

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

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In re	:	Chapter 15
	:	
CINRAM INTERNATIONAL INC., et al.,¹	:	Case No. 12-11882 (KJC)
	:	
Debtors in a Foreign Proceeding.	:	Jointly Administered
	:	
	:	Hearing Date: April 30, 2013 at 10:00 a.m. (ET)
	:	Objection Deadline: April 11, 2013 at 4:00 p.m. (ET)
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**FOREIGN REPRESENTATIVE’S MOTION TO AMEND
THE CAPTION OF THE DEBTORS’ CASES PURSUANT
TO 11 U.S.C. § 105(a); FED. R. BANKR. P. 1005, 2002(m),
AND 2002(n); AND DEL. BANKR. L.R. 9004-1(a)**

CRW International ULC, formerly Cinram International ULC, in its capacity as the authorized foreign representative (the “**Foreign Representative**”) for the above-captioned debtors (collectively, the “**Debtors**”) in a proceeding (the “**CCAA 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 (the “**Canadian Court**”), hereby submits this motion (the “**Motion**”) for entry of an order, pursuant to § 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”); Rules 1005, 2002(m), and 2002(n) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”); and Rule 9004-1(a) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of

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.

Delaware (the “**Local Rules**”), to change the caption of the Debtors’ cases. In support of the Motion, 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. These cases have been properly commenced pursuant to section 1504 of 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 § 105(a) of the Bankruptcy Code; Bankruptcy Rules 1005, 2002(m), and 2002(n); and Local Rule 9004-1(a).

Background

2. On June 25, 2012, the Foreign Representative commenced these chapter 15 cases by filing, among other things, verified chapter 15 petitions seeking recognition by this Court of the CCAA Proceeding as a foreign main proceeding under chapter 15 of the Bankruptcy Code.

3. On July 12, 2012, the Canadian Court entered the Approval and Vesting Order (the “**Canadian Sale Order**”) [Docket No. 57], which approved the sale of substantially all of the property and assets used in connection with the business carried on by the Debtors in North America.

4. On July 25, 2012, this Court entered an order (the “**Sale Order**”) [Docket No. 98] recognizing the Canadian Sale Order and approving the sale (the “**Sale**”) of certain of the Debtors’ U.S.-based assets pursuant to the terms and conditions set forth in that certain Asset

Purchase Agreement between Cinram International Inc. and Cinram Acquisition, Inc., dated as of June 22, 2012 (the “**APA**”). The Sale closed on August 31, 2012. Pursuant to Section 12.1(b) of the APA, the Debtors were required to change their names promptly after the closing of the Sale:

Promptly following the Closing, the Seller and its North American Affiliates shall cause their corporate names to be changed to names that do not include the word “Cinram”, if they have not done so prior to the Closing; provided, however, that the name of Cinram Wireless LLC shall not be required to be changed until the termination of its key customer contract, following which its name shall promptly be changed to a name that does not include the word “Cinram”.

APA § 12.1(b).

5. Further, under the Sale Order, the Foreign Representative and the Debtors were authorized to take any and all actions necessary to perform under, consummate, and implement that APA:

Pursuant to sections 363 and 105 of the Bankruptcy Code, the Foreign Representative and the Debtors are authorized to enter into and perform all of their obligations under and comply with the terms of the APA and consummate the Sale, pursuant to and in accordance with the terms and conditions of the APA and this Order, and to take any and all actions necessary and appropriate to implement the Canadian Sale Order, the APA, and this Order.

Sale Order ¶ 5.

6. Accordingly, certain of the Debtors’ names were changed as follows:

Previous Name	Updated Name
Cinram International Inc.	C International Inc.
Cinram Manufacturing LLC	CMFG LLC
Cinram Distribution LLC	CDIST LLC
Cinram (U.S.) Holding’s Inc.	CUSH Inc.
Cinram Retail Services LLC	CRSMI LLC
Cinram, Inc.	CIHV, Inc.

Additionally, following the Sale, the Foreign Representative’s name changed from “Cinram International ULC” to “CRW International ULC.” The names of Debtor entities Cinram Wireless LLC, IHC Corporation, and One K Studios, LLC have not changed.

Relief Requested

7. By this Motion, the Foreign Representative seeks entry of an order, pursuant to § 105(a) of the Bankruptcy Code; Bankruptcy Rules 1005, 2002(m), and 2002(n); and Local Rule 9004-1(a) amending the caption used in the Debtors’ chapter 15 cases to appear as follows:

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

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

8. Additionally, the Foreign Representative requests that this Court authorize the Clerk of the United States Bankruptcy Court for the District of Delaware and other parties in interest to any actions that are necessary to update the ECF filing system and their respective records to reflect the name changes, including the insertion of a docket entry in each of the

¹ The Debtors in these cases are as follows: (a) C International Inc.; (b) CUSH Inc.; (c) CIHV, Inc.; (d) CDIST LLC; (e) CMFG LLC; (f) CRSMI LLC; (g) Cinram Wireless LLC; (h) IHC Corporation; and (i) One K Studios, LLC.

relevant Debtors' chapter 15 cases announcing the Debtor name changes reflected in the amended case caption.

Basis for Relief

9. Pursuant to the authority provided by the Sale Order, the Foreign Representative and the Debtors have filed the necessary paperwork with the secretary-of-state offices in their respective states of organization to accomplish the required changes. The Foreign Representative respectfully requests that the Court approve the amendment of the case caption used in these chapter 15 cases to reflect these new Debtor names.

10. The Foreign Representative submits that the relief requested herein is routinely approved by courts in this district in situations similar to those present here. See, e.g., In re WAS Services, Inc., No. 12-10799 (MFW) (Bankr. D. Del. Sept. 28, 2012); In re CYDE Liquidating Co., No. 12-10633 (BLS) (Bankr. D. Del. June 22, 2012); In re Amicus Wind Down Corp., No. 11-13167 (KG) (Bankr. D. Del. Jan. 17, 2012); In re CEI Liquidation Estate, No. 09-14019 (KG) (Bankr. D. Del. Nov. 17, 2011); In re TSG Group, Inc. (f/k/a The SCO Group, Inc.), No. 07-11337 (KG) (Bankr. D. Del. May 19, 2011); In re TW Liquidation Corp., No. 10-14092 (CSS) (Bankr. D. Del. Apr. 18, 2011).

Notice

11. Notice of this Motion has been provided to: (a) counsel to JPMorgan Chase Bank, N.A., as agent under the Debtors' proposed debtor in possession financing facility; (b) counsel to JPMorgan Chase Bank, N.A., as administrative agent to the Debtors' prepetition secured lenders; (c) principal parties that have appeared in the CCAA Proceeding as of the date of the service of the relevant pleading; (d) the Office of the United States Trustee for the District of Delaware; and (e) all parties that have requested notice of these proceedings pursuant to

Bankruptcy Rule 2002. In light of the relief requested herein, the Foreign Representative respectfully submits that no other or further notice of this Motion is necessary under the circumstances.

No Prior Request

12. No previous request for the relief requested herein has been made to this or any other court.

Conclusion

WHEREFORE, the Foreign Representative respectfully requests that the Court (a) enter an order, substantially in the form attached hereto as Exhibit A and (b) grant such other and further relief as may be just and proper.

Dated: Wilmington, Delaware
March 28, 2013

Respectfully submitted,

SHEARMAN & STERLING LLP
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New York, New York 10022
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-and-

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Kenneth J. Enos
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Co-Counsel to the Foreign Representative

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**
:
: **Hearing Date: April 30, 2013 at 10:00 a.m. (ET)**
: **Objection Deadline: April 11, 2013 at 4:00 p.m. (ET)**
-----X

NOTICE OF MOTION

TO: (A) COUNSEL TO JPMORGAN CHASE BANK, N.A., AS AGENT UNDER THE DEBTORS’ PROPOSED DEBTOR IN POSSESSION FINANCING FACILITY; (B) COUNSEL TO JPMORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT TO THE DEBTORS’ PREPETITION SECURED LENDERS; (C) PRINCIPAL PARTIES THAT HAVE APPEARED IN THE CCAA PROCEEDING AS OF THE DATE OF THE SERVICE OF THE RELEVANT PLEADING; (D) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; AND (E) ALL PARTIES THAT HAVE REQUESTED NOTICE OF THESE PROCEEDINGS PURSUANT TO BANKRUPTCY RULE 2002

CRW International ULC (f/k/a Cinram International ULC), in its capacity as the authorized foreign representative (the “**Foreign Representative**”) for the above-captioned debtors 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 has filed the attached **Foreign Representative’s Motion to Amend the Caption of the Debtors’ Cases Pursuant to 11 U.S.C. § 105(a); Fed. R. Bankr. P. 1005, 2002(m), and 2002(n); and Del. Bankr. L.R. 9004-1(a)** (the “Motion”).

Responses, if any, to the relief requested in the Motion must be filed with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801 on or before **April 11, 2013 at 4:00 p.m. (ET)** (the “Objection”).

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.

Deadline”). At the same time, you must serve a copy of your response upon the undersigned counsel.

A HEARING ON THE RELIEF REQUESTED IN THE MOTION WILL BE HELD ON APRIL 30, 2013 AT 10:00 A.M. (ET) BEFORE THE HONORABLE KEVIN J. CAREY, UNITED STATES BANKRUPTCY JUDGE, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 5TH FLOOR, COURTROOM 5, WILMINGTON, DELAWARE 19801.

IF YOU FAIL TO RESPOND TO THE MOTION IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED THEREIN WITHOUT FURTHER NOTICE OR A HEARING.

Dated: Wilmington, Delaware
March 28, 2013

Respectfully submitted,

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-and-

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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Co-Counsel to the Foreign Representative

EXHIBIT A

Proposed Form of Order

**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	Docket Ref. No. _____

**ORDER GRANTING FOREIGN REPRESENTATIVE’S MOTION
TO AMEND THE CAPTION OF THE DEBTORS’ CASES
PURSUANT TO 11 U.S.C. § 105(a); FED. R. BANKR. P. 1005,
2002(m), AND 2002(n); AND DEL. BANKR. L.R. 9004-1(a)**

Upon consideration of the *Foreign Representative’s Motion to Amend the Caption of the Debtors’ Cases Pursuant to 11 U.S.C. § 105(a); Fed. R. Bankr. P. 1005, 2002(m), and 2002(n); and Del. Bankr. L.R. 9004-1(a)* (the “Motion”);² and due and proper notice of this Motion having been given; and it appearing that no other or further notice is required; and it appearing that the Court has jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested is in the best interest of

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² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

the Debtors, their estates, and creditors; and after due deliberation, and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. Effective as of the date hereof, the new caption of the Debtors' chapter 15

cases shall read as follows:

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

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

3. The Clerk of the United States Bankruptcy Court for the District of Delaware (the “**Clerk of the Court**”) is authorized and directed to make a docket entry in case number 12-11882 (KJC) that states substantially as follows: “An order has been entered in these cases directing that the caption of these cases be changed, in accordance with the corporate name change of Cinram International Inc. to C International Inc.”

4. The Clerk of the Court is authorized and directed to make a docket entry in case number 12-11883 (KJC) that states substantially as follows: “An order has been entered

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in these cases directing that the caption of these cases be changed, in accordance with the corporate name change of Cinram (U.S.) Holding's Inc. to CUSH Inc.”

5. The Clerk of the Court is authorized and directed to make a docket entry in case number 12-11884 (KJC) that states substantially as follows: “An order has been entered in these cases directing that the caption of these cases be changed, in accordance with the corporate name change of Cinram, Inc. to CIHV, Inc.”

6. The Clerk of the Court is authorized and directed to make a docket entry in case number 12-11885 (KJC) that states substantially as follows: “An order has been entered in these cases directing that the caption of these cases be changed, in accordance with the corporate name changes of certain of the Debtors.”

7. The Clerk of the Court authorized and directed to make a docket entry in case number 12-11886 (KJC) that states substantially as follows: “An order has been entered in these cases directing that the caption of these cases be changed, in accordance with the corporate name change of Cinram Manufacturing LLC to CMFG LLC.”

8. The Clerk of the Court is authorized and directed to make a docket entry in case number 12-11887 (KJC) that states substantially as follows: “An order has been entered in these cases directing that the caption of these cases be changed, in accordance with the corporate name change of Cinram Distribution LLC to CDIST LLC.”

9. The Clerk of the Court is authorized and directed to make a docket entry in case number 12-11888 (KJC) that states substantially as follows: “An order has been entered in these cases directing that the caption of these cases be changed, in accordance with the corporate name changes of certain of the Debtors.”

10. The Clerk of the Court is authorized and directed to make a docket entry in case number 12-11889 (KJC) that states substantially as follows: “An order has been entered in these cases directing that the caption of these cases be changed, in accordance with the corporate name change of Cinram Retail Services LLC to CRSMI LLC.”

11. The Clerk of the Court is authorized and directed to make a docket entry in case number 12-11890 (KJC) that states substantially as follows: “An order has been entered in these cases directing that the caption of these cases be changed, in accordance with the corporate name changes of certain of the Debtors.”

12. The Foreign Representative and the Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

13. Notwithstanding the possible application of Bankruptcy Rules 6004, 7062, and 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

14. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Wilmington, Delaware
_____, 2013

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE