IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:

CINRAM INTERNATIONAL INC., et al.,

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 12-11882 (KJC) Jointly Administered

Hearing Date: July 25, 2012 at 10:00 a.m.

Re: Docket No. 50

LIMITED OBJECTION OF PARK PLACE TECHNOLOGIES, INC. TO NOTICE OF PROPOSED POTENTIAL ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES IN CONNECTION WITH <u>THE SALE OF SUBSTANTIAL ASSETS OF THE DEBTORS</u>

Park Place Technologies, Inc. ("Park Place"), by counsel, Wiley Rein LLP and Potter Anderson & Corroon LLP, files this Limited Objection to 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] ("Assumption Notice"), stating to the Court as follows:

I. <u>BACKGROUND</u>

1. On June 25, 2012, Cinram International ULC ("Foreign Representative"), in its capacity as the foreign representative for the above-captioned debtors ("Debtors"), commenced these chapter 15 cases by filing verified chapter 15 petitions seeking recognition by the Court of the 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, as a foreign main proceeding under chapter 15 of the Bankruptcy Code.

2. Also on June 25, 2012, the Foreign Representative filed a 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 ("Sale Motion").

3. On July 6, 2012, the Foreign Representative filed the Assumption Notice.

4. Schedule 1 attached to the Assumption Notice ("Assumption Schedule") identifies Park Place as a contract counter-party on six IT Contracts that the Debtors seek authority to assume and assign to the purchaser of their assets ("Purchaser") upon approval of the Sale Motion. The Assumption Schedule sets forth a total cure amount of \$1,328.53 ("Proposed Cure Amount") to cure the defaults on the six listed contracts with Park Place.

5. The descriptions provided on the Assumption Schedule do not contain sufficient information to identify the contracts with Park Place that the Debtors seek to assume and assign. No dates, contract numbers or invoice numbers are provided. Park Place has more than six executory contracts with the Debtors. Additionally, Park Place has calculated that, as of July 19, 2012, a cure amount of \$85,020.57 is required to cure the defaults on all of Park Place's executory contracts with the Debtors. *See* spreadsheet and invoices attached as Exhibit 1. The Debtors continue to accrue charges for services provided under these contracts in the ordinary course of business.

6. Pursuant to the Assumption Notice, Park Place contacted the Monitor appointed by the Canadian Court in an attempt to obtain clarification regarding which contracts are identified on the Assumption Schedule and to consensually resolve its dispute regarding the appropriate cure amounts. Although substantial progress has been made in addressing these issues, they have not been fully resolved. Park Place will continue to seek to resolve its concerns prior to the hearing. However, to reserve its rights, Park Place files this limited objection.

2

II. **OBJECTION**

7. Park Place does not object to assumption of its executory contracts with the Debtors. Park Place files this objection in order to preserve its right to obtain the appropriate cure amount upon the assumption of its contracts with the Debtors.

8. First, Park Place objects on the basis that it is unclear from the Assumption Schedule which contracts the Debtors seek to assume and to which contracts the Proposed Cure Amount relates.

9. Second, Park Place objects on the grounds that the Proposed Cure Amount of \$1,328.53 is inaccurate. Park Place has calculated that, as of July 19, 2012, \$85,020.57 is required to cure the defaults on all of Park Place's executory contracts with the Debtors. *See* attached Exhibit 1. Additional amounts are accruing in the ordinary course of business based upon post-petition services. The Monitor informed Park Place's counsel that only pre-petition defaults are included on the Assumption Schedule because the Debtors intend to pay post-petition obligations in the ordinary course. However, the outstanding pre-petition obligations under the contracts exceed the Proposed Cure Amount. Further, the Bankruptcy Code requires that all defaults be cured upon assumption, including post-petition defaults. 11 U.S.C. § 365(b)(1). Until the Debtors pay their outstanding post-petition obligations, such amounts must be included in the cure amount.

10. Third, to the extent applicable, Park Place objects on the basis that the Proposed Cure Amount fails to consider actual pecuniary losses suffered by Park Place by virtue of the Debtors' defaults under its executory contracts with Park Place. 11 U.S.C. § 365(b)(1).

III. <u>CONCLUSION</u>

WHEREFORE, for the foregoing reasons, Park Place Technologies, Inc. respectfully requests that this Court enter an order (i) sustaining this limited objection; (ii) directing the

3

Debtors to identify specific contracts they intend to assume and assign; (iii) conditioning the assumption and assignment of such contracts on the payment of all outstanding obligations through the date of assumption; and (iv) granting such other and further relief as the Court deems just and proper.

Dated: July 19, 2012 Wilmington, Delaware

POTTER ANDERSON & CORROON LLP

/s/ Etta R. Mayers Jeremy W. Ryan (DE Bar No. 4057) Etta R. Mayers (DE Bar No. 4164) Hercules Plaza, 6th Floor 1313 N. Market Street P.O. Box 951 Wilmington, DE 19899-0951 Telephone: (302) 984-6000 Facsimile: (302) 658-1192 Email: jryan@potteranderson.com emayers@potteranderson.com

and

WILEY REIN LLP

Valerie P. Morrison Lauren Friend McKelvey 7925 Jones Branch Drive, Suite 6200 McLean, Virginia 22102 Telephone: (703) 905-2800 Facsimile: (703) 905-2820

Attorneys for Park Place Technologies, Inc.

EXHIBIT 1

Customer No.	Customer Name	Document Number	Document Type	Document Date	Sales Amount	Customer PO No.	Contract Number	Invoice Service Dates
0071153	CINRAM INTERNATIONAL - HQ	CSVCINV0114013	Sales / Invoices	4/30/2011	\$1,279.47	199471	D4340M	May-11
0071153	CINRAM INTERNATIONAL - HQ	CSVCINV0123621	Sales / Invoices	5/7/2012	\$973.95	204843	D5559M	10/15/11-11/14/11
0071153	CINRAM INTERNATIONAL - HQ	CSVCINV0123622	Sales / Invoices	5/7/2012	\$973.95	204843	D5559M	11/15/11-12/14/12
0071153	CINRAM INTERNATIONAL - HQ	CSVCINV0123624	Sales / Invoices	5/7/2012	\$973.95	204843	D5559M	01/15/12-02/14/12
0071153	CINRAM INTERNATIONAL - HQ	CSVCINV0123625	Sales / Invoices	5/7/2012	\$973.95	204843	D5559M	02/15/12-03/14/12
0071153	CINRAM INTERNATIONAL - HQ	CSVCINV0123629	Sales / Invoices	5/7/2012	\$1,012.23	204843	D5559M	03/15/12-04/14/12
0071153	CINRAM INTERNATIONAL - HQ	CSVCINV0123630	Sales / Invoices	5/7/2012	\$1,058.70	204843	D5559M	04/15/12-05/14/12
0071153	CINRAM INTERNATIONAL - HQ	CSVCINV0123631	Sales / Invoices	5/7/2012	\$1,058.70	204843	D5559M	05/15/12-06/14/12
0071153	CINRAM INTERNATIONAL - HQ	CSVCINV0123632	Sales / Invoices	5/7/2012	\$1,058.70	204843	D5559M	6/15/12-07/14/12
0071153	CINRAM INTERNATIONAL - HQ	CSVCINV0124391	Sales / Invoices	5/21/2012	\$12,888.00	289835	D6710M	06/1/12-05/31/13
0071153	CINRAM INTERNATIONAL - HQ	CSVCINV0125253	Sales / Invoices	6/12/2012	\$1,058.70	204843	D5559M	7/15/12-08/14/12
Total 0071153					\$23,310.30			
0001614	CINRAM MANUFACTURING	CSVCINV0123868	Sales / Invoices	5/14/2012	\$10,252.32	273754	D4124M	06/1/12-05/31/13
0001614	CINRAM MANUFACTURING	CSVCINV0123888	Sales / Invoices	6/11/2012	\$45,269.20	283061	D3326M	07/1/12-06/30/13
0001614	CINRAM MANUFACTURING	CSVCINV0125325	Sales / Invoices	6/19/2012		2900647	D6746M	06/1/12-5/31/13
0001614	CINRAM MANUFACTURING	CSVCINV0125325	Sales / Invoices	6/19/2012	\$4,776.83	209155	D3712M	06/1/12-05/31/13
Total 0001614					\$61,710.27			
					\$85,020.57	Total Due Park Plac	e Technologies	

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COLUMBUS, OH 43271-0790

Invoice	CSVCINV0114013
Date	4/30/2011
Page	1

Bill To:

CINRAM VIDEO CENTER 5590 FINCH AVE EAST SCARBOROUGH ON M1B 1T1 Ship To:

BRIJESH PARIKH 5590 FINCH AVE EAST SCARBOROUGH ON M1B 1T1

Purchase C	rder No.	Customer I	D	Salesperson ID	Shipping Method	Payment Ter				faster No.
199471		0071153		JAC	DEFAULT	NET 30		6/28/20	011	74,772
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COLUMBUS, OH 43271-0790

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Bill To:

CINRAM VIDEO CENTER 2255 MARKHAM RD SCARBOROUGH ON M1B 2W3 Ship To:

BRIJESH PARIKH 5590 FINCH AVE EAST SCARBOROUGH ON M1B 1T1

Purchase (Order No.	Customer ID)	Salesperson ID	Shipping Method	Payment Terms	Reg	Ship Date	Master No.
204843		0071153		JAC	DEFAULT	NET 30		2011	103.509
Ordered	Shipped	B/O	Item Num	ber D	escription	DI	scount	Unit Price	Ext. Price
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CALL ACCOUNTS RECEIVABLE (800) 931-3366



PO BOX 71-0790 COLUMBUS, OH

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COLUMBUS, OH 43271-0790

Invoice	CSVCINV0123622
Date	5/7/2012
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Bill To:

CINRAM VIDEO CENTER 2255 MARKHAM RD SCARBOROUGH ON M1B 2W3 Ship To:

BRIJESH PARIKH 5590 FINCH AVE EAST SCARBOROUGH ON M1B 1T1

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COLUMBUS, OH 43271-0790

Invoice CSVCINV0123624 Date 5/7/2012 Page 1

Bill To:

CINRAM VIDEO CENTER 2255 MARKHAM RD SCARBOROUGH ON M1B 2W3 Ship To:

BRIJESH PARIKH 5590 FINCH AVE EAST SCARBOROUGH ON M1B 1T1

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BRIJESH PARIKH 5590 FINCH AVE EAST SCARBOROUGH ON M1B 1T1

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COLUMBUS, OH 43271-0790

Invoice CSVCINV0123629 Date 5/7/2012 Page 1

Bill To:

CINRAM VIDEO CENTER 2255 MARKHAM RD SCARBOROUGH ON M1B 2W3

PO BOX 71-0790 COLUMBUS, OH

Ship To:

BRIJESH PARIKH 5590 FINCH AVE EAST SCARBOROUGH ON M1B 1T1

Purchase (Order No.	Customer II)	Salesperson ID	Shipping Method	Payment Terr	ns Re	q Ship Date	Master No.	
204843		0071153		JAC	DEFAULT	NET 30		5/2012	103,517	
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COLUMBUS, OH 43271-0790

Invoice CSVCINV0123630 Date 5/7/2012 Page 1

Bill To:

CINRAM VIDEO CENTER 2255 MARKHAM RD SCARBOROUGH ON M1B 2W3

COLUMBUS, OH

Ship To:

BRIJESH PARIKH 5590 FINCH AVE EAST SCARBOROUGH ON M1B 1T1

Purchase (Order No.	Customer ID)	Salesperson ID	Shipping Method	Payment Term			Vaster No.
204843		0071153		JAC	DEFAULT	NET 30			103.518
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Invoice	CSVCINV0123631
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Bill To:

CINRAM VIDEO CENTER 2255 MARKHAM RD SCARBOROUGH ON M1B 2W3 Ship To:

BRIJESH PARIKH 5590 FINCH AVE EAST SCARBOROUGH ON M1B 1T1

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Thank you for your order. We appreciate your business!

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COLUMBUS, OH 43271-0790

Invoice CSVCINV0123632 Date 5/7/2012 Page 1

Bill To:

CINRAM VIDEO CENTER 2255 MARKHAM RD SCARBOROUGH ON M1B 2W3 Ship To:

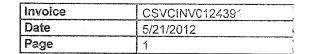
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Purchase	Order No.	Customer I	D	Salesperson iD	Shipping Method	Payment Tern	ns	Req	Ship Date	Vaster No.
204843		0071153		JAC	DEFAULT	NET 30		5/15/		103,520
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COLUMBUS, OH 43271-0790



Bill To:

CINRM INTERNATIONAL - HQ 2255 MARKHAM RD SCARBOROUGH ON M1B 2W3

PO BOX 71-0790 COLUMBUS, OH

Ship To:

CINRAN 701 CONGRESSIONAL BLVD CARMEL IN 46032

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CALL ACCOUNTS RECEIVABLE (800) 931-3366



COLUMBUS, OH 43271-0790

Invoice	CSVCINV0125253
Date	6/12/2012
Page	1

Bill To:

CINRAM VIDEO CENTER 2255 MARKHAM RD SCARBOROUGH ON M1B 2W3 Ship To:

BRIJESH PARIKH 5590 FINCH AVE EAST SCARBOROUGH ON M1B 1T1

Purchase (Order No.	Customer II)	Salesperson ID		oing Method	Payment T	ərms			Master No.
204843		0071153		JAC	DEFA	ULT	NET 30		6/15/2012		107.524
Ordered	Shipped	B/O	Item Num	ber	Descriptio	n		Disco	unt	Unit Price	Ext. Price
1	1	0	MSVC			NTRACT SVC			\$0.00	\$936.90	
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					GST/HST#	80411 3058 RT (0001	1			
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								ibtotal			\$936.90
D5559M	/12-7/14/13						terror and the second se	SC		·	\$0.00
		/2012-8/14/20	12				Ta				\$121.80
PRICE IN U			1 4-1					eight			\$0.00
		oo. = = = = :						ade Dis	count		\$0.00
	NY QUESTI ALL ACCOU	ONS REGA		/UICES?			To	tal			\$1,058.70



COLUMBUS, OH 43271-0790

Invoice	CSVCINV0123868
Date	5/14/2012
Page	1

Bill To:

CINRAM MANUFACTURING ATTN: ACCOUNTS PAYABLE 2255 MARKHAM RD SCARBOROUGH ON M1B 2W3

 POBOX 71-0790

 COLUMBUS, OH

Ship To:

CINRAM MFG. 1400 EAST LACKAWANNA ST. OLYPHANT PA 18448

Purchase	Order No.	Custome)	Salespers	on ID	Shipping Method	Payment T	erms	Req	Ship Date	Master No.
273754		0001614			MSD		FEDEX P1	NET 30		5/14/		104,27
Ordered	Shipped	B/O		Item Num	ber	De	scription		Disc	ount	Unit Price	Ext. Price
		1	0	MSVC			INT CONTRACT SVC			\$0.00		0 \$9,672.0
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04124M									SC			\$9.672.00 \$0.00
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								Concernation of the Institute of the Ins	eight	····		\$0.00
									ade Dis	scount		\$0.00
A	NY QUEST								tal			\$10,252.32
<i>r</i>								<u></u>	- 46718		!	JIV,202.3

CALL ACCOUNTS RECEIVABLE (800) 931-3366



COLUMBUS, OH 43271-0790

Invoice	CSVCINV0124705
Date	6/11/2012
Page	1

Bill To:

CINRAM MANUFACTURING 1400 EAST LACKAWANNA AVENUE ATTN: JEFF KRAWCZYK OLYPHANT PA 18448 Ship To:

CINRAM MFG. 1400 EAST LACKAWANNA AVENUE OLYPHANT PA 18448

Purchase	Order No.	Customer I	D	Salesperson I	D Shipping Method	Payment Ter	rms R	leg Ship Date	Aaster No.
283061		0001614		MSD	FEDEX 2	NET 30		/14/2012	106,899
Ordered	Shipped	B/O	Item Num	nber	Description		Discount		Ext. Price
1			MSVCR		MAINT CONTRACT SVC R	ENEWAL		.00 \$26,673.24	
1	1	1 0	MSVCR		MAINT CONTRACT SVC R	ENEWAL		.00 \$16,033.56	
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				11 - 14 - 14 - 14 - 14 - 14 - 14 - 14 -	5,000,000,000,000,000,000,000,000,000,0	Sub	ototal		\$42,706.80
D3326M						Mis	the second s		\$0.00
INVOICED	ANNUALLY					Tax			\$2,562.40
							ight		\$0.00
							de Discou	unt	\$0.00
A		IONS REGA				Tot	al		\$45,269.20

CALL ACCOUNTS RECEIVABLE (800) 931-3366





POBOX 71-0790 COLUMBUS, OH 43271-0790 Invoice CSVCINV0125325 Date 6/19/2012 Page 1

Bill To:

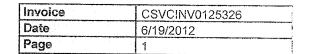
CINRAM MANUFACTURING ATTN: ACCOUNTS PAYABLE 2255 MARKHAM RD SCARBOROUGH ON M1B 2W3 Ship To:

CINRAM MFG. 1400 EAST LACKAWANNA AVENUE ATTN: JEFF KRAWCZYK OLYPHANT PA 18448

Purchase (Order No.	Customer II		lesperson ID	Shipping Method	Payment Terms	Req	Ship Date	Master No.
2900647		0001614	JA	C	FEDEX P1	NET 30	5/15/		108,101
Ordered	Shipped	B/O	Item Number	De	scription	D	iscount	Unit Price	Ext. Price
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0074036						Subtoi	al		\$1,332.00
	NNUALLY					Misc			\$0.00
	2012-5/31/20	13				Tax			\$79.92
, with \$27.172						Freigh			\$0.00
	NOUFOT						Discount		\$0.00
	NY QUESTI ALL ACCOU		RDING INVOIC			Total		. 1	\$1,411.92



COLUMBUS, OH 43271-0790



Bill To:

CINRAM MANUFACTURING ATTN: ACCOUNTS PAYABLE 2255 MARKHAM RD SCARBOROUGH ON M1B 2W3

PARK PLACE POBOX 71-0790

Ship To:

CINRAM 437 NEW SANFORD RD CARRIE SMITH LA VERGNE TN 37086

209155				Salesperson ID) .	Shipping Method	Payment Terms		Reg Ship Date		Master No.
				MSD		FEDEX P1	NET 30		5/15/2012		108,104
Ordered	Shipped	B/O	Item Num			ription		Disco	unt	Unit Price	Ext. Price
1	1	- 1	MSVC		MAIN	IT CONTRACT SVC		1	\$0.00	\$2,220.00	
1	1		MSVC			T CONTRACT SVC		ĺ	\$0.00	\$444.00	\$444.00
1	1	1	MSVC	:		T CONTRACT SVC			\$0.00	\$1,260.00	\$1,260.00
1	1	0	MSVC		MAIN	T CONTRACT SVC		Î	\$0.00	\$444.00	\$444.00
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03712M							Mi	and the second			\$4,368.00
NVOICED ANNUALLY: 6/1/2012-5/31/2013							Ta				\$0.00
RE-BILLED PER RENEWAL QUOTE 11537-1								^ eight			\$408.83
HIS INV REPLACES CSVCINV0123861								ade Disc	nuné		\$0.00
ANY QUESTIONS REGARDING INVOICES?							То		Jun	·	\$0.00
CALL ACCOUNTS RECEIVABLE (800) 931-3366								ldi	·····		\$4,776.83

CERTIFICATE OF SERVICE

I, Etta R. Mayers, hereby certify that on this 19th day of July 2012, I caused a true and

correct copy of the foregoing Limited Objection of Park Place Technologies, Inc. to 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 to be

served via overnight delivery on the parties listed below.

SHEARMAN & STERLING LLP Douglas P. Bartner, Esquire Robert Britton, Esquire 599 Lexington Avenue New York, NY 10022

Office of the United States Trustee David Klauder, Esquire 844 King Street, Suite 2207 Wilmington, DE 19801

WACHTELL, LIPTON, ROSEN & KATZ LLP Richard G. Mason, Esquire Joshua A. Feltman, Esquire 51 West 52nd Street New York, NY 10019 YOUNG CONWAY STARGATT & TAYLOR, LLP Pauline K. Morgan, Esquire Kenneth J. Enos, Esquire Rodney Square 1000 North King Street Wilmington, DE 19801

MORRIS, NICHOLS, ARSHT & TUNNELL LLP Derek C. Abbott 1201 North Market Street, 18th Floor Wilmington, DE 19899

BALLARD SPAHR LLP Matthew G. Summers, Esquire 919 N. Market Street, 11th Floor Wilmington, DE 19801

Under penalty of perjury, I declare the foregoing is true and correct.

/s/ Etta R. Mayers Etta R. Mayers (DE Bar No. 4164)