

UNITED STATES BANKRUPTCY COURT

District of Delaware

VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle): Cinram Manufacturing LLC
Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years
All Other Names used by the Joint Debtor in the last 8 years
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN
Street Address of Debtor (No. and Street, City, and State): 1400 East Lackawanna Avenue Olyphant, Pennsylvania
County of Residence or of the Principal Place of Business: Lackawanna
Mailing Address of Debtor (if different from street address): Cinram International Inc. 2255 Markham Road, Toronto, Ontario, Canada

Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization)
Nature of Business (Check one box.)
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)

Chapter 15 Debtors
Country of debtor's center of main interests: Canada
Tax-Exempt Entity (Check box, if applicable.)
Nature of Debts (Check one box.)

Filing Fee (Check one box.)
Chapter 11 Debtors
Check one box:
Check if:
Check all applicable boxes:

Statistical/Administrative Information
Debtor estimates that funds will be available for distribution to unsecured creditors.
Estimated Number of Creditors
Estimated Assets
Estimated Liabilities
Barcode and number: 121188212062500000000009

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|--|---|
| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case.)</i> | Name of Debtor(s):<br><b>Cinram Manufacturing LLC</b> |
|--|---|

**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet.)

|                       |              |             |
|-----------------------|--------------|-------------|
| Location Where Filed: | Case Number: | Date Filed: |
| Location Where Filed: | Case Number: | Date Filed: |

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet.)

|  |               |             |
|--|---------------|-------------|
| Name of Debtor:<br><b>See Exhibit 1.</b> | Case Number:  | Date Filed: |
| District:                                | Relationship: | Judge:      |

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| <p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> | <p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____<br/>                 Signature of Attorney for Debtor(s) (Date)</p> |
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**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.

If this is a joint petition:

Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**  
 (Check any applicable box.)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**  
 (Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

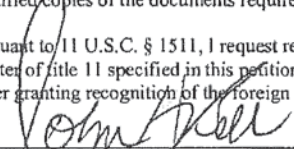
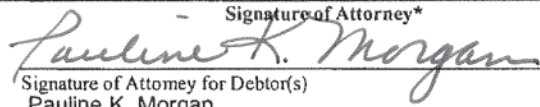
\_\_\_\_\_  
 (Name of landlord that obtained judgment)

\_\_\_\_\_  
 (Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

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|---|---|
| <p><b>Voluntary Petition</b><br/><i>(This page must be completed and filed in every case.)</i></p>  | <p>Name of Debtor(s):<br/>Cinram Manufacturing LLC</p>  |
| <b>Signatures</b>   |   |
| <p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.<br/>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.<br/>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____<br/>Signature of Debtor</p> <p>X _____<br/>Signature of Joint Debtor</p> <p>_____<br/>Telephone Number (if not represented by attorney)</p> <p>_____<br/>Date</p> | <p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input checked="" type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X <br/>_____<br/>(Signature of Foreign Representative)</p> <p>John Bell, Cinram International ULC<br/>_____<br/>(Printed Name of Foreign Representative)</p> <p>June 25, 2012<br/>_____<br/>Date</p>   |
| <p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <br/>_____<br/>Signature of Attorney for Debtor(s)<br/>Pauline K. Morgan<br/>_____<br/>Printed Name of Attorney for Debtor(s)<br/>Young Conway Stargatt &amp; Taylor, LLP<br/>_____<br/>Firm Name</p> <p>Rodney Square, 1000 North King Street, Wilmington,<br/>DE 19801<br/>_____<br/>Address<br/>(302) 571-6600<br/>_____<br/>Telephone Number<br/>June 25, 2012<br/>_____<br/>Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>  | <p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____<br/>Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____<br/>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____<br/>Address</p> <p>X _____<br/>Signature</p> <p>_____<br/>Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p> |
| <p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____<br/>Signature of Authorized Individual</p> <p>_____<br/>Printed Name of Authorized Individual</p> <p>_____<br/>Title of Authorized Individual</p> <p>_____<br/>Date</p>   |   |

## EXHIBIT 1

### **Pending Bankruptcy Cases Filed by Affiliates of the Debtor:**

Concurrently herewith, each of the affiliated entities listed below filed a petition with the Court for relief under chapter 15 of title 11 of the United States Code.

- Cinram International Inc.
- Cinram (U.S.) Holding's Inc.
- Cinram, Inc.
- Cinram Distribution LLC
- Cinram Retail Services LLC
- Cinram Wireless LLC
- IHC Corporation
- One K Studios, LLC

Contemporaneously with the filing of their voluntary petitions, the Debtor and each of the affiliated debtors listed above filed a motion requesting that the Court consolidate their chapter 15 cases for procedural purposes only.

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

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**In re** : **Chapter 15**  
: :  
**CINRAM INTERNATIONAL INC., et al.,**<sup>1</sup> : **Case No. 12- \_\_\_\_\_ ( )**  
: :  
**Debtors in a Foreign Proceeding.** : **(Joint Administration Pending)**  
: :  
----- X

**CORPORATE OWNERSHIP STATEMENT OF CINRAM MANUFACTURING LLC  
PURSUANT TO BANKRUPTCY RULES 1007(a)(4) AND 7007.1**

Cinram (U.S.) Holding's Inc. directly owns 100% of Cinram Manufacturing LLC's equity interests.

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<sup>1</sup> 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.


**VERIFICATION OF CHAPTER 15 PETITION**

Pursuant to 28 U.S.C. § 1746, John Bell declares as follows:

I am the President, Secretary, and duly authorized agent of Cinram International ULC, which was appointed by the Ontario Superior Court of Justice as the foreign representative of Cinram International Inc., Cinram (U.S.) Holding's Inc., Cinram, Inc., Cinram Distribution LLC, Cinram Manufacturing LLC, Cinram Retail Services LLC, Cinram Wireless LLC, IHC Corporation, and One K Studios, LLC (collectively, the "**Debtors**"). I have full authority to verify the foregoing chapter 15 petition for recognition of a foreign main proceeding, including each of the attachments and appendices thereto, and I am informed and believe that the allegations contained therein are true and accurate to the best of my knowledge, information, and belief. A true and accurate certified copy of the Initial Order of the Ontario Superior Court of Justice is attached to the *Declaration of John Bell in Support of (I) Verified Chapter 15 Petitions, (II) Foreign Representative's Motion for Order Granting Provisional and Final Relief in Aid of Foreign CCAA Proceeding, and (III) Certain Related Relief*, which was filed with the court contemporaneously herewith, as Exhibit A.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 25 day of June, 2012.

  
\_\_\_\_\_  
Cinram International ULC  
Foreign Representative of the Debtors  
By: John Bell  
Title: President and Secretary