

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

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<b>In re</b>	:	<b>Chapter 15</b>
	:	
<b>C INTERNATIONAL INC., et al.,<sup>1</sup></b>	:	<b>Case No. 12-11882 (KJC)</b>
	:	
<b>Debtors in a Foreign Proceeding.</b>	:	<b>Jointly Administered</b>
	:	
	:	<b>Hearing Date: April 30, 2013 at 10:00 a.m. (ET)</b>
	:	<b>Objection Deadline: April 12, 2013 at 4:00 p.m. (ET)</b>
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**MOTION FOR AN ORDER AUTHORIZING THE FOREIGN REPRESENTATIVE TO FILE THE TERMINATION AGREEMENT UNDER SEAL**

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 (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**”), respectfully submits this motion (this “**Motion**”), pursuant to section 107(b) of title 11 of the United States Code, as amended from time to time (the “**Bankruptcy Code**”), rule 9018 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and rule 9018-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”) for entry of an order (the “**Proposed Order**”), a copy of which is attached hereto as Exhibit A, (a) authorizing the Foreign Representative to file under seal a copy

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<sup>1</sup> 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. Concurrently with this Motion, the Foreign Representative has filed 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 Bank. L.R. 9004-1(a)* seeking approval of this revised caption of the Debtors’ cases.

of that certain Termination Agreement (the “**Termination Agreement**”), dated as of March 14, 2013, among C International Inc. (f/k/a Cinram International Inc.) (“**CII**”), Cinram Wireless LLC (“**Wireless**”), and Motorola Mobility LLC (“**Motorola**”), which is Exhibit D to the *Foreign Representative’s Motion for Entry of an Order (I) Recognizing the Transition Order, (II) Recognizing the Proposed Canadian Approval and Vesting Order, (III) Authorizing and Approving the Sale of Certain Equipment Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, and (IV) Granting Certain Related Relief*, filed contemporaneously herewith (the “**Wireless Sale Motion**”) and (b) directing that the Termination Agreement shall remain under seal and confidential and shall not be made available to any party without the prior consent of the Foreign Representative. In support of this Motion, the Foreign Representative refers the Court to the statements contained in the *Declaration of Paul Bishop in Support of (A) Foreign Representative’s Motion for Entry of an Order (I) Recognizing the Transition Order, (II) Recognizing the Proposed Canadian Approval and Vesting Order, (III) Authorizing and Approving the Sale of Certain Equipment Free and Clear of all Liens, Claims, Encumbrances, and Other Interests, and (IV) Granting Certain Related Relief and (B) Motion for an Order Authorizing the Foreign Representative to File the Termination Agreement Under Seal* filed contemporaneously herewith (together with all the exhibits thereto, the “**Bishop Declaration**”), which is fully incorporated herein by reference. In further support of the relief requested herein, the Foreign Representative respectfully represents as follows:

### **Background**

1. On June 25, 2012, 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.

2. On July 25, 2012, the Court granted the Debtors' voluntary chapter 15 petitions, recognized the CCAA Proceeding as a foreign main proceeding, and approved the sale of substantially all of the Debtors' assets (excluding, among other things, assets related to the Wireless business) to Cinram Group, Inc. (f/k/a Cinram Acquisition, Inc.). That sale closed on August 31, 2012. On February 5, 2013, the sale of the Debtors' European affiliates to Cinram Group, Inc., pursuant to an order of the Canadian Court, also closed.

3. On October 19, 2012, the Canadian Court entered the Administrative Reserve / Distribution / Transition Order (the "**Transition Order**"). Among other things, the Transition Order grants FTI Consulting Canada Inc., in its role as the court-appointed monitor in the CCAA Proceeding (the "**Monitor**"), the power and authority to (a) "in consultation with the Pre-Petition First Lien Agent or its advisors, market, collect, monetize, liquidate, realize upon, sell, or otherwise dispose of any" assets excluded from the prior sales (including assets owned by Wireless), and (b) supervise the management of the business and affairs of Wireless. *Transition Order* at ¶ 14.

4. CII, Wireless and Motorola executed the Termination Agreement as of March 14, 2013. Shortly thereafter, on March 26, 2013, the Debtors filed a motion for approval of the Equipment Sale Approval and Vesting Order (the "**Proposed Canadian Sale Order**") with the Canadian Court. The hearing on that motion is scheduled for April 10, 2013.

5. Contemporaneously with the filing of this Motion, the Debtors filed the Wireless Sale Motion. The Wireless Sale Motion seeks the entry of an order (a) recognizing the Transition Order entered by the Canadian Court, (b) recognizing the Proposed Canadian Sale

Order to be entered by the Canadian Court, (c) authorizing and approving the sale of the Equipment of Wireless, representing substantially all of the property and assets (the “**Equipment**”) used in connection with the business carried on by Wireless pursuant to the terms and conditions set forth in the Termination Agreement, free and clear of liens, claims, encumbrances, and other interests (collectively, “**Liens**”).

6. As set forth in the Bishop Declaration, the Foreign Representative believes that the Termination Agreement contains confidential and sensitive information regarding the business of Wireless and the ongoing business of Motorola, including information that could provide competitors with insight into sensitive operational and financial data. The Foreign Representative wishes to make a copy of the Termination Agreement available to the Court to review in order to ensure a complete record with respect to the relief requested in the Wireless Sale Motion. However, the Debtors believe that public disclosure of the confidential and commercially sensitive information contained in that agreement could be damaging to Wireless and the Debtors believe that such disclosure would also be damaging to Motorola.

#### **Jurisdiction**

7. 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 February 29, 2012. This matter 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 sections 105(a) and 107(b) of the Bankruptcy Code, as supplemented by Bankruptcy Rule 9018 and Local Rule 9018-1(b).

**Relief Requested**

8. By this Motion, the Foreign Representative seeks entry of the Proposed Order (a) authorizing the Foreign Representative to file a copy of the Termination Agreement under seal and (b) directing that such document shall remain under seal and confidential and shall not be made available to anyone other than as set forth herein without the consent of the Foreign Representative or further order of the Court, after notice and a hearing.

**Basis for Relief**

9. Section 107(b) of the Bankruptcy Code provides bankruptcy courts with the power to issue orders that will protect entities from any harm that could result from the disclosure of certain confidential information. In particular, section 107(b) of the Bankruptcy Code provides that:

On request of a party in interest, the bankruptcy court shall, and on the bankruptcy court's own motion, the bankruptcy court may –

(1) protect an entity with respect to a trade secret or confidential research, development, or commercial information . . . .

11 U.S.C. § 107(b). In addition, section 105(a) of the Bankruptcy Code codifies the Court's inherent equitable powers and empowers it to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title."

11 U.S.C. § 105(a).

10. Bankruptcy Rule 9018 details the procedures by which a party may move for relief under section 107(b) of the Bankruptcy Code, and provides that "[o]n motion or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or confidential research, development, or commercial information . . . ." Fed. R. Bankr. P. 9018.

11. Once a court determines that a party in interest seeks to protect the type of information described in section 107(b) of the Bankruptcy Code, “the court is required to protect a requesting interested party and has no discretion to deny the application.” *Video Software Dealers Ass’n v. Orion Pictures Corp. (In re Orion Pictures Corp.)*, 21 F.3d 24, 27 (2d Cir. 1994); *see also In re Global Crossing Ltd.*, 295 B.R. 720, 725 (Bankr. S.D.N.Y. 2003) (stating that the purpose of Bankruptcy Rule 9018(1) is to “protect business entities from disclosure of information that could reasonably be expected to cause the entity commercial injury”). Courts in this district have defined commercial information as “information which would result in an ‘unfair advantage to competitors by providing them with information as to the commercial operations of the debtor.’” *In re Alterra Healthcare Corp.*, 353 B.R. 66, 75 (Bankr. D. Del. 2006) (quoting *Orion Pictures Corp.*, 21 F.3d at 27-28). Commercial information need not rise to the level of a trade secret to be protected under section 107(b) of the Bankruptcy Code. *See Orion Pictures Corp.*, 21 F.3d at 28 (stating that section 107(b)(1) creates an exception to the general rule that court records are open to examination by the public and that under this exception, an interested party has to show only that the information it wishes to seal is “confidential and commercial” in nature).

12. The Foreign Representative submits that the Termination Agreement is commercially sensitive and contains confidential and commercially sensitive information regarding the business of Wireless and the ongoing business of Motorola, including information that could provide competitors with insight into sensitive operational and financial data. This is exactly the type of information that section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018 are designed to protect. To provide the Court with all relevant information related to its review of the Wireless Sale Motion, the Foreign Representative wishes to provide to the Court

the Termination Agreement. Compelling the Foreign Representative to publicly disclose such a document, though, would cause serious harm to Wireless and Motorola. The Foreign Representative therefore submits that good cause exists to authorize it to file copies of the Termination Agreement with the Court under seal.

**Notice**

13. 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 under that certain Amended and Restated Credit Agreement, dated April 11, 2011, among the Debtors, their affiliates party thereto, and the lenders party thereto, as amended from time to time and under that Second Lien Credit Agreement, dated April 11, 2011, among the Debtors, their affiliates party thereto, and the lenders party thereto, as amended from time to time; (d) the Office of the United States Trustee for the District of Delaware; (e) Motorola; (f) all parties known or reasonably believed to have asserted any Liens on any of the Equipment; (g) all parties contained in the consolidated list filed with the Court pursuant to Bankruptcy Rule 1007(a)(4); and (h) all parties appearing or requesting notice in these cases. 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**

14. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, for the reasons set forth herein, the Foreign Representative respectfully requests that the Court grant the relief requested herein and such other relief as may be just and proper.

Dated: Wilmington, Delaware  
March 28, 2013

Respectfully submitted,

SHEARMAN & STERLING LLP  
Douglas P. Bartner  
Robert Britton  
599 Lexington Avenue  
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-and-

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Kenneth J. Enos

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Kenneth J. Enos (No. 4544)  
Rodney Square  
1000 North King Street  
Wilmington, DE 19801  
Telephone: (302) 571-6600  
Facsimile: (302) 571-1253

*Co-Counsel to the Foreign Representative*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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**In re** : **Chapter 15**  
:   
**C INTERNATIONAL INC., et al.,<sup>1</sup>** : **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 12, 2013 at 4:00 p.m. (ET)**  
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**NOTICE OF MOTION**

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 UNDER THAT CERTAIN AMENDED AND RESTATED CREDIT AGREEMENT, DATED APRIL 11, 2011, AMONG THE DEBTORS, THEIR AFFILIATES PARTY THERETO, AND THE LENDERS PARTY THERETO, AS AMENDED FROM TIME TO TIME AND UNDER THAT SECOND LIEN CREDIT AGREEMENT, DATED APRIL 11, 2011, AMONG THE DEBTORS, THEIR AFFILIATES PARTY THERETO, AND THE LENDERS PARTY THERETO, AS AMENDED FROM TIME TO TIME; (D) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (E) MOTOROLA; (F) ALL PARTIES KNOWN OR REASONABLY BELIEVED TO HAVE ASSERTED ANY LIEN, CLAIM, INTEREST, OR ENCUMBRANCE ON ANY OF THE EQUIPMENT; (G) ALL PARTIES CONTAINED IN THE CONSOLIDATED LIST FILED WITH THE COURT PURSUANT TO BANKRUPTCY RULE 1007(A)(4); AND (H) ALL PARTIES APPEARING OR REQUESTING NOTICE IN THESE CASES

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

<sup>1</sup> 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. Concurrently with this Motion, the Foreign Representative has filed 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 Bank. L.R. 9004-1(a)* seeking approval of this revised caption of the Debtors' cases.

filed the attached **Motion for an Order Authorizing the Foreign Representative to File the Termination Agreement Under Seal** (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, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801 on or before **April 12, 2013 at 4:00 p.m. (ET)** (the "Objection 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, 5<sup>TH</sup> 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-

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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**

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

**ORDER AUTHORIZING THE FOREIGN REPRESENTATIVE  
TO FILE THE TERMINATION AGREEMENT UNDER SEAL**

Upon consideration of the *Motion for an Order Authorizing the Foreign Representative to File the Termination Agreement Under Seal*, dated March 28, 2013 (the “**Motion**”),<sup>2</sup> filed by CRW International ULC (f/k/a Cinram International ULC), in its capacity as the court-appointed and duly authorized foreign representative (the “**Foreign Representative**”) for the above-captioned debtors (collectively, the “**Debtors**”) in a proceeding commenced under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Ontario Superior Court of Justice, for entry of an order (this “**Order**”), pursuant to section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1 (a) authorizing the Foreign Representative to file under seal a copy of the Termination Agreement and (b) directing that the Termination Agreement shall remain under seal and confidential and shall not be made available to any party without the prior consent of the Foreign Representative; and it appearing that 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

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

Standing Order of Reference from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that this Motion is a core proceeding pursuant to section 157 of title 28 of the United States Code; and adequate notice of the Motion and opportunity for objection having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause therefor,

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED** that:

1. The Motion is granted.
2. Pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, the Foreign Representative is authorized to file a copy of the Termination Agreement under seal.
3. The Termination Agreement shall remain under seal and confidential and shall not be made available to any person or entity without the consent of the Foreign Representative or further order from this Court, after notice and a hearing.
4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
5. This Court shall retain jurisdiction to hear and decide any dispute related to or arising from this Order.

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2013

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KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE