

**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 (___)
	:	
Debtors in a Foreign Proceeding.	:	(Joint Administration Pending)
	:	
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**FOREIGN REPRESENTATIVE’S STATEMENT IN SUPPORT OF CHAPTER 15
PETITIONS FOR RECOGNITION OF FOREIGN PROCEEDING**

I, John Bell, pursuant to 28 U.S.C. § 1746, hereby declare under penalty of perjury under the laws of the United States, as follows:

1. I am the President and Secretary of Cinram International ULC, the authorized foreign representative (the “**Foreign Representative**”) of 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**”).

2. I respectfully submit this statement, as required under section 1515(c) of title 11 of the United States Code, as amended from time to time (the “**Bankruptcy Code**”), in support of the verified chapter 15 petitions filed by the Foreign Representative seeking recognition by the Court of the CCAA Proceeding as a foreign main proceeding.

3. Pursuant to the requirements of section 1515(c) of the Bankruptcy Code, to my knowledge, the CCAA Proceeding is the only insolvency proceeding of any kind pending

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.

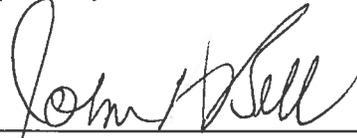
with respect to the Debtors and, thus, is the only known “foreign proceeding” with respect to the Debtors as that term is defined in section 101(23) of the Bankruptcy Code. The following entities are subject to the Canadian Proceeding and the relevant court file number is CV12-9767-00CL:

1. Cinram International Inc.
2. 1362806 Ontario Limited
3. Cinram International General Partner Inc.
4. CII Trust
5. Cinram International Limited Partnership
6. Cinram (U.S.) Holding’s Inc.
7. Cinram, Inc.
8. Cinram Distribution LLC
9. Cinram Manufacturing LLC
10. Cinram Retail Services LLC
11. Cinram Wireless LLC
12. IHC Corporation
13. One K Studios, LLC
14. Cinram International Income Fund
15. Cinram International ULC

4. I declare under penalty of perjury under the laws of the United States of America that, based upon my knowledge, information, and belief as set forth herein, the foregoing is true and correct.

Dated: June __, 2012

Respectfully submitted,

A handwritten signature in black ink, appearing to read "John Bell", written over a horizontal line.

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