

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

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

SUPPLEMENTAL AFFIDAVIT OF SERVICE

I, Luis N. Valdivia, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the claims and noticing agent for the Debtors in the above-captioned cases.

On June 28, 2012, at my direction and under my supervision, employees of KCC caused the following documents to be served via First Class mail on the service list attached hereto as **Exhibit C**:

- **Rule 2002 Notice of Petitions for Recognition of Foreign Proceeding and of Court's Intention to Communicate with Foreign Courts and Foreign Representative** (attached hereto as **Exhibit A**)

- **CD-ROM including:**
 - **Notice to Creditors** (attached hereto as **Exhibit B**)

 - **Foreign Representative's Motion for Order Scheduling Hearing and Specifying the Form and Manner of Service of Notice** [Docket No. 5]

 - **Foreign Representative's Motion for Orders Granting Provisional and Final Relief Aid of Foreign CCAA Proceeding** [Docket No. 6]

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.

- **Foreign Representative's Memorandum of Law in Support of (I) Verified Chapter 15 Petitions and (II) Motion for Order Granting Provisional and Final Relief in Aid for Foreign CCAA Proceeding [Docket No. 7]**
- **Foreign Representative's Motion for Entry of an Order (I) Recognizing the Canadian Sale Order, (II) Authorizing and Approving the Sale Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [Docket No. 9]**
- **Declaration of Mark Hootnick in Support of Foreign Representative's Motion for Entry of an Order (I) Recognizing the Canadian Sale Order, (II) Authorizing and Approving the Sale Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [Docket No. 10]**
- **Order Scheduling Hearing and Specifying the Form and Manner of Service of Notice [Docket No. 29]**
- **Order Granting Provisional Relief [Docket No. 30]**

Dated: June 29, 2012



 Luis N. Valdivia
 Kurtzman Carson Consultants LLC
 2335 Alaska Avenue
 El Segundo, CA 90245
 Phone: (310) 823-9000

State of California
 County of Los Angeles

Subscribed and sworn to (or affirmed) before me on June 29, 2012, by Luis N. Valdivia, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 

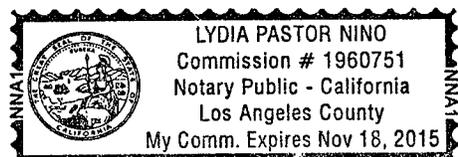


EXHIBIT A

**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**
:
: **Ref. Docket No. 29**
----- X

**RULE 2002 NOTICE OF PETITIONS FOR RECOGNITION OF FOREIGN
PROCEEDING AND OF COURT’S INTENTION TO COMMUNICATE WITH
FOREIGN COURTS AND FOREIGN REPRESENTATIVE**

PLEASE TAKE NOTICE that, on June 25, 2012, Cinram International ULC, in its capacity as the duly authorized foreign representative (the “**Foreign Representative**”) for the above-captioned debtors (collectively, the “**Debtors**”), in the 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**”), filed (a) petitions for relief (the “**Petitions**”) under chapter 15 of title 11 of the United States Code, as amended from time to time (the “**Bankruptcy Code**”) and (b) the *Foreign Representative’s Motion for Orders Granting Provisional and Final Relief in Aid of Foreign CCAA Proceeding* (the “**Recognition Motion**”), seeking recognition of the CCAA Proceeding as a foreign main proceeding pursuant to section 1515 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”). A copy of the Recognition Motion and 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* is attached hereto as Exhibit 1.

PLEASE TAKE FURTHER NOTICE that on June 26, 2012, the Bankruptcy Court entered an Order Directing Joint Administration of the Debtors’ Chapter 15 Cases (Docket No. 27) under Case No. 12-11882 (KJC).

PLEASE TAKE FURTHER NOTICE that on on June 26, 2012, the Bankruptcy Court entered that certain order granting provisional, injunctive, and related relief pursuant to sections 105(a) and 1519 of the Bankruptcy Code (Docket No. 30) (the “**Provisional Order**”). The Provisional Order, among other things: (a) enjoins actions in

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.

the United States in contravention of orders of the Canadian Court in the CCAA Proceeding from the entry of such Provisional Order through and including the date of the Recognition Hearing (as defined below); (b) authorizes, on a provisional basis, the Debtors to enter into and perform under a debtor-in-possession credit facility; and (c) grants, on a provisional basis, certain protections afforded by the Bankruptcy Code, including those protections arising pursuant to sections 364(c), 364(d), and 364(e) of the Bankruptcy Code, to and for the benefit of the lenders under such credit facility. A copy of the Provisional Order is attached hereto as Exhibit 2.

PLEASE TAKE FURTHER NOTICE that it is anticipated that the Bankruptcy Court will communicate directly with, or to request information or assistance directly from, the Canadian Court and Foreign Representative pursuant to section 1525 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has scheduled a hearing before the Honorable Kevin J. Carey in Room 5 of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on July 25, 2012 at 10:00 a.m. (prevailing Eastern time) to consider approval of the Petitions and granting of the relief requested therein on a final basis (the “**Recognition Hearing**”), including recognition of the CCAA Proceeding as a foreign main proceeding under chapter 15 of the Bankruptcy Code and giving full force and effect to an order (the “**Initial CCAA Order**”) entered in the CCAA Proceeding. Enclosed with this notice is a copy of the Initial CCAA Order attached hereto as Exhibit 3. The Initial CCAA Order, among other things, allows the Debtors to continue to operate their business substantially in the ordinary course and authorizes the Debtors to enter into a debtor in possession credit facility. The proposed final order granting recognition of the CCAA Proceeding is attached to the Recognition Motion as Exhibit B.

PLEASE TAKE FURTHER NOTICE, that any party in interest wishing to submit a response or objection to the Petitions or the relief requested by the Foreign Representative therein, must do so in accordance with the Bankruptcy Code, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and the Federal Rules of Bankruptcy Procedure, by the deadline established in the Provisional Order, in a writing that sets forth the bases therefor with specificity and the nature and extent of the respondent’s claims against the Debtors. Such response or objection must be filed with the Office of the Clerk of the Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon: (a) Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022 (Attn: Douglas P. Bartner and Jill Frizzley); (b) Young Conaway Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Pauline K. Morgan and Kenneth J. Enos); (c) Goodmans LLP, Bay Adelaide Centre, 333 Bay Street, Suite 3400, Toronto, Ontario, M5H 2S7 (Attn: Robert Chadwick and Melaney Wagner); (d) Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, New York 10019 (Attn: Richard G. Mason and Joshua A. Feltman); and (e) Ballard Spahr LLP, 919 North Market Street, 11th Floor, Wilmington, Delaware 19801 (Attn: Matthew G. Summers) **so as to be actually received by each of them no later than the deadline established in the Provisional Order, 4:00 p.m. (prevailing Eastern time) on July 18, 2012.**

PLEASE TAKE FURTHER NOTICE that all parties in interest opposed and wishing to object to the Debtors' petitions or the request for relief contained therein must appear at the Recognition Hearing at the time and place set forth above.

PLEASE TAKE FURTHER NOTICE that the Recognition Hearing may be adjourned from time to time without further notice other than a motion on the docket in these cases or an announcement in open court of the adjourned date or dates of any further adjourned hearing.

PLEASE TAKE FURTHER NOTICE, that if no response or objection is timely filed and served as provided above, the Bankruptcy Court may grant the relief requested by the Foreign Representative without further notice or hearing.

PLEASE TAKE FURTHER NOTICE that copies of the petitions and certain other pleadings filed contemporaneously therewith are available by (a) accessing the Bankruptcy Court's Electronic Case Filing System, which can be accessed from the Bankruptcy Court's website at <https://ecf.deb.uscourts.gov> (a PACER login and password are required to retrieve a document), (b) from the Foreign Representative through its website, www.kcellc.net/cinram, or (c) upon written request to the Foreign Representative's counsel (by email or facsimile) addressed to: Young Conaway Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, (Attn: Michelle Smith, e-mail: msmith@ycst.com, or Facsimile 302-576-3337).

Dated: Wilmington, Delaware
June 26, 2012

Respectfully submitted,

SHEARMAN & STERLING LLP
Douglas P. Bartner
Jill Frizzley
Robert Britton
599 Lexington Avenue
New York, New York 10022
Telephone: (212) 848-4000
Facsimile: (646) 848-8174

-and-

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/Kenneth J. Enos
Pauline K. Morgan (No. 3650)
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

EXHIBIT B



FTI Consulting Canada
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K 1G8
Main 416.649.8100
Fax 416.649.8101
fticonsulting.com

June 26, 2012

To: Whom It May Concern

Re: Cinram International Inc. ("CII"), Cinram International Income Fund ("Cinram Fund"), and the Cinram entities listed in Schedule "A" (collectively, the " CCAA Parties")

On June 25, 2012, the CCAA Parties obtained an initial order (the "Initial Order") under the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "CCAA"). The Initial Order provides, among other things, a stay of proceedings until July 25, 2012 (the "Stay Period") and may be extended by the Court from time to time. FTI Consulting Canada Inc. was appointed as monitor (the "Monitor") of the CCAA Parties. A copy of the Initial Order and copies of the materials filed in the CCAA proceedings may be obtained at <http://cfcanada.fticonsulting.com/cinram> or on request from the Monitor by calling (416) 649-8096 or 1 855 718-5255 or emailing cinram@fticonsulting.com. Cinram is continuing operations pursuant to the terms of the Initial Order.

Pursuant to the Initial Order, all persons having oral or written agreements with the CCAA Parties or statutory or regulatory mandates for the supply of goods and/or services are restrained until further Order of the Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the CCAA Parties, provided that the normal prices or charges for all such goods or services received after the date of the Initial Order are paid by the CCAA Parties in accordance with normal payment practices of the CCAA Parties or such other practices as may be agreed upon by the supplier or service provider and the CCAA Parties and the Monitor, or as may be ordered by this Court. The Initial Order prohibits the CCAA Parties from making payment of amounts relating to the supply of goods or services prior to June 25, 2012, other than certain payments specified in the Initial Order.

During the Stay Period, all parties are prohibited from commencing or continuing legal action against the CCAA Parties and their subsidiaries who are party to contracts and agreements to which the CCAA Parties are also parties (the "Subsidiary Counterparties"), and all rights and remedies of any party against or in respect of the CCAA Parties, the Subsidiary Counterparties or their assets are stayed and suspended except with the written consent of the CCAA Parties and the Monitor, or leave of the Court.

To date, no claims procedure has been approved by the Court and creditors are therefore not required to file a proof of claim at this time.

On June 25, 2012, Cinram Fund announced that it had reached agreements with Najafi Companies for the sale of substantially all of Cinram's assets and businesses in the United States, Canada, the United



Kingdom, France and Germany. A Sale Approval Hearing is scheduled to be held on July 12, 2012, at the Ontario Superior Court of Justice (Commercial List) in Toronto, Ontario. Related Court materials will be made available on the Monitor's website.

If you have any questions regarding the foregoing or require further information, please consult the Monitor's website at <http://cfcanda.fticonsulting.com/cinram> or by contacting the Monitor at (416) 649-8096 or 1 855 718-5255 or by emailing the Monitor at cinram@fticonsulting.com.



SCHEDULE A

CII Trust

Cinram International General Partner Inc.

Cinram International Limited Partnership

Cinram International ULC

1362806 Ontario Limited

Cinram (U.S.) Holding's Inc.

Cinram, Inc.

IHC Corporation

Cinram Manufacturing LLC

Cinram Distribution LLC

Cinram Wireless LLC

Cinram Retail Services, LLC

One K Studios, LLC

EXHIBIT C

Exhibit C

| NAME | NOTICE NAME | ADDRESS 1 | ADDRESS 2 | CITY | STATE | ZIP | COUNTRY |
|--|----------------------------|----------------------------------|------------------|-------------------|--------------|------------|----------------|
| AAA COURIERS INC | | 1601 N EL CENTRO AVE | | HOLLYWOOD | CA | 90028 | |
| ADVANCED PROFESSIONAL GENERATOR SERVICE LLC | | PO BOX 244 | | JOELTON | TN | 37080-0244 | |
| AFEA JANITORIAL SUPPLY AND SPECIALTY SERVICE | | 159 VICTORIA LN | | SPARTA | TN | 38583 | |
| ALLIED MATERIALS HANDLING | | 4370 SHALLOWFORD INDUSTRIAL PKWY | | MARIETTA | GA | 30066 | |
| ALL STAR PERSONNEL INC | | 109 INTERNATIONAL DR | STE 230 | FRANKLIN | TN | 37067 | |
| ANDON SPECIALTY | | 2720 REED RD | STE 280 | HOUSTON | TX | 77051 | |
| AVIS RENT A CAR | CENTRAL BILLING DEPARTMENT | 300 CTR POINT DR | | VIRGINIA BEACH | VA | 23462 | |
| BLU FOCUS | | 10911 RIVERSIDE DR | | NORTH HOLLYWOOD | CA | 91602 | |
| BT OFFICE PRODUCTS | | 2801 W MAGNOLIA BLVD | | BURBANK | CA | 91505 | |
| CAPTIONS INC | CLOSED CAPTIONS SUBTITLES | 640 S GLENWOOD PL | | BURBANK | CA | 91506 | |
| CARGOIS INC | | 2700 COYLE AVE | | ELK GROVE VILLAGE | IL | 60007 | |
| CYBERPATROL LLC | | PO BOX 14543 | | GAINESVILLE | FL | 32604 | |
| DEMTRA SHEET METAL INDUSTRIES LTD | | 120 MIDWEST RD UNIT 21 | | SCARBOROUGH | ON | M1P 3B2 | CANADA |
| DOUG OSLER | | 5635 HILLSBORO RD | | DAVISBURG | MI | 48350 | |
| ELITE UNDERWRITING SERVICES INC | | 191 SHEREE BLVD | STE 201 | EXTON | PA | 19341 | |
| EVOLUTION INTERIORS LLC | | 905 SMENARD AVE | | CHICAGO | IL | 60644 | |
| HALLORAN AND YAUCH INC | | 28322 BALLARD RD | | LAKE FOREST | IL | 60045 | |
| HARRIS ELECTRIC SUPPLY CO INC | | PO BOX 24707 | | NASHVILLE | TN | 37202 | |
| HOURLASS GLOBAL LOGISTICS | | 215 SUGARBUSH DR | | DALTON | PA | 18414 | |
| INTERCONTINENTAL CHEMICAL CORPORATION | | 4660 SPRING GROVE AVE | | CINCINNATI | OH | 45232 | |
| JAY SHERMAN CONSULTING | | 1737 RUHLAND AVE | | MANHATTAN BEACH | CA | 90266 | |
| JRM ALUMINUM AND GLASS INC | | 2320 TEDLO ST UNIT 2 | | MISSISSAUGA | ON | L5A 4A2 | CANADA |
| JULIUS GRAHAM | | 26168 SHADOW ROCK LN | | VALENCIA | CA | 91381 0654 | |
| LIAISON TECHNOLOGIES | | 3157 ROYAL DR | STE 200 | ALPHARETTA | GA | 30022 | |
| LIBERTY MUTUAL INSURANCE COMPANY | | PO BOX 2658 | | CAROL STREAM | IL | 60132-2658 | |
| LOOMIS EXPRESS A DIV OF TFI TRANSPORT 22 LP | | 200 WESTCREEK BLVD | | BRAMPTON | ON | L6T 5T7 | CANADA |
| M AND D MECHANICAL CONTRACTORS INC | | 1810 SHERMAN ST SE | PO BOX 2629 | DACATUR | AL | 35602 | |
| MARCUS A WATSON | | 11619 ELDRIDGE AVE | | LAKE VIEW TERRACE | CA | 91342 | |
| MCS FIRE AND SECURITY | | 12903 DELIVERY DR | | SAN ANTONIO | TX | 78247 | |
| MERIDIAN BUSINESS OWNERS ASSOCIATION | C O DUKE REALTY LP | 600 E 96TH ST STE 100 | | INDIANAPOLIS | IN | 46240 | |
| METROPOLITAN LIFE INSURANCE COMPANY | | PO BOX 360229 | | PITTSBURGH | PA | 15251-6229 | |
| MICHAEL D STUBNA | | 3344 AINSLIE ST | | PHILADELPHIA | PA | 19129 | |
| MILAN SYMON | | 515 N LARCHMONT BLVD | 201 | LOS ANGELES | CA | 90004 | |
| MILLER SHERWOOD PRINTING | | 933 WOLIVE AVE | | BURBANK | CA | 91506 | |

Exhibit C

| NAME | NOTICE NAME | ADDRESS 1 | ADDRESS 2 | CITY | STATE | ZIP | COUNTRY |
|---|---------------------|--------------------------|------------------|----------------|-------|------------|---------|
| MONODE MARKING PRODUCTS INC | | 9200 TYLER BLVD | | MENTOR | OH | 44060 | |
| NORCOTE INTERNATIONAL INC | | 506 LAFAYETTE AVE | | CRAWFORDSVILLE | IN | 47933 | |
| PATTEN INDUSTRIES INC | | 635 W LAKE ST | | ELMURST | IL | 60126 | |
| PUMPING SYSTEMS INC | | 1100 VIJAY DR | | ATLANTA | GA | 30341 | |
| QUALLS ENGINEERING | | 100 WASHINGTON ST | STE 3 | HUNTSVILLE | AL | 35801 | |
| RACKTOP SYSTEMS | | 9520 BERGER RD | STE 212 | COLUMBIA | MD | 21046 | |
| RICOH CORPORATION | REF 000000000205145 | PO BOX 41601 | | PHILADELPHIA | PA | 19101-1601 | |
| SAGE MARK INTERNATIONAL | | 11 MCLACHLAN DR | | TORONTO | ON | M9W 1E3 | CANADA |
| SETON IDENTIFICATION PRODUCTS | | PO BOX 95904 | | CHICAGO | IL | 60694-5904 | |
| SPECTERA INC | | LOCKBOX 6062 | PO BOX 7247 6062 | PHILADELPHIA | PA | 19170-6062 | |
| ST PAUL TRAVELERS INSURANCE COMPANY | C O BANK OF AMERICA | 91287 COLLECTIONS CTR DR | | CHICAGO | IL | 60693-1287 | |
| SUPERIOR ACOUSTICAL AND DRYWALL PIERCE AND TAYLOR INC | | 1799 SPORTSMAN LN | | HUNTSVILLE | AL | 35816 | |
| SYNTEC PROCESS EQUIPMENT LTD | | 77 PILLSWORTH RD | UNIT 12 | BOLTON | ON | L7E 4G4 | CANADA |
| THE NORTH EASTERN PENNSYLVANIA TELEPHONE CO | | 720 MAIN ST | PO BOX D | FOREST CITY | PA | 18421-0150 | |
| THE PRUDENTIAL INSURANCE COMPANY OF AMERICA | | PO BOX 101241 | | ATLANTA | GA | 30392-1241 | |
| TURTLE CREEK ASSET MANAGEMENT INC | | 4 KING ST | STE 1300 | TORONTO | ON | M5H 1B6 | CANADA |
| UGI ENERGY SERVICES INC | | PO BOX 827032 | | PHILADELPHIA | PA | 19182-7032 | |
| UPTIME SOFTWARE INC | | 555 RICHMOND ST W | PO BOX 110 | TORONTO | ON | M5V 3B1 | CANADA |
| UTILITY SERVICE CORP | | PO BOX 1471 | | HUNTSVILLE | AL | 35807 0471 | |
| WILKES BARRE GENERAL HOSPITAL LLC | | 534 WYOMING AVE | | KINGSTON | PA | 18704 | |
| WILLIAM C KOEHLER | | 55 W WELSHELMER RD | | COLUMBUS | OH | 43214 | |
| WYOMING VALLEY PALLETS INC | | PO BOX 3089 | | WEST PITTSTON | PA | 18643 | |