

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

In re:	Chapter 15
CINRAM INTERNATIONAL INC.,	Case No. 12-11882 (KJC)
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 (KJC)
Debtor in a Foreign Proceeding.	
Employer's Tax Identification No.: 4792	
In re:	Chapter 15
CINRAM, INC.,	Case No. 12-11884 (KJC)
Debtor in a Foreign Proceeding.	
Employer's Tax Identification No.: 7621	
In re:	Chapter 15
IHC CORPORATION,	Case No. 12-11885 (KJC)
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 (KJC)

In re:

CINRAM DISTRIBUTION LLC,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
3854

Chapter 15

Case No. 12-11887 (KJC)

In re:

CINRAM WIRELESS LLC,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
5915

Chapter 15

Case No. 12-11888 (KJC)

In re:

CINRAM RETAIL SERVICES LLC,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
1741

Chapter 15

Case No. 12-11889 (KJC)

In re:

ONE K STUDIOS, LLC,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
2132

Chapter 15

Case No. 12-11890 (KJC)

Ref. Docket No. 2

**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 (KJC).
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 (KJC)
	:	
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 (KJC) 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 (KJC); Cinram, Inc., Case No. 12-11884 (KJC); Cinram Distribution LLC, Case No. 12-11885 (KJC); Cinram Manufacturing LLC, Case No. 12-11886 (KJC); Cinram Retail Services LLC, Case No. 12-11887 (KJC); Cinram Wireless LLC, Case No. 12-11888 (KJC); IHC Corporation, Case No. 12-11889 (KJC); and One K Studios, LLC, Case No. 12-11890 (KJC).

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
June 26, 2012


KEVIN GROSS
CHIEF UNITED STATES BANKRUPTCY JUDGE