

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

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In re : Chapter 15
: :
C INTERNATIONAL INC., *et al.*,¹ : Case No. 12-11882 (KJC)
: :
Debtors in a Foreign Proceeding. : (Jointly Administered)
: :
: Hearing Date: Only if Objections are Filed
: Objection Deadline: December 28, 2015 at 4:00 p.m. (ET)
: :
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NOTICE OF MOTION

TO: (I) ALL CREDITORS WHO HAVE FILED A REQUEST FOR NOTICE UNDER FED. R. BANKR. P. 2002 AND LOCAL RULE 9013-1; (II) ALL PERSONS OR BODIES AUTHORIZED TO ADMINISTER FOREIGN PROCEEDINGS OF THE DEBTORS; (III) 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; (IV) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; AND (V) ALL PARTIES TO LITIGATION PENDING IN THE UNITED STATES IN WHICH THE DEBTORS WERE A PARTY AT THE TIME OF THE FILING OF THE PETITIONS

PLEASE TAKE NOTICE that CRW International ULC, formerly 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 **Motion for Entry of Order (i) Closing Chapter 15 Cases and (ii) Granting Related Relief** (the “Motion”).

PLEASE TAKE FURTHER NOTICE that 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 **December 28, 2015 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.

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. The Debtors’ executive headquarters is located at 2255 Markham Road, Toronto, Ontario, M1B 2W3, Canada.

PLEASE TAKE FURTHER NOTICE THAT IF ANY OBJECTIONS TO THE MOTION ARE TIMELY FILED AND SERVED, A HEARING ON THE MOTION WILL BE SCHEDULED BY THE FOREIGN REPRESENTATIVE, SUBJECT TO THE AVAILABILITY OF THE COURT.

PLEASE TAKE FURTHER THAT 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
December 11, 2015

Respectfully submitted,

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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**
 :
C INTERNATIONAL INC., et al.,¹ : **Case No. 12-11882 (KJC)**
 :
 : **(Jointly Administered)**
 :
 : **Hearing Date: Only if Objections are Filed**
 : **Objection Deadline: December 28, 2015 at 4:00 p.m. (ET)**
 :
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**MOTION FOR ENTRY OF ORDER (I) CLOSING
CHAPTER 15 CASES AND (II) GRANTING RELATED RELIEF**

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 (the “**CCAA**”), and pending before the Ontario Superior Court of Justice (the “**Canadian Court**”), respectfully submits this motion (this “**Motion**”) for the entry of an order, pursuant to sections 105(a), 350 and 1517 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 5009-2 of the Local Rules for the United States Bankruptcy Court District of Delaware (the “**Local Rules**”), (i) closing the above-captioned cases (the “**Chapter 15 Cases**”) and (ii) granting related relief. In support of the relief requested herein, the Foreign Representative respectfully represents as follows:

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. The Debtors’ executive headquarters is located at 2255 Markham Road, Toronto, Ontario, M1B 2W3, Canada.

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 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012. These cases have been properly commenced pursuant to section 1504 of the Bankruptcy Code by the filing of petitions for recognition (collectively, the “**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 sections 105(a), 350 and 1517 of the Bankruptcy Code.

BACKGROUND

2. The Debtors are wholly owned indirect subsidiaries of C International Income Fund (f/k/a Cinram International Income Fund), which, together with its affiliates, was one of the world’s largest providers of pre-recorded multimedia products and related logistics services prior to the commencement of these cases.

3. On June 25, 2012, the Canadian Court appointed FTI Consulting Canada Inc. as Monitor (the “**Monitor**”) in the CCAA Proceedings.

4. On June 25, 2012, the Foreign Representative commenced these chapter 15 cases by filing, among other things, the Petitions for Recognition of the CCAA Proceeding as a foreign main proceeding under chapter 15 of the Bankruptcy Code.

5. On July 25, 2012, the Court entered its *Order Granting Recognition of Foreign Main Proceeding and Certain Related Relief on a Final Basis* (the “**Recognition**”

Order”) [Docket No. 97]. Pursuant to the Recognition Order, the Foreign Representative is authorized to administer the Debtors’ assets and affairs in the United States.

6. Also on July 25, 2012, the Court entered its *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. 98] (the “**Sale Order**”), which approved the sale of substantially all of the Debtors’ assets to Cinram Group, Inc. Since the entry of the Sale Order, the Foreign Representative has, among other things, worked to liquidate the Debtors’ remaining assets, including certain real property located in Pennsylvania and Kentucky. See Docket Nos. 167 and 181.

7. At this time, the Debtors have no remaining assets in the United States.

RELIEF REQUESTED

8. By this Motion, pursuant to sections 105(a), 350 and 1517 of the Bankruptcy Code and Local Rule 5009-2, the Foreign Representative respectfully requests that the Court enter an order, in substantially the form attached hereto as Exhibit A (the “**Proposed Order**”), (i) closing the Chapter 15 Cases and (ii) granting related relief.

BASIS FOR RELIEF REQUESTED

9. Section 1517(d) of the Bankruptcy Code provides that a case under chapter 15 of the Bankruptcy Code may be closed in the manner prescribed under section 350.

See 11 U.S.C. § 1517(d). Local Rule 5009-2 provides, in relevant part, that:

Upon written motion, a foreign representative in a proceeding recognized under § 1517 of the Code, may seek the entry of a final decree when the purpose of the representative’s appearance in the Court is completed. Such motion shall describe the nature and results of the representative’s activities in the Court and shall include a final decree order that (i) orders the closing of the case

and (ii) identifies in the caption and in the body of the order the case name and the case number of each case to be closed under the order.

. . . . The foreign representative shall file a certificate of service with the Court that notice has been given. If no objection has been filed by the United States Trustee or a party in interest within 30 days after the certificate is filed, there shall be a presumption that the case has been fully administered and the Court may close the case.

Local Rule 5009-2.

10. Section 350 of the Bankruptcy Code provides that a court shall close a case once the estate has been fully administered. See 11 U.S.C. 350(a). A case may be considered fully administered when all administrative claims have been provided for and there are no outstanding motions, contested matters or adversary proceedings. See In re Kliegl Brothers, 238 B.R. 531 (Bankr. E.D.N.Y. 1999). A party may apply for an order closing a bankruptcy case after substantially all of the issues have been resolved and the plan has been substantially consummated. See In re A.H. Robins, Co., Inc., 219 B.R. 145 (10th Cir. 1998).

11. There are no outstanding motions, contested matters or adversary proceedings and all administrative claims have been provided for in these Chapter 15 Cases. Pursuant to the Orders entered by the Court, the Foreign Representative has disposed of all of the Debtors' assets in the United States.

12. Concurrently with the filing of this Motion, the Foreign Representative filed the *Final Report of CRW International ULC Pursuant to Bankruptcy Rule 5009(c)* (the "**Report**"), pursuant to which the Foreign Representative has satisfied its reporting requirements under Rule 5009(c) of the Federal Rules of Bankruptcy Procedure. The Foreign Representative hereby files this Motion seeking entry of the Proposed Order closing the Chapter 15 Cases upon the filing of a certification of no objection or a certification of counsel (either certification, the

“**Certification of Counsel**”) indicating that no objections were received to the Report, or that any such objections have been resolved by the Foreign Representative and the applicable objecting party. The Foreign Representative intends to file the Certification of Counsel at least thirty (30) days after the date of the Report, and at that time will request entry of the Proposed Order.

13. As discussed in the Final Report, the Foreign Representative submits to the Court that, at this time, there is no further restructuring activity for this Court to conduct in the context of the Chapter 15 Cases. The Foreign Representative therefore believes that it no longer needs to make further appearances before the Court in the Chapter 15 Cases. Accordingly, the Foreign Representative respectfully requests that the Chapter 15 Cases be closed.

NOTICE

14. In accordance with Local Rule 5009-2, notice of this Motion will be provided to: (i) all creditors who have filed a request for notice under Fed. R. Bankr. P. 2002 and Local Rule 9013-1; (ii) all persons or bodies authorized to administer foreign proceedings of the Debtors; (iii) 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; (iv) the Office of the United States Trustee for the District of Delaware; and (v) all parties to litigation pending in the United States in which the Debtors were a party at the time of the filing of the petitions. In light

of the nature of the relief requested herein, the Foreign Representative submits that no other or further notice of this Motion is necessary or required.

CONCLUSION

WHEREFORE, the Foreign Representative respectfully requests that the Court enter the Proposed Order granting the relief requested herein and such other and further relief as the Court deems just and proper.

Dated: Wilmington, Delaware
December 11, 2015

Respectfully submitted,

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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**

In re:	:	Chapter 15
C INTERNATIONAL INC.,	:	Case No. 12-11882 (KJC)
Debtor in a Foreign Proceeding.	:	

In re:	:	Chapter 15
CUSH INC.,	:	Case No. 12-11883 (KJC)
Debtor in a Foreign Proceeding.	:	

In re:	:	Chapter 15
CIHV, INC.,	:	Case No. 12-11884 (KJC)
Debtor in a Foreign Proceeding.	:	

In re:	:	Chapter 15
IHC CORPORATION,	:	Case No. 12-11885 (KJC)
Debtor in a Foreign Proceeding.	:	

In re:	:	Chapter 15
CMFG LLC,	:	Case No. 12-11886 (KJC)
Debtor in a Foreign Proceeding.	:	

In re: : **Chapter 15**
: **CDIST LLC,** : **Case No. 12-11887 (KJC)**
: **Debtor in a Foreign Proceeding.** :
: _____ :
:

In re: : **Chapter 15**
: **CINRAM WIRELESS LLC,** : **Case No. 12-11888 (KJC)**
: **Debtor in a Foreign Proceeding.** :
: _____ :
:

In re: : **Chapter 15**
: **CRSMI LLC,** : **Case No. 12-11889 (KJC)**
: **Debtor in a Foreign Proceeding.** :
: _____ :
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In re: : **Chapter 15**
: **ONE K STUDIOS, LLC,** : **Case No. 12-11890 (KJC)**
: **Debtor in a Foreign Proceeding.** : **Ref. Docket No. _____**
: _____ :
:

**ORDER (I) CLOSING CHAPTER 15
CASES AND (II) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “**Motion**”) of 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 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 for the entry of an

order, pursuant to sections 105(a), 350 and 1517 of title 11 of the United States Code (the “**Bankruptcy Code**”), (i) closing the Chapter 15 Cases and (ii) granting related relief; the Court finding that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and (c) venue is proper in this Court and this District pursuant to 28 U.S.C. § 1410; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and that the relief requested is in the best interest of the Debtors, their creditors and other parties in interest in the Chapter 15 Cases, and after due deliberation and sufficient cause appearing therefor

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. The following chapter 15 cases are hereby closed pursuant to sections 1517(d) and 350 of the Bankruptcy Code and Local Rule 5009-2: *C International Inc.*, Case No. 12-11882 (KJC); *CUSH Inc.*, Case No. 12-11883 (KJC); *CIHV, Inc.*, Case No. 12-11884 (KJC); *IHC Corporation*, Case No. 12-11885 (KJC); *CDIST LLC*, Case No. 12-11887 (KJC); *CMFG LLC*, Case No. 12-11886 (KJC); *CRSMI LLC*, Case No. 12-11889 (KJC); *Cinram Wireless LLC*, Case No. 12-11888 (KJC); and *One K Studios, LLC*, Case No. 12-11890 (KJC).
3. A docket entry shall be made in each of the Chapter 15 Cases reflecting the entry of this Order.
4. This Order is entered without prejudice to the rights of the Foreign Representative, or any other party-in-interest, to seek to seek to reopen the Chapter 15 Cases for cause pursuant to section 350(b) of the Bankruptcy Code.

5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. The Foreign Representative is authorized and empowered to take all actions necessary to implement the relief granted in this Order.

7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2015
Wilmington, Delaware

Kevin J. Carey
United States Bankruptcy Judge