NY 13778</p>	
<b>AND TO:</b>	<p><b>SANTA BARBARA BANK &amp; TRUST LEASING DIVISION</b> 1505 Chapala St PO Box 1196 Santa Barbara, CA 93101</p>	
<b>AND TO:</b>	<p><b>SINGULUS TECHNOLOGIES AG</b> Hanauer Landstrasse 103 Kahl Am Main 63796 Germany</p>	
<b>AND TO:</b>	<p><b>THOMPSON TRACTOR CO., INC.</b> P.O. Box 10367 Birmingham, AL 35202</p>	
<b>AND TO:</b>	<p><b>U.S. BANCORP</b> 1310 Madrid Street Marshall, MN 56258</p>	
<b>AND TO:</b>	<p><b>UBISOFT, INC.</b> 625 Third Street, 3rd Floor San Francisco, CA 94107</p>	
<b>AND TO:</b>	<p><b>UNAXIS USA, INC.</b> 18881 Von Karman Avenue Irvine, CA. 92612</p>	

<b>AND TO:</b>	<b>WACHOVIA FINANCIAL SERVICES, INC.</b> One Wachovia Center Mail Code NC0738 Charlotte, NC 28288-0738	
<b>AND TO:</b>	<b>WARNER BROS. 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.  Attn Beth Baier SVP & General Counsel 4000 Warner Blvd Burbank, CA 91522	
<b>AND TO:</b>	<b>WELLS FARGO EQUIPMENT FINANCE INC</b> 733 Marquette Ave Ste 300 Minneapolis, MN 55402	

<b>AND TO:</b>	<b>SCRANTON LACKAWANNA INDUSTRIAL BUILDING COMPANY</b> 222 Mulberry St. Scranton, PA 18503	
<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	

6475612

**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

**NOTICE OF MOTION**

**GOODMANS LLP**

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# TAB 2



Court File No. CV12-9767-00CL

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

THE HONOURABLE ●	)	FRIDAY, THE 31 <sup>ST</sup>
	)	
JUSTICE ●	)	DAY OF JULY, 2015

**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 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 approving the sale transaction (the "**Transaction**") contemplated by the Lease and Option to Purchase Agreement between IHC Corporation ("**IHC**") and Accuserve Equipment and Supply, L.L.C. ("**Accuserve**") dated at or around April 16, 2015, as amended by the First Amendment to the Lease and Option to Purchase Agreement dated at or around June 11, 2015, and the Notice of Exercise of Option to Purchase dated July 14, 2015 (collectively, the "**Sale Agreement**") appended to the Seventeenth Report of FTI Consulting Canada Inc., in its capacity as the Court-appointed monitor of the Applicants (the "**Monitor**") dated July 20, 2015 (the "**Monitor's Seventeenth Report**"), and vesting in Accuprop, L.L.C., to whom Accuserve assigned its rights to purchase the Property (as defined below) under the Sale Agreement (the "**Purchaser**"), IHC's

right, title and interest in and to the real property municipally known as 4325 Shepherdsville Rd., Louisville, Kentucky, 40218 and as more fully described under the Sale Agreement as the “Leased Premises” (the “**Property**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Monitor’s Seventeenth 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 ● 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 Transaction is hereby approved, and the execution of the Sale Agreement by IHC is hereby authorized and approved, with such minor amendments as IHC may deem necessary. IHC 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 Transaction and for the conveyance of the Property to the Purchaser.
3. THIS COURT ORDERS AND DECLARES that upon the delivery of the Monitor’s certificate to the Purchaser substantially in the form attached as Schedule “B” hereto (the “**Monitor’s Certificate**”), all of IHC’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 Sale Agreement) or the mortgages or other encumbrances given or created by Accuserve creating or constituting liens on the Property pursuant to the Sale Agreement (collectively, the “**Permitted Encumbrances**”)) 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 IHC, 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 Encumbrances.

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 Encumbrances) relating to the Property shall attach to the Net Proceeds 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 Administrative Reserve /Distribution /Transition 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 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 IHC and the Purchaser regarding fulfillment of conditions to closing under the Sale 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.

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**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*  
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**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 C International Limited Partnership, formerly Cinram International Limited Partnership (together with the Applicants, the “**CCAA Parties**”).

B. Pursuant to an Order of the Court dated July 31, 2015 (the “**Approval and Vesting Order**”), the Court approved the Sale Agreement (as defined in the Approval and Vesting Order) between the IHC Corporation (“**IHC**”) and Accuserve Equipment and Supply, L.L.C. (“**Accuserve**”) and provided for the vesting in Accuprop, L.L.C., to whom Accuserve assigned its rights to purchase the Property under the Sale Agreement (the “**Purchaser**”) of IHC’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 Section 12 of the Sale Agreement have been satisfied or waived by IHC and the Purchaser.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement or the 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 Sale Agreement;
2. The Monitor has received written confirmation from the Purchaser and IHC that the conditions to Closing as set out in Section 12 of the Sale Agreement have been satisfied or waived by IHC 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:

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,  
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**MOTION RECORD  
(Returnable July 31 2015)**

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