

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

-----	X	
<b>In re</b>	:	<b>Chapter 15</b>
	:	
<b>CINRAM INTERNATIONAL INC., et al.,<sup>1</sup></b>	:	<b>Case No. 12-11882 (___)</b>
	:	
<b>Debtors in a Foreign Proceeding.</b>	:	<b>(Joint Administration Pending)</b>
	:	
-----	X	

**FOREIGN REPRESENTATIVE’S MOTION FOR ORDER SCHEDULING HEARING  
AND SPECIFYING THE FORM AND MANNER OF SERVICE OF NOTICE**

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**”), files this motion (this “**Motion**”) for entry of an order, pursuant to sections 1514 and 105(a) of title 11 of the United States Code, as amended from time to time (the “**Bankruptcy Code**”) and Rules 2002, 9006, 9007, and 9008 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), specifying the form and manner of service of notice of: (a) the filing of the Debtors’ petitions for recognition under chapter 15 of the Bankruptcy Code; (b) the Court’s entry of a temporary order (the “**Provisional Order**”) recognizing and enforcing in the United States, on an interim basis, the Initial Order (the “**Initial CCAA Order**”) issued on June 25, 2012 by the Canadian Court, and granting other relief sought in the *Foreign Representative’s Motion for Orders Granting*

---

<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.

*Provisional and Final Relief in Aid of Foreign CCAA Proceeding* (the “**Recognition Motion**”); (c) the deadline to object to the Court’s entry of a final order (the “**Final Order**”) granting the relief sought in the Recognition Motion on a final basis; and (d) the hearing for the Court to consider the chapter 15 petitions and the Recognition Motion (the “**Recognition Hearing**”). In support of this Motion, the Foreign Representative refers the Court to (a) the statements contained in the *Declaration of John Bell in Support of (I) Verified Chapter 15 Petitions, (II) Foreign Representative’s Motion for Orders Granting Provisional and Final Relief in Aid of Foreign CCAA Proceeding, and (III) Certain Related Relief* (the “**Bell Declaration**”), and (b) 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* (the “**Memorandum of Law**”), which were both filed concurrently herewith and are incorporated herein by reference. In further support of the relief requested herein, the Foreign Representative respectfully represents as follows:

### **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 as of February 29, 2012. These cases have been properly commenced pursuant to section 1504 of the Bankruptcy Code by the filing of 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 1514

and 105(a) of the Bankruptcy Code, as supplemented by Bankruptcy Rules 2002, 9006, 9007, and 9008.

### **Background**

2. The Debtors are wholly owned indirect subsidiaries of Cinram International Income Fund, which, together with its affiliates, is one of the world's largest providers of pre-recorded multimedia products and related logistics services. The Debtors and their affiliates manufacture DVDs™, Blu-ray™ discs, and CDs™ and provide distribution services for motion picture studios, music labels, video game publishers, computer software companies, telecommunication companies, and retailers around the world.

3. On the date hereof (the "**Petition Date**"), the Foreign Representative commenced these chapter 15 cases by filing, among other things, verified chapter 15 petitions seeking recognition by the Court of the CCAA Proceeding as a foreign main proceeding under chapter 15 of the Bankruptcy Code.

4. Detailed information about the Debtors' business and operations, the events leading to the Petition Date, and the facts and circumstances surrounding the CCAA Proceeding and these cases is set forth in the Bell Declaration.

### **Relief Requested**

5. By this Motion, the Foreign Representative respectfully requests that the Court enter an order (the "**Proposed Notice Order**"): (a) approving the notice, substantially in the form attached as Exhibit 1 to the Proposed Notice Order (the "**Recognition Hearing Notice**"), of (i) the filing of the chapter 15 petitions and certain related pleadings, including the Recognition Motion, (ii) the Court's entry of the Provisional Order, (iii) the deadline to object to the Court's entry of the Final Order (the "**Recognition Objection Deadline**"), and (iv) the Recognition Hearing; (b) approving the manner of service of the Recognition Hearing Notice on

any party that files a notice of appearance in the chapter 15 cases; (c) approving the manner of service on the Master Service List (as defined below) of any pleadings that the Foreign Representative files in these chapter 15 cases; and (d) granting certain related relief.

**A. Recognition Hearing Notice**

6. Pursuant to Bankruptcy Rule 2002(q), the Foreign Representative proposes to serve the Recognition Hearing Notice, the Provisional Order, the proposed Final Order, and the Initial CCAA Order by United States or Canadian mail, first class postage prepaid, within three business days of the later of (a) the entry of the Proposed Notice Order, or (b) the entry of the Provisional Order, on the following persons and entities (collectively, the “**Notice Parties**”): (i) all persons or bodies authorized to administer foreign proceedings of the Debtors; (ii) all entities against whom provisional relief is being sought pursuant to section 1519 of the Bankruptcy Code, including, but not limited to, all known creditors of the Debtors; (iii) all parties to litigation pending in the United States to which the Debtors are a party at the time of the filing of the chapter 15 petitions; (iv) counsel to the Debtors’ prepetition secured lenders; (v) the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”); and (vi) all other parties which have requested notice in these cases as of the date of such service.

7. The Recognition Hearing Notice will: (a) notify the Notice Parties of the filing of the chapter 15 petitions and certain related pleadings pursuant to chapter 15 of the Bankruptcy Code; (b) include a copy of the Provisional Order, the Recognition Motion, the proposed Final Order, and the Initial CCAA Order; (c) set forth the Recognition Objection Deadline and the date and time of the Recognition Hearing; and (d) provide a website address, email address, and phone number that interested parties may use to obtain pleadings filed in these cases.

**B. *Notice of Appearance***

8. In the event any party files a notice of appearance in these cases subsequent to the Foreign Representative's initial service of the Recognition Hearing Notice as provided for above, the Foreign Representative will serve the Recognition Hearing Notice on such party within three business days of the filing of such notice of appearance to the extent the Foreign Representative has not already done so.

**C. *Master Service List***

9. The Foreign Representative proposes to serve all pleadings that it files in these cases by United States or Canadian mail, first class postage prepaid, on: (a) counsel to JPMorgan Chase Bank, N.A., as agent under the Debtors' proposed debtor in possession financing facility; (b) counsel to JPMorgan Chase Bank, N.A., as Administrative Agent to the Debtors' prepetition secured lenders; (c) principal parties that have appeared in the CCAA Proceeding as of the date of the service of the relevant pleading; (d) the U.S. Trustee; and (e) all parties that have requested notice of these proceedings pursuant to Bankruptcy Rule 2002 (collectively, the "**Master Service List**").

**Basis for Relief**

10. Bankruptcy Rule 2002(q) provides, in pertinent part, that:

The clerk, or some other person as the court may direct, shall forthwith give the debtor, all persons or bodies authorized to administer foreign proceedings of the debtor, all entities against whom provisional relief is being sought under § 1519 of the Code, all parties to litigation pending in the United States in which the debtor is a party at the time of the filing of the petition, and such other entities as the court may direct, at least 21 days' notice by mail of the hearing on the petition for recognition of a foreign proceeding. The notice shall state whether the petition seeks recognition as a foreign main proceeding or foreign nonmain proceeding.

Fed. R. Bankr. P. 2002(q)(1).

11. Bankruptcy Rule 2002(m) provides that “the court may from time to time enter orders designating the matters in respect to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by [the Bankruptcy Rules].” Fed. R. Bankr. P. 2002(m).

12. Further, section 105(a) of the Bankruptcy Code provides the Court with the power to grant the relief requested herein by the Debtors.<sup>2</sup>

13. The Debtors have thousands of creditors, potential creditors, and other parties in interest, all of whom need to be provided with notice of the Provisional Order, the proposed Final Order, the Recognition Objection Deadline, and the Recognition Hearing. Under the facts and circumstances of the Debtors’ chapter 15 cases, the Foreign Representative submits that service of the Recognition Hearing Notice in the manner proposed herein will provide the Notice Parties due and sufficient notice of the relief requested in the Recognition Motion and associated objection deadline and hearing dates.

14. Furthermore, the Recognition Hearing Notice provides multiple efficient ways for any party receiving such notice to obtain copies of pleadings filed in these chapter 15 cases, as it provides a website address, email address, and phone number that can be used to obtain critical documents including the Recognition Motion, the Provisional Order, the Initial CCAA Order, and the proposed Final Order. Additionally, service by the Foreign Representative of all pleadings that it files in these cases by United States or Canadian mail, first class postage prepaid, on the Master Service List is an efficient and effective way to provide notice to such key parties in these cases and the CCAA Proceeding. At the same time, it will not over-burden the

---

<sup>2</sup> Section 105(a) states that a bankruptcy court “may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].”

Foreign Representative with the significant costs associated with copying and mailing all the various documents filed in these cases to the entire matrix of putative creditors and other parties.

15. Accordingly, the Foreign Representative requests that the Court declare that service to the Notice Parties of the Recognition Hearing Notice, the Provisional Order, the Recognition Motion, the proposed Final Order, and the Initial CCAA Order, as proposed herein, is due and sufficient notice and service on all interested parties of the filing of the chapter 15 petitions, the Recognition Motion, the Court's entry of the Provisional Order, and the proposed Final Order.

16. Bankruptcy Rule 1011(b) provides, among other things, that a party objecting to a petition to commence a proceeding under chapter 15 of the Bankruptcy Code has 21 days from the date of service of the summons to respond thereto. Fed. R. Bankr. P. 1011(b). The Foreign Representative believes that the reference to a "summons" in Bankruptcy Rule 1011(b) is inapplicable because the summons requirement of Bankruptcy Rule 1010 does not apply to petitions for recognition of foreign main proceedings in these cases. Accordingly, the Foreign Representative requests the Court to declare that no summons is required under Bankruptcy Rule 1011(b).

17. Finally, section 1514(c) of the Bankruptcy Code states that when "a notification of commencement of a case is to be given to foreign creditors, such notification shall (1) indicate the time period for filing proofs of claim and specify the place for filing such proofs of claim; [and] (2) indicate whether secured creditors need to file proofs of claim."

11 U.S.C. § 1514(c). It is not clear that section 1514 of the Bankruptcy Code has any application in the context of an ancillary case under chapter 15 of the Bankruptcy Code. According to Collier, section 1514 of the Bankruptcy Code is the "last in a series of sections dealing with the

international aspects of cases under chapters other than chapter 15.” 8 COLLIER ON BANKRUPTCY, ¶ 1514.01 (Alan N. Resnick, et al., 15th ed. rev. 2006). Therefore, out of an abundance of caution, the Foreign Representative respectfully requests that, to the extent applicable, the notice requirements of section 1514(c) of the Bankruptcy Code be waived in these chapter 15 cases.

18. The Court has granted requests for similar relief under section 1514(c) in other chapter 15 cases. *See e.g., In re Arctic Glacier Int’l Inc.*, No. 12-10605 (Bankr. D. Del. Feb. 23, 2012) (order stating that all notice requirements specified in section 1514(c) of the Bankruptcy Code are waived or otherwise deemed inapplicable to the chapter 15 cases); *In re Angiotech Pharm. Inc.*, No. 11-10269 (Bankr. D. Del. Jan. 31, 2011) (order finding that all 1514(c) notice requirements are waived or deemed inapplicable to the chapter 15 cases); *In re Nortel Networks UK Ltd.*, No. 09-11972 (Bankr. D. Del. June 11, 2009) (order stating that the 1514(c) notice requirements are inapplicable in the context of the chapter 15 case or are waived); *In re MAAX Corp.*, No. 08-11443 (Bankr. D. Del. July 15, 2008) (order waiving all notice requirements specified in section 1514(c) of the Bankruptcy Code).

19. To the extent that there is a claims process established in the CCAA Proceeding, the Foreign Representative will comply with any relevant orders issued by the Canadian Court with respect to providing notice of any applicable deadlines or procedures for the filing of claims.

#### **Notice**

20. Notice of this Motion has been provided to: (a) all persons or bodies authorized to administer foreign proceedings of the Debtors; (b) counsel to JPMorgan Chase Bank, N.A., as administrative agent under the Debtors’ proposed debtor in possession financing facilities; (c) counsel to JPMorgan Chase Bank, N.A., as administrative agent to the Debtors’



prepetition secured lenders; and (d) the Office of the United States Trustee for the District of Delaware. The Foreign Representative requests that the Court grant this Motion without further notice to creditors. The Foreign Representative proposes to notify all creditors and parties in interest of the filing of the chapter 15 petitions and the Foreign Representative's request for entry of an order recognizing the CCAA Proceeding as a foreign main proceeding in the form and manner set forth herein. 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.

**No Prior Request**

21. No prior request for the relief sought in this Motion has been made to this or any other court.

**Conclusion**

WHEREFORE, the Foreign Representative respectfully requests that the Court enter an order, substantially in the form attached hereto as Exhibit A, granting the relief requested herein and such other and further relief as may be just and proper.

Dated: Wilmington, Delaware  
June 25, 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 A**

**Proposed Notice Order**

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

-----	X		
<b>In re</b>	:	<b>Chapter 15</b>	
	:		
<b>CINRAM INTERNATIONAL INC., et al.,<sup>1</sup></b>	:	<b>Case No. 12-11882 (___)</b>	
	:		
<b>Debtors in a Foreign Proceeding.</b>	:	<b>(Joint Administration Pending)</b>	
	:		
	:	<b>Ref. Docket No. ____</b>	
-----	X		

**ORDER SCHEDULING HEARING AND SPECIFYING  
THE FORM AND MANNER OF SERVICE OF NOTICE**

This matter coming before this Court on the motion (the “**Motion**”)<sup>2</sup> of Cinram International ULC, the duly authorized foreign representative (the “**Foreign Representative**”) of 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 entry of an order scheduling a hearing and specifying the form and manner of service of notice (this “**Order**”); this Court having reviewed the Motion, the statements contained in the (a) *Declaration of John Bell in Support of (I) Verified Chapter 15 Petitions, (II) Foreign Representative’s Motion for Orders Granting Provisional and Final Relief in Aid of Foreign CCAA Proceeding, and (III) Certain Related Relief* (the “**Bell Declaration**”), and (b) the *Foreign Representative’s Memorandum of Law in Support of (I) Verified Chapter 15 Petitions and (II) Motion for Orders Granting Provisional*

---

<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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

*and Final Relief in Aid of Foreign CCAA Proceeding* (the “**Memorandum of Law**”); and it appearing that this Court has jurisdiction to consider the 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 as of February 29, 2012; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interest of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor;

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is granted.
2. The Recognition Hearing Notice, substantially in the form attached hereto as Exhibit 1, is hereby approved.
3. Prior to mailing the Recognition Hearing Notice, the Foreign Representative may fill in any missing dates and other information, correct any typographical errors, conform the provisions thereof to the provisions of this Order and make such other and further non-material, non-substantive changes as the Foreign Representative deems necessary or appropriate.
4. The Foreign Representative shall serve, or caused to be served, on the Notice Parties the Recognition Hearing Notice, the Recognition Motion, the Provisional Order, the proposed Final Order, and the Initial CCAA Order by United States or Canadian mail, first class postage prepaid, within three business days of the later of (a) the entry of this Order or (b) the entry of the Provisional Order.

5. The Foreign Representative shall serve, or caused to be served, on the Master Service List, including any party requesting to be added thereto, all pleadings filed by the Foreign Representative in these cases by United States or Canadian mail, first class postage prepaid.

6. To the extent not previously served, in the event any party files a notice of appearance in these cases subsequent to the Foreign Representative's initial service of the Recognition Hearing Notice as provided for in this Order, the Foreign Representative shall serve, or caused to be served, on such party the Recognition Hearing Notice, the Provisional Order, the proposed Final Order, and the Initial CCAA Order (or, to the extent the proposed Final Order has previously been entered by this Court, the Final Order) within three business days of the filing of such notice of appearance by United States or Canadian mail, first class postage prepaid.

7. Service of the Recognition Hearing Notice, the Provisional Order, the proposed Final Order, and the Initial CCAA Order in accordance with this Order is hereby approved as due and sufficient notice and service of the filing of the chapter 15 petitions, the Recognition Motion, the Provisional Order, the proposed Final Order, the Recognition Hearing, and the Recognition Objection Deadline on all interested parties in the chapter 15 cases.

8. Bankruptcy Rule 1010 shall not apply to the Debtors' petitions seeking recognition of a foreign main proceeding and, therefore, the summons requirements in Bankruptcy Rule 1011(b) are inapplicable to the chapter 15 petitions and the Recognition Motion and any requirements under the Bankruptcy Code, the Bankruptcy Rules, or otherwise for notice thereof.

9. All notice requirements specified in section 1514(c) of the Bankruptcy Code are hereby waived or otherwise deemed inapplicable to these cases.

10. This Court shall retain jurisdiction with respect to any and all matters arising from or relating to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2012

---

UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1**

**Recognition Hearing Notice**



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

----- X	:		X
<b>In re</b>	:	<b>Chapter 15</b>	
	:		
<b>CINRAM INTERNATIONAL INC., et al.,<sup>1</sup></b>	:	<b>Case No. 12-11882 (___)</b>	
	:		
<b>Debtors in a Foreign Proceeding.</b>	:	<b>Jointly Administered</b>	
	:		
	:	<b>Ref. Docket No. ___</b>	
----- 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 \_\_\_\_, 2012, the Bankruptcy Court entered an Order Directing Joint Administration of the Debtors’ Chapter 15 Cases (Docket No. \_\_\_ ) under Case No. 12-11882 ( \_\_\_ ).

PLEASE TAKE FURTHER NOTICE that on on June \_\_\_\_, 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. \_\_\_ ) (the “**Provisional Order**”). The Provisional Order, among other things: (a) enjoins actions in the United States in contravention of orders of the Canadian Court in the CCAA Proceeding

---

<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.

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 \_\_\_\_\_ in Room \_\_\_\_ of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on July \_\_, 2012 at \_\_ : \_\_ .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 \_\_, 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.kccllc.net/cinram](http://www.kccllc.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](mailto:msmith@ycst.com), or Facsimile 302-576-3337).

Dated: Wilmington, Delaware  
June \_\_\_\_, 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

---

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*