

**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 (KJC)**
: :
Debtors in a Foreign Proceeding. : **(Joint Administration Pending)**
: :
: **Hearing Date: July 25, 2012 at 10:00 a.m. (ET)**
: **Objection Deadline: July 20, 2012 at 4:00 p.m. (ET)**
: :
: **Ref. Docket Nos. 9 and 50**
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NOTICE OF SALE HEARING

PLEASE TAKE NOTICE that on June 25, 2012, Cinram International ULC, in its capacity as the authorized foreign representative (the “**Foreign Representative**”) for the above-captioned debtors in a proceeding (the “**CCA 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, filed the *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] (the “**Sale Motion**”). You were previously served with a copy of the Sale Motion.

PLEASE TAKE FURTHER NOTICE that on July 6, 2012, the Foreign Representative filed the *Notice of Proposed Potential Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection With the Sale of Substantial Assets of the Debtors* [Docket No. 50] (the “**Assumption Schedule Notice**”). You were previously served with a copy of the Assumption Schedule Notice.

PLEASE TAKE FURTHER NOTICE that a hearing to consider the relief requested in the Sale Motion (the “**Hearing**”) will be held on July 25, 2012 at 10:00 a.m. (ET) before the Honorable Kevin J. Carey at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that any objections to the Sale Motion must be filed on or before July 20, 2012 at 4:00 p.m. (ET) (the “**Objection Deadline**”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection so as to be actually received by the following parties on or before the Objection Deadline:

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.

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Counsel to the Proposed Purchaser

PLEASE TAKE FURTHER NOTICE that you need not appear at the Hearing if you do not object to the relief request in the Sale Motion.

PLEASE TAKE FURTHER NOTICE that the Hearing may be continued or adjourned from time to time without further notice other than an announcement of the adjourned date or dates at the Hearing or at a later hearing.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE SALE MOTION WITHOUT FURTHER NOTICE OR A HEARING.

PLEASE TAKE FURTHER NOTICE that an additional copy of the Sale Motion is available: (a) by 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 a password are required to retrieve a document); (b) from the Monitor in the CCAA Proceeding's website <http://cfcanada.fticonsulting.com/cinram> or <http://www.kccllc.net/cinram>; or (c) upon written request to the Foreign Representative's co-counsel (by email or facsimile) addressed to: Young Conway 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
July 10, 2012

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	YOUNG CONAWAY STARGATT & TAYLOR, LLP <u>/s/ Kenneth J. Enos</u> 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
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