

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 15
	:	
CINRAM INTERNATIONAL INC.,	:	Case No. 12-11882
	:	
Debtor in a Foreign Proceeding.	:	
	:	
Employer's Tax Identification No.:	:	
4583	:	

In re:	:	Chapter 15
	:	
CINRAM (U.S.) HOLDING'S INC.,	:	Case No. 12-11883
	:	
Debtor in a Foreign Proceeding.	:	
	:	
Employer's Tax Identification No.:	:	
4792	:	

In re:	:	Chapter 15
	:	
CINRAM, INC.,	:	Case No. 12-11884
	:	
Debtor in a Foreign Proceeding.	:	
	:	
Employer's Tax Identification No.:	:	
7621	:	

In re:	:	Chapter 15
	:	
IHC CORPORATION,	:	Case No. 12-11885
	:	
Debtor in a Foreign Proceeding.	:	
	:	
Employer's Tax Identification No.:	:	
4225	:	

In re:

CINRAM MANUFACTURING LLC,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
2945

Chapter 15

Case No. 12-11886

In re:

CINRAM DISTRIBUTION LLC,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
3854

Chapter 15

Case No. 12-11887

In re:

CINRAM WIRELESS LLC,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
5915

Chapter 15

Case No. 12-11888

In re:

CINRAM RETAIL SERVICES LLC,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
1741

Chapter 15

Case No. 12-11889

In re:

ONE K STUDIOS, LLC,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
2132

Chapter 15

Case No. 12-11890

**FOREIGN REPRESENTATIVE'S MOTION FOR AN ORDER DIRECTING JOINT
ADMINISTRATION OF THE DEBTORS' CHAPTER 15 CASES**

Cinram International ULC, in its capacity as the authorized foreign representative (the "**Foreign Representative**") for the above-captioned debtors (collectively, the "**Debtors**")¹ in a proceeding (the "**CCAA Proceeding**") commenced under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), and pending before the Ontario Superior Court of Justice (the "**Canadian Court**"), files this motion (this "**Motion**") for entry of an order pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "**Local Rules**"), (a) authorizing and directing the joint administration of the Debtors' related chapter 15 cases for procedural purposes only, and (b) granting certain related relief. In support of this Motion, the Foreign Representative refers the Court to (i) the statements contained in the *Declaration of John Bell in Support of (I) Verified Chapter 15 Petitions, (II) Foreign Representative's Motion for Orders Granting Provisional and Final Relief in Aid of Foreign CCAA Proceeding, and (III) Certain Related Relief* (the "**Bell Declaration**"), and (ii) the *Foreign Representative's Memorandum of Law in Support of (I) Verified Chapter 15 Petitions*

¹ The Debtors' executive headquarters is located at 2255 Markham Road, Toronto, Ontario, M1B 2W3, Canada.

and (II) Motion for Orders Granting Provisional and Final Relief in Aid of Foreign CCAA Proceeding (the “**Memorandum of Law**”), which were each filed concurrently herewith and are incorporated herein by reference. In further support of the relief requested herein, the Foreign Representative respectfully represents as follows:

Jurisdiction and Venue

1. The Court has jurisdiction to consider this Motion pursuant to sections 157 and 1334 of title 28 of the United States Code, and the Amended Standing Order of Reference from the United States District Court for the District of Delaware dated as of February 29, 2012. These cases have been properly commenced, pursuant to section 1504 of title 11 of the United States Code, as amended from time to time (the “**Bankruptcy Code**”), by the filing of petitions for recognition of the CCAA Proceeding pursuant to section 1515 of the Bankruptcy Code. This is a core proceeding pursuant to section 157(b)(2)(P) of title 28 of the United States Code. Venue is proper in this District pursuant to section 1410 of title 28 of the United States Code. The statutory predicates for the relief requested herein are Bankruptcy Rule 1015(b) and Local Rule 1015-1.

Background

2. The Debtors are wholly owned indirect subsidiaries of Cinram International Income Fund, which, together with its affiliates, is one of the world’s largest providers of pre-recorded multimedia products and related logistics services. The Debtors and their affiliates manufacture DVDs™, Blu-ray™ discs, and CDs™ and provide distribution services for motion picture studios, music labels, video game publishers, computer software companies, telecommunication companies, and retailers around the world.

3. On the date hereof (the “**Petition Date**”), the Foreign Representative commenced these chapter 15 cases by filing, among other things, verified chapter 15 petitions

seeking recognition by the Court of the CCAA Proceeding as a foreign main proceeding under chapter 15 of the Bankruptcy Code.

4. Detailed information about the Debtors' business and operations, the events leading to the Petition Date, and the facts and circumstances surrounding the CCAA Proceeding and these cases is set forth in the Bell Declaration.

Relief Requested

5. By this Motion, the Foreign Representative seeks entry of an order pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1 directing (a) the joint administration of these cases for procedural purposes only, and (b) parties in interest to use a consolidated caption to indicate that any pleading filed relates to the jointly administered chapter 15 cases.

6. The Foreign Representative further requests that the caption of these chapter 15 cases be modified to reflect their joint administration. A proposed consolidated caption for all notices, applications, motions, and other pleadings (the "**Proposed Caption**") is as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----	X	
In re:	:	Chapter 15
	:	
CINRAM INTERNATIONAL INC., <i>et al.</i>,¹	:	Case No. 12-11882 (___)
	:	
Debtors in a Foreign Proceeding.	:	(Jointly Administered)
	:	
-----	X	

¹ The last four digits of the United States Tax Identification Number or Canadian Business Number, as applicable, of each of the Debtors follow in parentheses: (a) Cinram International Inc. (4583); (b) Cinram (U.S.) Holding's Inc. (4792); (c) Cinram, Inc. (7621); (d) Cinram Distribution LLC (3854); (e) Cinram Manufacturing LLC (2945); (f) Cinram Retail Services LLC (1741); (g) Cinram Wireless LLC (5915); (h) IHC Corporation (4225); and (i) One K Studios, LLC (2132). The Debtors' executive headquarters is located at 2255 Markham Road, Toronto, Ontario, M1B 2W3, Canada.

7. The Foreign Representative asks that the Court find that the Proposed Caption satisfies the requirements of section 342(c)(1) of the Bankruptcy Code.

8. In addition, the Foreign Representative requests that the Court authorize and direct that the following notation be entered on the docket for each of the Debtors' chapter 15 cases, except in the case of lead-debtor Cinram International Inc., to evidence the joint administration of these cases:

An order has been entered in this case directing the joint administration, for procedural purposes only, of the chapter 15 cases listed below. The docket of Cinram International Inc. in Case No. (12-11882) should be consulted for all matters affecting this case. The following chapter 15 cases are jointly administered pursuant to the joint administration order:

Cinram International, Inc., Cinram (U.S.) Holding's Inc., Case No. (12-11883); Cinram, Inc., Case No. (12-11884); Cinram Distribution LLC, Case No. (12-11885); Cinram Manufacturing LLC, Case No. (12-11886); Cinram Retail Services LLC, Case No. (12-11887); Cinram Wireless LLC, Case No. (12-11888); IHC Corporation, Case No. (12-11889); and One K Studios, LLC, Case No. (12-11890).

9. Further, the Foreign Representative requests that the Court authorize the Foreign Representative to use a combined service list for the jointly administered cases and that combined notices be sent to the Debtors' creditors and other parties in interest, as applicable.

Basis for Relief

10. Bankruptcy Rule 1015(b) provides, in relevant part, "if a joint petition or two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b).

Additionally, Local Rule 1015-1 states that:

An order of joint administration may be entered, without notice and an opportunity for hearing, upon filing of a motion for joint

administration . . . supported by an affidavit, declaration or verification, which establishes that the joint administration of two or more cases pending in this Court . . . is warranted and will ease the administrative burden for the Court and the parties.

The Debtors, consisting of a parent corporation and its wholly owned subsidiaries, are “affiliates,” as that term is defined in section 101(2) of the Bankruptcy Code. An order of joint administration relates to the routine administration of a case and may be entered by the Court on an *ex parte* basis. Local Rule 1015-1. Accordingly, the Court is authorized to grant the relief requested herein.

11. The Bell Declaration establishes that joint administration of these chapter 15 cases (a) is warranted because the Debtors’ financial affairs and business operations are closely related and (b) will ease the administrative burden of these cases on the Court and interested parties.

12. The Foreign Representative anticipates that the various notices, motions, hearings, orders, and other pleadings in these cases will affect all of the Debtors. With nine affiliated Debtors, each with its own case docket, the failure to jointly administer these cases would result in numerous duplicative pleadings filed for each issue and served upon separate service lists. Such duplication of substantially identical documents would be wasteful and would unnecessarily burden the Clerk of the Court (the “**Clerk**”).

13. Joint administration will permit the Clerk to use a single docket for all of the Debtors’ cases and to combine notices to creditors and other parties in interest of the Debtors. Joint Administration also will protect parties in interest in these cases by ensuring that they will be apprised of the various matters before the Court in all of these cases. The Foreign Representative further requests that the Proposed Caption set forth above be approved as the modified caption for these chapter 15 cases.

14. The rights of the respective creditors of each of the Debtors will not be adversely affected by joint administration of these cases inasmuch as the relief sought herein is purely procedural and not intended to affect substantive rights. Each creditor and party in interest will maintain whatever rights it has against the particular Debtor against which it allegedly has a claim or right. Indeed, the rights of all creditors will be enhanced by the reduction in costs resulting from joint administration. The Court and the Clerk also will be relieved of the burden of entering duplicative orders and keeping duplicative files, and supervision of the administrative aspects of these cases by the Office of the United States Trustee for the District of Delaware will be simplified.

15. Pursuant to section 342(c)(1) of the Bankruptcy Code, “[i]f notice is required to be given by the debtor to a creditor . . . such notice shall contain the name, address, and last four digits of the taxpayer identification number of the debtor.” The Proposed Caption contains all of the required information and, therefore, satisfies section 342(c) of the Bankruptcy Code.

Notice

16. Notice of this Motion has been provided to: (a) all persons or bodies authorized to administer foreign proceedings of the Debtors; (b) counsel to JPMorgan Chase Bank, N.A., as administrative agent under the Debtors’ proposed debtor in possession financing facility; (c) counsel to JPMorgan Chase Bank, N.A., as administrative agent to the Debtors’ prepetition secured lenders; and (d) the Office of the United States Trustee for the District of Delaware. The Foreign Representative requests that the Court grant this Motion without further notice to creditors. The Foreign Representative proposes to notify all creditors and parties in interest of the filing of the chapter 15 petitions and the Foreign Representative’s request for entry of an order recognizing the CCAA Proceeding as a foreign main proceeding in the form and

manner set forth in the *Foreign Representative's Motion for Order Scheduling Hearing and Specifying the Form and Manner of Service of Notice*, which was filed concurrently herewith. In light of the nature of the relief requested herein, the Foreign Representative submits that no other or further notice of this Motion is necessary or required.

No Prior Request

17. No prior request for the relief sought in this Motion has been made to this or any other court.

Conclusion

WHEREFORE, the Foreign Representative respectfully requests that the Court enter an order, substantially in the form attached hereto as Exhibit A, granting the relief requested herein and such other and further relief as may be just and proper.

Dated: Wilmington, Delaware
June 25, 2012

Respectfully submitted,

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-and-

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Co-Counsel to the Foreign Representative

EXHIBIT A
Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 15
	:	
CINRAM INTERNATIONAL INC.,	:	Case No. 12-11882
	:	
Debtor in a Foreign Proceeding.	:	
	:	
Employer's Tax Identification No.:	:	
4583	:	

In re:	:	Chapter 15
	:	
CINRAM (U.S.) HOLDING'S INC.,	:	Case No. 12-11883
	:	
Debtor in a Foreign Proceeding.	:	
	:	
Employer's Tax Identification No.:	:	
4792	:	

In re:	:	Chapter 15
	:	
CINRAM, INC.,	:	Case No. 12-11884
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Debtor in a Foreign Proceeding.	:	
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Employer's Tax Identification No.:	:	
7621	:	

In re:	:	Chapter 15
	:	
IHC CORPORATION,	:	Case No. 12-11885
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Debtor in a Foreign Proceeding.	:	
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4225	:	

In re:

CINRAM MANUFACTURING LLC,

Debtor in a Foreign Proceeding.

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2945

Chapter 15

Case No. 12-11886

In re:

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Employer's Tax Identification No.:
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Chapter 15

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In re:

CINRAM WIRELESS LLC,

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Employer's Tax Identification No.:
5915

Chapter 15

Case No. 12-11888

In re:

CINRAM RETAIL SERVICES LLC,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
1741

Chapter 15

Case No. 12-11889

In re:

ONE K STUDIOS, LLC,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
2132

Chapter 15

Case No. 12-11890

Ref. Docket No. _____

**ORDER DIRECTING JOINT ADMINISTRATION OF
THE DEBTORS' CHAPTER 15 CASES**

Upon consideration of the motion (the "**Motion**")¹ of Cinram International ULC, in its capacity as the authorized foreign representative (the "**Foreign Representative**") for the above-captioned debtors (collectively, the "**Debtors**")² in a proceeding commenced under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, and pending before the Ontario Superior Court of Justice, for the entry of an order (this "**Order**"), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "**Local Rules**"), authorizing and directing the joint administration of the Debtors' chapter 15 cases for procedural purposes only; and upon consideration of (a) the *Declaration of John Bell in Support of (I) Verified Chapter 15 Petitions, (II) Foreign Representative's Motion for Orders Granting Provisional and Final Relief in Aid of Foreign CCAA Proceeding, and (III) Certain Related Relief*, and (b) the *Foreign Representative's Memorandum of Law in Support of (I) Verified Chapter 15 Petitions and (II) Motion for Orders Granting Provisional and Final Relief in Aid of Foreign CCAA Proceeding*; and it appearing that

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

² The Debtors' executive headquarters is located at 2255 Markham Road, Toronto, Ontario, M1B 2W3, Canada.

this Court has jurisdiction to consider the Motion pursuant to sections 157 and 1334 of title 28 of the United States Code, and the Amended Standing Order of Reference from the United States District Court for the District of Delaware dated as of February 29, 2012; and no notice of the Motion being required pursuant to Local Rule 1015-1; and it appearing that the relief requested by the Motion is in the best interest of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is granted.
2. These cases are consolidated for procedural purposes only and shall be jointly administered by this Court.
3. The Clerk of this Court shall maintain one file and one docket for these jointly administered cases, which file and docket for all of these chapter 15 cases shall be the file and docket for Cinram International Inc., Case No. (12-11882).
4. All pleadings and other papers filed in these chapter 15 cases shall bear a consolidated caption in the following form:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----	X	
In re	:	Chapter 15
	:	
CINRAM INTERNATIONAL INC., et al.,¹	:	Case No. 12-11882 (___)
	:	
Debtors in a Foreign Proceeding.	:	(Jointly Administered)
	:	
-----	X	

¹ The last four digits of the United States Tax Identification Number or Canadian Business Number, as applicable, of each of the Debtors follow in parentheses: (a) Cinram International Inc. (4583); (b) Cinram (U.S.) Holding’s Inc. (4792); (c) Cinram, Inc. (7621); (d) Cinram Distribution LLC (3854); (e) Cinram Manufacturing LLC (2945); (f) Cinram Retail Services LLC (1741); (g) Cinram Wireless LLC (5915); (h) IHC Corporation (4225); and (i) One K Studios, LLC (2132). The Debtors’ executive headquarters is located at 2255 Markham Road, Toronto, Ontario, M1B 2W3, Canada.

5. The consolidated caption satisfies the requirements of Bankruptcy Code Section 342(c) in all respects.

6. A docket entry shall be made on the docket for each of the Debtors' cases, except in the case of Cinram International Inc., as follows:

An order has been entered in this case directing the joint administration, for procedural purposes only, of the chapter 15 cases listed below. The docket of Cinram International Inc. in Case No. (12-11882) should be consulted for all matters affecting this case. The following chapter 15 cases are jointly administered pursuant to the joint administration order:

Cinram International, Inc., Cinram (U.S.) Holding's Inc., Case No. (12-11883); Cinram, Inc., Case No. (12-11884); Cinram Distribution LLC, Case No. (12-11885); Cinram Manufacturing LLC, Case No. (12-11886); Cinram Retail Services LLC, Case No. (12-11887); Cinram Wireless LLC, Case No. (12-11888); IHC Corporation, Case No. (12-11889); and One K Studios, LLC, Case No. (12-11890).

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effectuating a substantive consolidation of any of these chapter 15 cases.

8. The Foreign Representative is authorized to (a) utilize a combined service list for the Debtors' jointly administered cases and (b) send combined notices to creditors of the Debtors' estates and other parties in interest as applicable.

9. The Foreign Representative is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

10. This Court shall retain jurisdiction with respect to any and all matters relating to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware
_____, 2012

UNITED STATES BANKRUPTCY JUDGE