

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

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In re:	:	Chapter 15
	:	
CONTRACT PHARMACEUTICALS LIMITED, <i>et</i>	:	Case No. 24-10915 (___)
<i>al.</i> , <sup>1</sup>	:	Joint Administration Requested
Debtors in a Foreign Proceeding.	:	
	x	

**FOREIGN REPRESENTATIVE’S MOTION FOR ENTRY OF AN ORDER  
SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE**

Contract Pharmaceuticals Limited, in its capacity as the duly authorized foreign representative (“CPL” or in such capacity, the “Foreign Representative”), as defined by section 101(24) of title 11 of the United States Code (the “Bankruptcy Code”), of CPL, CPL Canada Holdco Limited, Contract Pharmaceuticals Limited Canada, Glasshouse Pharmaceuticals Limited Canada, and Glasshouse Pharmaceuticals LLC (collectively, the “Debtors”), in the Debtors’ insolvency proceedings commenced under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “CCAA”), pending before the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”), File No. CV-23-00711401-00CL (the “Canadian Proceedings”), hereby files this motion (the “Motion”) for an entry of an order, pursuant to section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002, 9006 and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9013-1(m) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), specifying the form and manner of service of the notice of: (i) the filing of (a) the Debtors’ Chapter 15 petitions (collectively, the “Chapter 15”

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<sup>1</sup> The Debtors in these Chapter 15 cases and the last four digits of their tax identification numbers are: Contract Pharmaceuticals Limited (9212), CPL Canada Holdco Limited (0001), Contract Pharmaceuticals Limited Canada (0003), Glasshouse Pharmaceuticals Limited Canada (0001), and Glasshouse Pharmaceuticals LLC (7890). The Debtors’ head office is located at 7600 Danbro Crescent, Mississauga, ON L5N 6L6.

Petitions”) and (b) certain related pleadings pursuant to Chapter 15 of the Bankruptcy Code, including the *Foreign Representative’s Verified Petition Under Chapter 15 for Recognition of the Canadian Proceedings and Request for Related Relief* (the “Verified Petition”)<sup>2</sup> and *the Motion for Entry of an Order (I) Recognizing and Enforcing the RVO Order, (II) Approving the Sale Transaction Free and Clear of Liens, Claims, and Encumbrances, and (III) Granting Related Relief* (the “RVO Motion”); (ii) this Court’s entry of the Provisional Relief Order (as defined below); (iii) the deadline to object to the Chapter 15 Petitions and the RVO Motion; and (iv) the hearing for this Court to consider recognition of the Chapter 15 Petitions and the RVO Motion. 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 matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. The Foreign Representative properly commenced these Chapter 15 cases pursuant to sections 1504 and 1509 of the Bankruptcy Code by filing petitions for recognition of the Canadian Proceedings under section 1515 of the Bankruptcy Code.

2. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Pursuant to Rule 9013-1(f) of the Local Rules, the Foreign Representative consents to the entry of a final order by the Court in connection with the Chapter 15 Petitions to the extent it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

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

3. Venue is proper in this Court and this District pursuant to 28 U.S.C. § 1410.

**BACKGROUND**<sup>3</sup>

4. The Canadian Proceedings were commenced under the CCAA, pursuant to which the Canadian Court entered an order on December 15, 2023 (the “Initial Order”) appointing KSV Restructuring Inc. as monitor (the “Monitor” or “KSV”) and authorizing CPL to act as the foreign representative of the Debtors.

5. The Initial Order further provided for a broad stay of proceedings in favor of the Debtors. In particular, for an initial period through and including December 22, 2023 (the “Stay Period”), “no proceeding or enforcement process in any court or tribunal (each, a “Proceeding”, and collectively, “Proceedings”) shall be commenced or continued against or in respect of the [Debtors] or the Monitor, or any of their respective employees, advisors (including counsel) or other representative acting in such capacities, or affecting the Business or the Property, except with the written consent of the [Debtors] and the Monitor, or with leave of this Court.” *See* Initial Order ¶ 12. The Canadian Court held a hearing on December 22, 2023 (the “Comeback Hearing”) to consider the Debtors’ request for an extension of the Stay Period and entry of an amended and restated Initial Order. *Id.* ¶ 48.

6. At the Comeback Hearing, the Canadian Court entered the *Amended and Restated Initial Order* (the “ARIO”), extending the Stay Period to and including March 22, 2024 and granting other relief. *See* ARIO ¶ 16. Additionally, on December 22, 2023, the Canadian Court entered the *SISP Approval Order*, which authorized and directed the Debtors to undertake a refinancing, sale and investment solicitation process (a “SISP”) for the purpose of effectuating a

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<sup>3</sup> The following is a brief summary of the Canadian Proceedings and the requests being made from the Canadian Court and this Court. Additional information about the Debtors’ business, the events leading up to the Petition Date (as defined below), and the facts and circumstances surrounding the Debtors, the Canadian Proceedings, and the Chapter 15 Cases can be found in the Verified Petition, which is incorporated herein by reference.

transaction for the Debtors' business to continue as a going concern. See SISP Approval Order ¶¶ 3, 7.

7. On March 21, 2024, the Canadian Court entered the *Stay Extension Order*, which further extended the Stay period to and including April 12, 2024. On April 17, 2024, the Canadian Court granted a further *Stay Extension Order*, which extended the Stay Period to and including June 17, 2024.

8. At the commencement of the SISP, SSG Capital Advisors, LLC, as financial advisor to the Debtors (the "Financial Advisor") issued a teaser and process letter, including a form of non-disclosure agreement ("NDA") to four hundred and forty-five (445) potentially interested parties. Of those, eighty-six (86) entered into an NDA with CPL and were provided a confidential information memorandum and access to a confidential data site containing non-public information regarding the Debtors' business. Eleven (11) non-binding letters of intent were submitted by prospective bidders on or about the LOI Deadline (as defined in the SISP). The Financial Advisor coordinated an additional diligence process for the prospective bidders to submit Qualified Bids by the Qualified Bid Deadline (each as defined in the SISP). The additional diligence process included access to additional information, including a form of transaction agreement, site visits at the Debtors' facilities, and calls among the Debtors' management and various prospective bidders and their advisors. To enable prospective bidders to complete further diligence and provide a Qualified Bid by the Qualified bid Deadline, the Debtors extended the deadline to submit Qualified Bids by seven (7) days.

9. Ultimately, the Debtors received several submissions before the Qualified Bid Deadline, including a bid from Aterian Investment Partners IV, LP ("Aterian"). Following their review of these submissions, the Debtors determined that the submission received from Aterian

represented the best offer available. Accordingly, CPL entered into the *Share Purchase Agreement between Contract Pharmaceuticals Limited and AIP Elixir Buyer Inc.* dated as of March 30, 2024 (as amended, the “Sale Agreement”) that is the subject of the *Approval and Reverse Vesting Order* (the “RVO”). On April 17, 2024, the Canadian Court approved the Sale Agreement and granted the RVO.

10. On April 30, 2024 (the “Petition Date”), the Foreign Representative commenced the Debtors’ Chapter 15 cases (collectively, the “Chapter 15 Cases”) by filing the Chapter 15 Petitions pursuant to sections 1504 and 1515 of the Bankruptcy Code. By the Petitions, the Foreign Representative seeks an order (the “Recognition Order”) recognizing the Canadian Proceedings as (a) foreign main proceedings or, (b) in the alternative, foreign non-main proceedings, and related relief.

11. Contemporaneously with the filing of this Motion, the Foreign Representative filed a *Foreign Representative’s Motion for Provisional Relief Pursuant to Section 1519* (the “Provisional Relief Motion”). If granted, the Foreign Representative anticipates that this Court will shortly enter an order (the “Provisional Relief Order”) (a) enforcing the ARIO and (b) staying any and all collection and enforcement activity or execution by creditors, and any other parties against the Debtors or their assets in the United States, pending the Recognition Hearing (as defined below).

12. In addition, the Foreign Representative has filed the RVO Motion. By the RVO Motion, the Foreign Representative seeks an order recognizing and enforcing the RVO in the U.S., including the releases contained therein.

**RELIEF REQUESTED**

13. Given the Debtors' financial condition, the Foreign Representative intends to provide notice of the Canadian Proceedings and these Chapter 15 Cases and the relief requested from both the Canadian Court and this Court in the most efficient and economical manner. Thus, the Foreign Representative intends to serve the following documents (the "Notice Package") at the same time on all known creditors, including litigation parties and contractual counterparties, regardless of location, to ensure that all creditors are given notice and are afforded an opportunity to appear and be heard at the upcoming hearings in this Court:

- a. A copy of the Provisional Relief Order;
- b. A copy of the proposed Recognition Order;
- c. A copy of the RVO Motion; and
- d. A copy of the Recognition Notice (as defined below and approved by this Court).

14. By this Motion, the Foreign Representative respectfully requests the Court to enter an order, substantially in the form attached as **Exhibit A** (the "Notice Order"): (i) approving the notice, substantially in the form attached as **Exhibit B** (the "Recognition Notice"), of (a) the filing of the Chapter 15 Petitions and certain related pleadings pursuant to Chapter 15 of the Bankruptcy Code, including the Verified Petition and the Sale Motion, (b) this Court's entry of the Provisional Relief Order, (c) the deadline (the "Objection Deadline") to object to the Chapter 15 Petitions and the RVO Motion, and (d) the hearing (the "Recognition Hearing") for this Court to consider the Chapter 15 Petitions and the RVO Motion (including the proposed releases and limitations of liability contained in the RVO); (ii) approving the manner of service of the Recognition Notice on any party that files a notice of appearance in the Chapter 15 Cases; (iii) approving the manner of

service on the Master Service List (as defined below) of any pleadings that the Foreign Representative files in the Chapter 15 Cases; and (iv) granting certain related relief.

**A. Recognition Notice**

15. Pursuant to Bankruptcy Rule 2002(q) and Local Rule 9013-1(m), the Foreign Representative proposes to serve the Recognition Notice by United States or Canadian mail, first class postage prepaid, within one business day after entry of the Notice Order (together with the balance of the Notice Package), on the following parties or their respective counsel: (a) all persons or bodies authorized to administer foreign proceedings of the Debtors; (b) the Office of the United States Trustee for the District of Delaware; (c) all parties to litigation in which any Debtor is a party and that is pending in the United States as of the date that the Chapter 15 Petitions were filed; (d) all secured creditors of the Debtors; (e) all other known creditors of the Debtors; (e) the United States Food and Drug Administration; (f) the Internal Revenue Service; (g) the Debtors; (h) Aterian; and (i) any other party who has requested notice (the “Other Interested Party”) in these Chapter 15 Cases (collectively, the “Notice Parties”).

16. The Recognition Notice will notify the Notice Parties of (i) the filing of the Chapter 15 Petitions and certain related pleadings pursuant to chapter 15 of the Bankruptcy Code, including the Verified Petition and the RVO Motion; (ii) the entry of the Provisional Relief Order; (iii) the Objection Deadline and the date and time of the Recognition Hearing; and (iv) a website maintained by the Monitor, a telephone number and an email address by which interested parties may obtain various pleadings filed in the Canadian Proceedings and the Chapter 15 Cases.<sup>4</sup>

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<sup>4</sup> In connection with the Canadian Proceedings, the Monitor established a website, <https://www.ksvadvisory.com/experience/case/cpl>, on which it has or will upload the various papers publicly filed with the Canadian Court. The Foreign Representative will similarly have the papers it publicly files with this Court uploaded to the Monitor’s website, including the Verified Petition, the Provisional Relief Motion, and the Sale Motion.

Further, within five (5) business days following entry of the Notice Order, the Foreign Representative will publish the Recognition Notice in the national edition of the *Wall Street Journal*, *USA Today*, *The New York Times* or another national publication that the Foreign Representative deems appropriate.

17. In addition to serving the Recognition Notice on the Notice Parties by United States or Canadian mail, first class postage prepaid, the Foreign Representative proposes to serve copies of the Verified Petition, the Recognition Notice, the Provisional Relief Order, proposed Recognition Order, RVO Motion and all other documents that it files in these cases by electronic mail to the parties for whom it has email addresses. The Foreign Representative will also upload such documents to the website maintained in connection with the Canadian Proceedings.

**B. Notice of Appearance**

18. In the event any Other Interested Party subsequently files a notice of appearance in the Chapter 15 Cases, the Foreign Representative will serve the Recognition Notice on such party within three (3) business days of the filing of such notice of appearance to the extent the Foreign Representative has not already served such documents on the party.

**C. Master Service List**

19. The Foreign Representative proposes to serve all pleadings that it files in the Chapter 15 Cases after the Recognition Hearing by United States or Canadian mail, first class postage prepaid, on the following parties or their respective counsel: (a) all persons or bodies authorized to administer foreign proceedings of the Debtors; (b) the Office of the United States Trustee for the District of Delaware; (c) all parties to litigation in which any Debtor is a party and that is pending in the United States as of the date that the Chapter 15 Petitions were filed; (d) all secured creditors of the Debtors; (e) all other known creditors of the Debtors; (e) the United States

Food and Drug Administration; (f) the Internal Revenue Service; (g) the Debtors; (h) Aterian; and (i) any Other Interested Parties (collectively, the “Master Service List”).

**BASIS FOR RELIEF REQUESTED**

20. 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. The notice shall state whether the petition seeks recognition as a foreign main proceeding or foreign nonmain proceeding.

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

21. Bankruptcy Rule 2002(m), in turn, provides that “[t]he 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].”

22. The Debtors have hundreds of potential creditors, and other parties-in-interest, all of which need to be provided with notice of the Chapter 15 Cases and the relief requested herein. Under the facts and circumstances of the Debtors’ Chapter 15 Cases, the Foreign Representative submits that service of the Recognition Notice in the manner proposed herein will provide the Notice Parties due and sufficient notice and service of such matters and any associated objection deadlines and hearing dates.

23. The Recognition 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 maintained by the Monitor, a telephone number and an email address that can be used to obtain

critical documents—including the Verified Petition, the Provisional Relief Order, the proposed Recognition Order, the RVO Motion, and the RVO Order—in the Chapter 15 Cases.

24. Accordingly, the Foreign Representative requests the Court to declare that its service to the Notice Parties of the Recognition Notice as proposed herein is due and sufficient notice and service on all interested parties of the filing of the Chapter 15 Petitions, the Verified Petition, the RVO Motion, this Court’s entry of the Provisional Relief Order, the proposed Sale Order, and the proposed Recognition Order.

**NOTICE**

25. Notice of this Motion has been provided to Office of the United States Trustee for the District of Delaware. The Foreign Representative respectfully submits that, in light of the nature of the relief requested, no other or further notice of the Motion need be given.

**CONCLUSION**

WHEREFORE, the Foreign Representative respectfully requests entry the Proposed Notice Order and such other and further relief as this Court deems just and proper.

Dated: April 30, 2024  
Wilmington, Delaware

**LANDIS RATH & COBB LLP**

*/s/ Joshua B. Brooks*

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*Counsel to the Foreign Representative*

**Exhibit A**

Notice Order

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

	X	
In re:	:	Chapter 15
	:	
CONTRACT PHARMACEUTICALS LIMITED, <i>et</i>	:	Case No. 24-10915 (___)
<i>al.</i> , <sup>1</sup>	:	Jointly Administered
Debtors in a Foreign Proceeding.	:	
	X	Ref. No. ___

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

Upon consideration of the motion (the “Motion”)<sup>2</sup> of Contract Pharmaceuticals Limited, in its capacity as the duly authorized foreign representative (“CPL” or in such capacity, the “Foreign Representative”) for the above-captioned debtors (collectively, the “Debtors”), in the Canadian proceedings (the “Canadian Proceedings”), commenced under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “CCAA”), pending before the Ontario Superior Court (Commercial List) (the “Canadian Court”), seeking entry of an order, pursuant to section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002, 9006 and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9013-1(m) of the Local Rules for the United States Bankruptcy Court for the District of Delaware, specifying the form and manner of service of the notice of: (i) the filing of (a) the Debtors’ chapter 15 petitions (collectively, the “Chapter 15 Petitions”) and (b) certain related pleadings pursuant to chapter 15 of the Bankruptcy Code, including the Verified Petition and the RVO Motion, (ii) this Court’s entry of the Provisional Relief Order; (iii) the deadline to object to the Chapter 15 Petitions and the RVO Motion; and (iv) the hearing for this Court to consider the Chapter 15 Petitions and

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<sup>1</sup> The Debtors in these Chapter 15 cases and the last four digits of their tax identification numbers are: Contract Pharmaceuticals Limited (9212), CPL Canada Holdco Limited (0001), Contract Pharmaceuticals Limited Canada (0003), Glasshouse Pharmaceuticals Limited Canada (0001), and Glasshouse Pharmaceuticals LLC (7890). The Debtors’ head office is located at 7600 Danbro Crescent, Mississauga, ON L5N 6L6.

<sup>2</sup> All capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Motion.

the RVO Motion, and granting certain related relief; 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 in the Motion is in the best interests of the Foreign Representative, the Debtors, and other parties-in-interest in the Chapter 15 Cases; and after due deliberation and sufficient cause appearing therefor,

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

1. The Motion is granted as set forth herein.
2. The Recognition Hearing is scheduled for May \_\_, 2024 at \_\_: \_\_ a./p.m. (prevailing Eastern time).
3. The date and time of the Recognition Hearing, including the hearing on the RVO Motion may be adjourned or continued to a subsequent date without further notice except for an “in court” announcement at the Recognition Hearing or a filing on the docket of the Chapter 15 Cases of the date and time to which the Recognition Hearing has been adjourned.
4. The Recognition Notice, substantially in the form attached hereto as **Exhibit 1**, is hereby approved.
5. Prior to mailing the Recognition 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.
6. The Foreign Representative shall serve, or cause to be served, a copy of the Recognition Notice on the Notice Parties by United States or Canadian mail, first class postage prepaid, by close of business on May \_\_, 2024.

7. The Foreign Representative shall, within five (5) business days, publish the Recognition Notice in the national edition of the *Wall Street Journal*, *USA Today*, *The New York Times* or another national publication that the Foreign Representative deems appropriate.

8. The Foreign Representative shall serve, or cause to be served, on the Master Service List, including any party requesting to be added thereto, all pleadings filed by the Foreign Representative in the Chapter 15 Cases after the Recognition Hearing by United States or Canadian mail, first class postage prepaid and no further or additional notice will be required. Service of all pleadings filed in these Chapter 15 Cases on the Master Service List in accordance with this Order is hereby approved as due and sufficient notice of such pleadings on all interested parties in these Chapter 15 Cases.

9. To the extent not previously served, in the event any other interested party files a notice of appearance in the Chapter 15 Cases, the Foreign Representative shall serve, or cause to be served, on such party the Recognition Notice and the proposed Recognition Order (or, to the extent the proposed Recognition Order has previously been entered by this Court, the Recognition Order) within three (3) business days of the filing of such notice of appearance by United States or Canadian mail, first class postage prepaid.

10. The Foreign Representative shall also serve copies of the Recognition Notice, the Provisional Relief Order, Proposed Recognition Order and RVO Motion and all other papers it files in these cases by electronic mail to the parties for whom it has email addresses.

11. Service of the Recognition Notice and the proposed Recognition Order (or, to the extent the proposed Recognition Order has previously been entered by this Court, the Recognition 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 Verified Petition, the Provisional Relief Order, the

RVO Motion, the proposed Recognition Order, the Recognition Hearing and the Objection Deadline on all interested parties in the Chapter 15 Cases.

12. Any responses, answers, or objections to the Chapter 15 Petitions, the requested recognition of the Canadian Proceedings as foreign main proceedings, related relief, or the RVO must (a) be in writing, (b) set forth in detail the factual and legal bases therefor, (c) be filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and (d) be served upon (1) counsel for the Foreign Representative, Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801, Attn: Matthew B. McGuire (mcguire@lrclaw.com) and Joshua B. Brooks (brooks@lrclaw.com) and (2) counsel for the Buyer, (i) Osler, Hoskin & Harcourt LLP, First Canadian Place, 100 King St. W Suite 6200, Toronto, ON M5X 1B8, Attn: Tracy Sandler (tsandler@osler.com), (ii) Kirkland & Ellis LLP, 333 West Wolf Point Plaza, Chicago, Illinois 60654, Attn: John R. Luze (john.luze@kirkland.com) so as to be received on or before May \_\_, 2024 at 4:00 p.m. (prevailing Eastern time).

13. The Foreign Representative is authorized to take all actions necessary to effectuate the relief granted by this Order.

14. Notwithstanding any applicability of any Bankruptcy Rules or Local Rules, the terms and conditions of this order shall be immediately effective and enforceable upon its entry and shall constitute a final order within the meaning of 28 U.S.C. § 158(a).

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

**Exhibit 1**

Recognition Notice

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

	x	
In re:	:	Chapter 15
	:	
CONTRACT PHARMACEUTICALS LIMITED, <i>et</i>	:	Case No. 24-10915 (___)
<i>al.</i> , <sup>1</sup>	:	Jointly Administered
Debtors in a Foreign Proceeding.	:	
	x	Ref. No. ___

**NOTICE OF (I) FILING OF (A) PETITIONS PURSUANT TO CHAPTER 15 OF THE  
BANKRUPTCY CODE AND (B) FOREIGN REPRESENTATIVE’S RVO MOTION;  
(II) ENTRY OF PROVISIONAL RELIEF ORDER; (III) DEADLINE TO OBJECT TO  
ENTRY OF RECOGNITION ORDER AND RVO ORDER; AND (IV) HEARING FOR  
COURT TO CONSIDER CHAPTER 15 PETITIONS, RVO MOTION,  
ENTRY OF RECOGNITION ORDER AND RVO ORDER**

PLEASE TAKE NOTICE that on April 30, 2024, Contract Pharmaceuticals Limited, in its capacity as the duly authorized foreign representative (“CPL” or in such capacity, the “Foreign Representative”), as defined by section 101(24) of title 11 of the United States Code (the “Bankruptcy Code”), of CPL, CPL Canada Holdco Limited, Contract Pharmaceuticals Limited Canada, Glasshouse Pharmaceuticals Limited Canada, and Glasshouse Pharmaceuticals LLC (collectively, the “Debtors”), in Canadian proceedings (the “Canadian Proceedings”) commenced under the under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “CCAA”), pending before the Ontario Superior Court (Commercial List) (the “Canadian Court”), filed petitions (collectively, the “Chapter 15 Petitions”) under chapter 15 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), commencing the Debtors’ chapter 15 cases (collectively, the “Chapter 15 Cases”) ancillary to the Canadian Proceedings, with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that the Foreign Representative has filed the *Foreign Representative’s Verified Petition Under Chapter 15 for Recognition of the Canadian Proceedings and Request for Related Relief* (the “Verified Petition”), requesting that the Court enter an order (the “Recognition Order”), (a) granting recognition of the Canadian Proceedings as foreign main proceedings, or, in the alternative, as foreign nonmain proceedings, under section 1517 of the Bankruptcy Code, and (b) enforcing the *Amended and Restated Initial Order* dated as of December 22, 2023 (the “ARIO”) on a permanent basis in the United States and (c) granting such other and further relief as the Court deems just and proper. A copy of the Verified Petition is attached hereto as **Exhibit 1**.

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<sup>1</sup> The Debtors in these Chapter 15 cases and the last four digits of their tax identification numbers are: Contract Pharmaceuticals Limited (9212), CPL Canada Holdco Limited (0001), Contract Pharmaceuticals Limited Canada (0003), Glasshouse Pharmaceuticals Limited Canada (0001), and Glasshouse Pharmaceuticals LLC (7890). The Debtors’ head office is located at 7600 Danbro Crescent, Mississauga, ON L5N 6L6.

**PLEASE TAKE FURTHER NOTICE** that by Order dated April \_\_, 2024, the Chapter 15 Cases are being jointly administered for procedural purposes only and all pleadings filed in the Chapter 15 Cases should bear the above-referenced caption.

**PLEASE TAKE FURTHER NOTICE** that on April \_\_\_\_\_, 2024, the Court entered an order (the "Provisional Relief Order"), on an interim basis, (a) enforcing the ARIO and (b) applying sections 362 and 365(e) of the Bankruptcy Code to stay any and all collection and enforcement actions by creditors, lessors and any other parties against the Debtors and their assets in the United States.

**PLEASE TAKE FURTHER NOTICE** that the Foreign Representative has filed the *Foreign Representative's Motion for Entry of an Order (I) Recognizing and Enforcing the RVO Order, (II) Approving the Sale Transaction Free and Clear of Liens, Claims, and Encumbrances, and (III) Granting Related Relief* (the "RVO Motion").

**PLEASE TAKE FURTHER NOTICE** that, by the RVO Motion, the Foreign Representative is seeking an order, among other things, recognizing and enforcing the RVO in the U.S., including the releases and limitations of liability contained therein.

**PLEASE TAKE FURTHER NOTICE** that copies of the proposed Recognition Order, the RVO Motion, the Provisional Relief Order, and certain other papers filed contemporaneously therewith in the Canadian Proceedings and/or the Chapter 15 Cases, including the Verified Petition, are available by contacting counsel to the Foreign Representative, Joshua B. Brooks, at Landis Rath & Cobb LLP at (302) 467-4400 or brooks@lrclaw.com or accessing the website of KSV Restructuring Inc., the Monitor of the Debtors in the Canadian Proceedings, at <https://www.ksvadvisory.com/experience/case/cpl>.

**PLEASE TAKE FURTHER NOTICE** that the Court has (i) scheduled a hearing (the "Recognition Hearing") to consider the Chapter 15 Petitions and the RVO Motion for \_\_\_\_\_, \_\_\_\_ 2024 at \_\_: \_\_.m.(prevailing Eastern Time) before the Honorable \_\_\_\_\_ at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, \_\_ Floor, Courtroom No. \_\_, Wilmington, Delaware 19801, and (ii) established on or before 4:00 p.m. (prevailing Eastern Time) on \_\_\_\_\_, \_\_\_\_ 2024, (the "Objection Deadline") as the deadline to object to the Chapter 15 Petitions and/or the RVO Motion.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to the Chapter 15 Petitions or the RVO Motion shall be (i) made in writing, describe the basis therefore, and indicate the nature and extent of the respondent's interests in the Debtors' Chapter 15 Cases, (ii) filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and (iii) served upon (1) Landis Rath & Cobb LLP, 919 Market Street, Ste. 1800, Wilmington, Delaware 19801, Attn: Matthew B. McGuire (mcguire@lrclaw.com) and Joshua B. Brooks (brooks@lrclaw.com), (2) Osler, Hoskin & Harcourt LLP, First Canadian Place, 100 King St. W Suite 6200, Toronto, Ontario M5X 1B8, Attn: Tracy Sandler (tsandler@osler.com), and (3) Kirkland & Ellis LLP, 300 N. La Salle Dr., Chicago, Illinois 60654, Attn: John R. Luze (john.luze@kirkland.com) on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE** that all parties-in-interest in the Chapter 15 Cases that are opposed to the Chapter 15 Petitions or the RVO Motion must appear at the Recognition Hearing, which hearing may be adjourned from time to time without further notice except for an in-Court announcement at the Recognition Hearing or a filing by the Foreign Representative on the docket of the Chapter 15 Cases of the date and time to which the Recognition Hearing has been adjourned.

**PLEASE TAKE FURTHER NOTICE THAT IF NO RESPONSES OR OBJECTIONS ARE RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE FOREIGN REPRESENTATIVE AND ENTER THE RECOGNITION ORDER AND/OR AN ORDER APPROVING THE SALE MOTION WITHOUT FURTHER NOTICE OR A HEARING.**

Dated: May \_\_, 2024  
Wilmington, Delaware

**LANDIS RATH & COBB**

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**Exhibit 1**

Verified Petition