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Counsel to the Foreign Representative

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:)
) Chapter 15
SANDVINE CORPORATION, *et al.*,¹)
) Case No. 24-33617 (SGJ)
)
Debtors in a Foreign Proceeding.) (Jointly Administered)
)

**CERTIFICATE OF NO OBJECTION
REGARDING THE VERIFIED PETITION FOR ENTRY OF AN
ORDER (I) RECOGNIZING FOREIGN MAIN PROCEEDINGS, OR IN THE
ALTERNATIVE, FOREIGN NONMAIN PROCEEDINGS, (II) RECOGNIZING
THE FOREIGN REPRESENTATIVE, AND (III) GRANTING RELATED RELIEF**

Pursuant to the *Procedures for Complex Cases in the Northern District of Texas*, the undersigned counsel certifies as follows:

1. On November 7, 2024 (the “Petition Date”), Sandvine Corporation (the “Foreign Representative”), in its capacity as the duly authorized foreign representative of the above-captioned debtors (collectively, the “Debtors”), subject to proceedings commenced under the

¹ The Debtors in these chapter 15 cases, along with the Debtors’ unique identifiers, are: Sandvine Corporation (Business No.: 885025916), New Procera GP Company (Company Registration No.: WC-7044), Sandvine Holdings UK Limited (Company No.: 10533653), Sandvine OP (UK) Ltd. (Company No.: 10791762), Procera Networks, Inc. (EIN: 33-0974674), and Procera Holding, Inc. (EIN: 47-4070338). The location of the Debtors’ service address for purposes of these chapter 15 cases is: 410 Albert St Suite 201, Waterloo, ON N2L 3V3, Canada. Copies of materials filed with the applicable court in the CCAA proceedings and these chapter 15 cases are available on the website of the CCAA monitor: <https://www.ksvadvisory.com/experience/case/sandvine>.

Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36 in the Ontario Superior Court of Justice (Commercial List) (the "CCAA Proceedings"), filed the *Verified Petition for Entry of an Order (I) Recognizing Foreign Main Proceedings, or in the Alternative, Foreign Nonmain Proceedings, (II) Recognizing the Foreign Representative, and (III) Granting Related Relief* [Docket No. 9] (the "Verified Petition") pursuant to 11 U.S.C. §§ 1504, 1515, and 1517, with the United States Bankruptcy Court for the Northern District of Texas (Dallas Division) (the "Court"), commencing cases under chapter 15 of title 11 of the United States Code (the "Bankruptcy Code") and seeking recognition of such foreign proceeding and relief in aid of the CCAA Proceedings.

2. Later that day, (i) this Court entered its *Order (I) Scheduling a Recognition Hearing, (II) Specifying Form and Manner of Service of Notice, and (III) Granting Related Relief* (the "Scheduling Order") [Docket No. 25], and (ii) the Foreign Representative filed the *Notice of Recognition Hearing on Foreign Proceedings* [Docket No. 22] (the "Recognition Hearing Notice").

3. The Verified Petition, the Scheduling Order, and the Recognition Hearing Notice were served on the parties requiring notice pursuant to Bankruptcy Rule 2002(q), as indicated in the certificates of service filed at Docket Nos. 48, 50, 51, 52, 55, and 58.

4. Pursuant to the Scheduling Order, the deadline for parties to file responses or objections to the Verified Petition was November 27, 2024 at 4:00 p.m. (prevailing Central Time).

5. On the date hereof, the Foreign Representative filed the *Supplement to the Verified Petition for Entry of Order (I) Recognizing Foreign Main Proceedings, or, in the Alternative, Foreign Nonmain Proceedings, (II) Recognizing the Foreign Representative, and (III) Granting Related Relief* [Docket No. [●]] (the "Supplement to the Verified Petition") to update and apprise this Court and other parties-in-interest of the Debtors' activities since the Petition Date and related

case developments. Attached as Exhibit A to the Supplement to the Verified Petition is a revised proposed *Order (I) Recognizing Foreign Main Proceedings, or in the Alternative, Foreign Nonmain Proceedings, (II) Recognizing the Foreign Representative, and (III) Granting Related Relief*, a copy of which is attached hereto as **Exhibit A** (the “Revised Proposed Order”). The Revised Proposed Order incorporates certain non-substantive changes, as reflected in the redline of the Revised Proposed Order against the proposed order originally filed with the Verified Petition, attached hereto as **Exhibit B**.

6. As of the date hereof, no objections or responses to the Verified Petition have been filed on the Court’s docket, and the Foreign Representative is unaware of any formal or informal objections to the Verified Petition. Accordingly, the Foreign Representative requests that the Court enter at its earliest convenience the proposed order filed and served with the Supplement to the Verified Petition.

Respectfully submitted this 2nd day of December, 2024.

GRAY REED

By: /s/ Jason S. Brookner

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Lydia R. Webb (TX Bar No. 24083758)

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Counsel to the Foreign Representative

Certificate of Service

I certify that on December 2, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Northern District of Texas.

/s/ Jason S. Brookner

Jason S. Brookner

Exhibit A

Revised Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:)	
)	Chapter 15
SANDVINE CORPORATION, <i>et al.</i> , ¹)	
)	Case No. 24-33617 (SGJ)
Debtors in a Foreign Proceeding.)	
)	(Joint Administration Requested)

ORDER (I) RECOGNIZING FOREIGN MAIN PROCEEDINGS, OR IN THE ALTERNATIVE, FOREIGN NONMAIN PROCEEDINGS, (II) RECOGNIZING THE FOREIGN REPRESENTATIVE, AND (III) GRANTING RELATED RELIEF

¹ The Debtors in these chapter 15 cases, along with the Debtors' unique identifiers, are: Sandvine Corporation (Business No.: 885025916), New Procera GP Company (Company Registration No.: WC-7044), Sandvine Holdings UK Limited (Company No.: 10533653), Sandvine OP (UK) Ltd. (Company No.: 10791762), Procera Networks, Inc. (EIN: 33-0974674), Procera Holding, Inc. (EIN: 47-4070338). The location of the Debtors' service address for purposes of these chapter 15 cases is: 410 Albert St Suite 201, Waterloo, ON N2L 3V3, Canada. Copies of materials filed with the applicable court in the CCAA proceedings, and these chapter 15 cases are available on the website of the CCAA monitor: <https://www.ksvadvisory.com/experience/case/sandvine>.

Upon consideration of the Petitions,² the *Verified Petition for Entry of Order (I) Recognizing Foreign Main Proceedings, or, in the Alternative, Foreign Nonmain Proceedings, (II) Recognizing the Foreign Representative, and (III) Granting Related Relief* and the supplement thereto (together, the “Verified Petition”), the *Declaration of Jeffrey A. Kupp in Support of the Verified Petition for Entry of an Order (I) Recognizing Foreign Main Proceedings, or in the Alternative, Foreign Nonmain Proceedings; (II) Recognizing the Foreign Representative; and (III) Granting Related Relief* and the supplement thereto (the “Kupp Declaration”) (collectively, the “Chapter 15 Documents”) of the Foreign Representative of the above-captioned debtors (collectively, the “Debtors”), pursuant to sections 105(a), 1504, 1507, 1510, 1515, 1517, 1520, 1521, and 1522 of title 11 of the United States Code (the “Bankruptcy Code”), for entry of an order (a) granting recognition of the CCAA Proceedings as “foreign main proceedings,” or alternatively, as a “foreign nonmain proceeding,” pursuant to chapter 15 of the Bankruptcy Code; (b) granting recognition of the Foreign Representative as the “foreign representative,” as defined in section 101(24) of the Bankruptcy Code with respect to the CCAA Proceedings, (c) recognizing, granting comity to, and giving full force and effect in the United States to the CCAA Proceedings and the Final Order, (d) enjoining parties from taking any action that is otherwise inconsistent with the Final Order; and (v) granting such other relief as the Court deems just and proper, all as more fully set forth in the Chapter 15 Documents; and this Court having held a hearing to consider the relief requested in the Verified Petition (the “Hearing”); and after due deliberation and sufficient cause appearing therefor, the Court hereby

FINDS, DETERMINES, AND CONCLUDES AS FOLLOWS:

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Verified Petition.

A. Findings and Conclusions. The findings and conclusions set forth herein constitute this Court's findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052. To the extent any of the following findings of fact constitute conclusions of law, they are adopted as such. To the extent any of the following conclusions of law constitute findings of fact, they are adopted as such.

B. Jurisdiction, Venue, Core Proceeding. This Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b)(2)(P). Venue is proper in this District under 28 U.S.C. §1410. This Court may enter a final order consistent with Article III of the United States Constitution.

C. Notice. Good, sufficient, appropriate, and timely notice of the filing of, and the hearing on (to the extent necessary), the Verified Petition was given, which notice was deemed adequate for all purposes, and no further notice need be given under the circumstances.

CHAPTER 15 FINDINGS

D. The Debtors have their domicile, principal place of business, and/or property in the United States, and the Debtors are each eligible to be a debtor in a chapter 15 case pursuant to, as applicable, 11 U.S.C. §§ 109 and 1501.

E. These Chapter 15 Cases were properly commenced and filed in accordance with 11 U.S.C. §§ 1504, 1509, and 1515.

F. The Petitions meet all requirements of 11 U.S.C. § 1515.

G. The Foreign Representative is a "person" within the meaning of 11 U.S.C. § 101(41).

H. The Foreign Representative is the duly appointed foreign representative of the Debtors within the meaning of 11 U.S.C. §§ 101(24) and 1517(a)(2).

I. The Foreign Representative has satisfied the requirements of 11 U.S.C. § 1515 and Bankruptcy Rule 1007(a)(4).

J. The CCAA Proceedings are “foreign proceedings” within the meaning of 11 U.S.C. § 101(23).

K. The CCAA Proceedings are pending in Canada, which is the location of the Debtors’ center of main interests, and, consequently, the CCAA Proceedings are foreign main proceedings within the meaning of 11 U.S.C. §§ 1502(4) and 1517(b)(1).

L. As the requirements of 11 U.S.C. § 1517 are met, the CCAA Proceedings are entitled to recognition as foreign main proceedings.

M. Recognition of the CCAA Proceedings as foreign main proceedings is not contrary to the public policy of the United States.

N. The Foreign Representative and the Debtors are entitled to all of the relief available under 11 U.S.C. § 1507, 1519, 1520, and 1521, without limitation.

O. All creditors and other parties in interest, including the Debtors, are sufficiently protected by the grant of relief ordered hereby in accordance with section 1522(a) of the Bankruptcy Code.

P. The Court is authorized to grant the relief in this Order as the interest of the Debtors’ creditors and other parties in interest, including the Debtors themselves, are sufficiently protected under 11 U.S.C. §1522(a).

Q. Each of the injunctions contained in this Order (a) is within the Court’s jurisdiction, (b) is essential to the success of the CCAA Proceedings, (c) confers material benefits on, and is in the best interests of, the Debtors, their creditors, and their parties in interest, (d) is critical and integral to the overall objectives of the Debtors’ restructuring, and (e) meets the legal and factual

requirements for issuing an injunction;

R. The relief granted hereby is necessary and appropriate to effectuate the objectives of chapter 15 of the Bankruptcy Code to protect the Debtors and the interests of their creditors and other parties in interest, and is consistent with the laws of the United States, international comity, public policy, and the policies of the Bankruptcy Code; and

S. Absent the requested relief, the efforts of the Debtors, the Canadian Court, and the Foreign Representative in conducting the CCAA Proceedings and effectuating the restructuring under Canadian law may be frustrated, a result contrary to the purposes of chapter 15 of the Bankruptcy Code.

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

1. The relief requested is **GRANTED** in its entirety.
2. All objections, if any, to the Verified Petition or the relief requested therein that has not been withdrawn, waived, or settled by stipulation filed with the Court, and all reservations of rights included therein, are hereby overruled on the merits.
3. The CCAA Proceedings are hereby recognized as foreign main proceedings as defined in 11 U.S.C. § 101(23) in accordance with 11 U.S.C. § 1517.
4. The provisions of 11 U.S.C. § 1520(a) apply to the Debtors, their property within the territorial jurisdiction of the United States, and the Foreign Representative.
5. All relief authorized by 11 U.S.C. § 1520 shall apply throughout the duration of these proceedings or until otherwise ordered by this Court, including, without limitation, the automatic stay authorized by 11 U.S.C. § 362.
6. The provisions of 11 U.S.C. §§ 363, 365, 549, and 552 apply to a transfer of an interest of the Debtors in property that is within the territorial jurisdiction of the United States to

the same extent that the sections would apply to property of the estate.

7. The right to transfer, encumber, or otherwise dispose of the Debtors' assets absent the express written consent of the Debtors is hereby suspended under 11 U.S.C. §§1520(a) and 1521(a)(3).

8. Upon entry of this Order, the relief granted in the CCAA Proceedings, the Initial Order, the A&R Initial Order, and any and all existing and future extensions, amendments, restatements, and/or supplements authorized by the Canadian Court to such orders (collectively, the "Final Order"), are hereby given full force and effect, on a final basis, in the United States and, among other things:

- a. the protections of sections 361, 362, and 365(e) of the Bankruptcy Code apply to the Debtors;
- b. all persons and entities are enjoined from taking any actions inconsistent with the CCAA Proceedings and the sale or investment process, and from seizing, attaching, and enforcing or executing liens or judgments against the Debtors' property in the United States or from transferring, encumbering or otherwise disposing of or interfering with the Debtors' assets or agreements in the United States without the express consent of the Foreign Representative;
- c. all persons and entities are enjoined from commencing or continuing, including the issuance or employment of process of, any judicial, administrative or any other action or proceeding involving or against the Debtors or their assets or proceeds thereof, or to recover a claim or enforce any judicial, quasi-judicial, regulatory, administrative or other judgment, assessment, order, lien or arbitration award against the Debtors or their assets or proceeds thereof;

- d. all persons and entities are enjoined from commencing any suit, action, or proceeding against the Debtors, the Foreign Representative, or any of their respective successors, directors, officers, agents, employees, representatives, advisors, or attorneys in respect of any claim or cause of action, in law or in equity, arising out of or relating to any action taken or omitted to be taken in connection with these Chapter 15 Cases, the CCAA Proceedings, and the sale or investment process; and
 - e. all persons and entities are enjoined from terminating or modifying an executory contract or unexpired lease at any time after the commencement of these Chapter 15 Cases solely because of a provision in such contract or lease is conditioned upon the commencement of the CCAA Proceedings or a case under the Bankruptcy Code.
9. The Foreign Representative and the Debtors are entitled to the full protections and rights under sections 1521(a)(4) and (5) of the Bankruptcy Code, and accordingly:
- a. are entrusted with the right to operate the Debtors' businesses, exercise the rights and power of a trustee, and it is entitled to administer and realize all or part of the Debtors' assets within the territorial jurisdiction of the United States; and
 - b. have the right and power to examine witnesses, take evidence or deliver information concerning the Debtors' assets, affairs, rights, obligations, or liabilities.
10. The Foreign Representative is authorized to take all actions necessary to effectuate the relief granted by this Order.
11. The Foreign Representative, and any authorized officer, director, or employee acting on behalf of the Foreign Representative, is hereby granted the rights, powers, protections,

privileges, and immunities of a trustee in a bankruptcy in the United States. No action taken during such period by the Foreign Representative, or its, officers, directors, employees, agents, representatives, advisors, or counsel, in preparing, disseminating, applying for, implementing or otherwise acting in furtherance of or in connection with the CCAA Proceedings, this Order, these Chapter 15 Cases, any adversary proceeding, or any further proceeding commenced herewith shall be deemed to constitute a waiver of the immunity afforded such person under sections 306 or 1510 of the Bankruptcy Code.

12. All persons and entities subject to the jurisdiction of the United States are permanently enjoined and restrained from taking any actions inconsistent with the Final Order or any documents connected or related thereto, or interfering with the enforcement and implementation of the Final Order.

13. Notice of this Order shall be served in accordance with this Court's *Order (I) Scheduling Recognition Hearing and (II) Specifying Form and Manner of Service of Notice* on or before December 14, 2024. Service in accordance with this Order constitutes adequate and sufficient service and notice for all purposes.

14. The Chapter 15 Documents shall be made available by the Foreign Representative upon request in writing to its counsel, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn: Robert A. Britton, Claudia R. Tobler, and Xu Pang, and Gray Reed, 1601 Elm Street, Suite 4600, Dallas, Texas 75201, Attn: Jason S. Brookner, Lydia R. Webb, and Sean R. Burns, or by accessing the website of the Monitor at <https://www.ksvadvisory.com/experience/case/sandvine>.

15. Notwithstanding any provision in the Bankruptcy Rules to the contrary, (a) this Order shall be effective immediately upon its entry and shall constitute a final order within the

meaning of 28 U.S.C. § 158(a), (b) the Foreign Representative shall not be subject to any stay in the implementation, enforcement or realization of the relief granted in this Order, and (c) the Foreign Representative or the Debtors, as applicable, are authorized and empowered to take any action and perform any act necessary to implement and effectuate the terms of this Order.

16. Except as otherwise provided in the Final Order, the Canadian Court shall have exclusive jurisdiction to hear and determine any suit, action, claim or proceeding and to settle any dispute in respect of the construction or interpretation of the CCAA Proceedings, or in respect of any action taken or omitted to be taken by the Debtors in connection with the CCAA Proceedings.

17. This Order is without prejudice to the Foreign Representative requesting any additional relief in the Chapter 15 Cases, including seeking recognition and enforcement by this Court of any further orders issued by the Canadian Court.

18. This Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

END OF ORDER

Submitted by:

Jason S. Brookner (TX Bar No. 24033684)

Lydia R. Webb (TX Bar No. 24083758)

Sean R. Burns (TX Bar No. 24139177)

GRAY REED

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Counsel to the Foreign Representative

Exhibit B

Redline

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:)	
)	Chapter 15
SANDVINE CORPORATION, <i>et al.</i> , ¹)	Case No. 24-730836 <u>24-33617</u> (SGJ)
Debtors in a Foreign Proceeding.)	(Joint Administration Requested)

ORDER (I) RECOGNIZING FOREIGN MAIN PROCEEDINGS, OR IN THE ALTERNATIVE, FOREIGN NONMAIN PROCEEDINGS, (II) RECOGNIZING THE FOREIGN REPRESENTATIVE, AND (III) GRANTING RELATED RELIEF

Upon consideration of the Petitions,² the *Verified Petition*, and the for Entry of Order (I)

¹ The Debtors in these chapter 15 cases, along with the Debtors' unique identifiers, are: Sandvine Corporation (Business No.: 885025916), New Procera GP Company (Company Registration No.: WC-7044), Sandvine Holdings UK Limited (Company No.: 10533653), Sandvine OP (UK) Ltd. (Company No.: 10791762), Procera Networks, Inc. (EIN: 33-0974674), Procera Holding, Inc. (EIN: 47-4070338). The location of the Debtors' service address for purposes of these chapter 15 cases is: 410 Albert St Suite 201, Waterloo, ON N2L 3V3, Canada. Copies of materials filed with the applicable court in the CCAA proceedings, and these chapter 15 cases are available on the website of the CCAA monitor: <https://www.ksvadvisory.com/experience/case/sandvine>.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the

Recognizing Foreign Main Proceedings, or, in the Alternative, Foreign Nonmain Proceedings, (II) Recognizing the Foreign Representative, and (III) Granting Related Relief and the supplement thereto (together, the “Verified Petition”), the Declaration of Jeffrey A. Kupp in Support of the Verified Petition for Entry of an Order (I) Recognizing Foreign Main Proceedings, or in the Alternative, Foreign Nonmain Proceedings; (II) Recognizing the Foreign Representative; and (III) Granting Related Relief and the supplement thereto (the “Kupp Declaration”) (collectively, the “Chapter 15 Documents”) of the Foreign Representative of the above-captioned debtors (collectively, the “Debtors”), pursuant to sections 105(a), 1504, 1507, 1510, 1515, 1517, 1520, 1521, and 1522 of title 11 of the United States Code (the “Bankruptcy Code”), for entry of an order (a) granting recognition of the CCAA Proceedings as “foreign main proceedings,” or alternatively, as a “foreign nonmain proceeding,” pursuant to chapter 15 of the Bankruptcy Code; (b) granting recognition of the Foreign Representative as the “foreign representative,” as defined in section 101(24) of the Bankruptcy Code with respect to the CCAA Proceedings, (c) recognizing, granting comity to, and giving full force and effect in the United States to the CCAA Proceedings and the ~~Initial~~Final Order, (d) enjoining parties from taking any action that is otherwise inconsistent with the ~~Initial~~Final Order; and (v) granting such other relief as the Court deems just and proper, all as more fully set forth in the Chapter 15 Documents; and this Court having held a hearing to consider the relief requested in the Verified Petition (the “Hearing”); and after due deliberation and sufficient cause appearing therefor, the Court hereby

FINDS, DETERMINES, AND CONCLUDES AS FOLLOWS:

A. Findings and Conclusions. The findings and conclusions set forth herein constitute this Court’s findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052. To the extent

any of the following findings of fact constitute conclusions of law, they are adopted as such. To the extent any of the following conclusions of law constitute findings of fact, they are adopted as such.

B. Jurisdiction, Venue, Core Proceeding. This Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b)(2)(P). Venue is proper in this District under 28 U.S.C. §1410. This Court may enter a final order consistent with Article III of the United States Constitution.

C. Notice. Good, sufficient, appropriate, and timely notice of the filing of, and the hearing on (to the extent necessary), the Verified Petition was given, which notice was deemed adequate for all purposes, and no further notice need be given under the circumstances.

CHAPTER 15 FINDINGS

D. The Debtors have their domicile, principal place of business, and/or property in the United States, and the Debtors are each eligible to be a debtor in a chapter 15 case pursuant to, as applicable, 11 U.S.C. §§ 109 and 1501.

E. These ~~chapter~~**Chapter** 15 ~~eases~~**Cases** were properly commenced and filed in accordance with 11 U.S.C. §§ 1504, 1509, and 1515.

F. The Petitions meet all requirements of 11 U.S.C. § 1515.

G. The Foreign Representative is a “person” within the meaning of 11 U.S.C. § 101(41).

H. The Foreign Representative is the duly appointed foreign representative of the Debtors within the meaning of 11 U.S.C. §§ 101(24) and 1517(a)(2).

I. The Foreign Representative has satisfied the requirements of 11 U.S.C. § 1515 and Bankruptcy Rule 1007(a)(4).

J. The CCAA Proceedings are “foreign proceedings” within the meaning of 11 U.S.C. § 101(23).

K. The CCAA Proceedings are pending in Canada, which is the location of the Debtors' center of main interests, and, consequently, the CCAA Proceedings are foreign main proceedings within the meaning of 11 U.S.C. §§ 1502(4) and 1517(b)(1).

L. As the requirements of 11 U.S.C. § 1517 are met, the CCAA Proceedings are entitled to recognition as foreign main proceedings.

M. Recognition of the CCAA Proceedings as foreign main proceedings is not contrary to the public policy of the United States.

N. The Foreign Representative and the Debtors are ~~automatically~~ entitled to all of the relief available under 11 U.S.C. § 1507, 1519, 1520, and 1521(a)(4) and (5), without limitation.

O. All creditors and other parties in interest, including the Debtors, are sufficiently protected by the grant of relief ordered hereby in accordance with section 1522(a) of the Bankruptcy Code.

P. The Court is authorized to grant the relief in this Order as the interest of the Debtors' creditors and other parties in interest, including the Debtors themselves, are sufficiently protected under 11 U.S.C. §1522(a).

Q. Each of the injunctions contained in this Order (a) is within the Court's jurisdiction, (b) is essential to the success of the CCAA Proceedings, (c) confers material benefits on, and is in the best interests of, the Debtors, their creditors, and their parties in interest, (d) is critical and integral to the overall objectives of the Debtors' restructuring, and (e) meets the legal and factual requirements for issuing an injunction;

R. The relief granted hereby is necessary and appropriate to effectuate the objectives of chapter 15 of the Bankruptcy Code to protect the Debtors and the interests of their creditors and other parties in interest, and is consistent with the laws of the United States, international comity, public policy, and the policies of the Bankruptcy Code; and

S. Absent the requested relief, the efforts of the Debtors, the Canadian Court, and the Foreign Representative in conducting the CCAA Proceedings and effectuating the restructuring under Canadian law may be frustrated, a result contrary to the purposes of chapter 15 of the Bankruptcy Code.

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

1. The relief requested is **GRANTED** in its entirety.

2. All objections, if any, to the Verified Petition or the relief requested therein that has not been withdrawn, waived, or settled by stipulation filed with the Court, and all reservations of rights included therein, are hereby overruled on the merits.

3. The CCAA Proceedings are hereby recognized as a foreign main proceedings as defined in 11 U.S.C. § 101(23) in accordance with 11 U.S.C. § 1517.

4. ~~The CCAA Proceedings are entitled to the protections of 11 U.S.C. § 1520(a)~~ **provisions of 11 U.S.C. § 1520(a) apply to the Debtors, their property within the territorial jurisdiction of the United States, and the Foreign Representative.**

5. All relief authorized by 11 U.S.C. § 1520 shall apply throughout the duration of these proceedings or until otherwise ordered by this Court, including, without limitation, the automatic stay authorized by 11 U.S.C. § 362.

6. The provisions of 11 U.S.C. §§ 363, 365, 549, and 552 apply to a transfer of an interest of the Debtors in property that is within the territorial jurisdiction of the United States to the same extent that the sections would apply to property of the estate.

7. The right to transfer, encumber, or otherwise dispose of the Debtors' assets absent the express written consent of the Debtors is hereby suspended under 11 U.S.C. §§1520(a) and 1521(a)(3).

8. Upon entry of this Order, the relief granted in the CCAA Proceedings and all prior orders of, the Initial Order, the A&R Initial Order, and any and all existing and future extensions, amendments, restatements, and/or supplements authorized by the Canadian Court shall be and to such orders (collectively, the “Final Order”), are hereby are granted comity and given full force and effect, on a final basis, in the United States and, among other things:

a. the protections of sections 361, 362, and 365(e) of the Bankruptcy Code apply to the Debtors;

b. all persons and entities are enjoined from taking any actions inconsistent with the CCAA Proceedings and the sale or investment process, and from seizing, attaching, and enforcing or executing liens or judgments against the Debtors’ property in the United States or from transferring, encumbering or otherwise disposing of or interfering with the Debtors’ assets or agreements in the United States without the express consent of the Foreign Representative;

c. all persons and entities are enjoined from commencing or continuing, including the issuance or employment of process of, any judicial, administrative or any other action or proceeding involving or against the Debtors or their assets or proceeds thereof, or to recover a claim or enforce any judicial, quasi-judicial, regulatory, administrative or other judgment, assessment, order, lien or arbitration award against the Debtors or their assets or proceeds thereof;

d. all persons and entities are enjoined from commencing any suit, action,

or proceeding against the Debtors, the Foreign Representative, or any of their respective successors, directors, officers, agents, employees, representatives, advisors, or attorneys in respect of any claim or cause of action, in law or in equity, arising out of or relating to any action taken or omitted to be taken in connection with these Chapter 15 Cases, the CCAA Proceedings, and the sale or investment process; and

e. all persons and entities are enjoined from terminating or modifying an executory contract or unexpired lease at any time after the commencement of these Chapter 15 Cases solely because of a provision in such contract or lease is conditioned upon the commencement of the CCAA Proceedings or a case under the Bankruptcy Code.

9. The Foreign Representative ~~is~~ and the Debtors are entitled to the full protections and rights under sections 1521(a)(4) and (5) of the Bankruptcy Code, and accordingly:

a. are entrusted with the right to operate the Debtors' businesses, exercise the rights and power of a trustee, and it is entitled to administer and realize all or part of the Debtors' assets within the territorial jurisdiction of the United States; and

b. have the right and power to examine witnesses, take evidence or deliver information concerning the Debtors' assets, affairs, rights, obligations, or liabilities.

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

11. The Foreign Representative, and any authorized officer, director, or employee acting on behalf of the Foreign Representative, is hereby granted the rights, powers, protections,

privileges, and immunities of a trustee in a bankruptcy in the United States. No action taken during such period by the Foreign Representative, or its, officers, directors, employees, agents, representatives, advisors, or counsel, in preparing, disseminating, applying for, implementing or otherwise acting in furtherance of or in connection with the CCAA Proceedings, this Order, these Chapter 15 Cases, any adversary proceeding, or any further proceeding commenced herewith shall be deemed to constitute a waiver of the immunity afforded such person under sections 306 or 1510 of the Bankruptcy Code.

12. All persons and entities subject to the jurisdiction of the United States are permanently enjoined and restrained from taking any actions inconsistent with the ~~Initial~~**Final** Order or any documents connected or related thereto, or interfering with the enforcement and implementation of the ~~Initial~~**Final** Order.

13. Notice of this Order shall be served in accordance with this Court's *Order (I) Scheduling Recognition Hearing and (II) Specifying Form and Manner of Service of Notice* on or before ~~[-]~~**December 14**, 2024. Service in accordance with this Order constitutes adequate and sufficient service and notice for all purposes.

14. The Chapter 15 Documents shall be made available by the Foreign Representative upon request in writing to its counsel, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn: Robert A. Britton, Claudia R. Tobler, and Xu Pang, and Gray Reed, 1601 Elm Street, Suite 4600, Dallas, Texas 75201, Attn: Jason S. Brookner, Lydia R. Webb, and Sean R. Burns, or by accessing the website of the Monitor at <https://www.ksvadvisory.com/experience/case/sandvine>.

15. Notwithstanding any provision in the Bankruptcy Rules to the contrary, (a) this Order shall be effective immediately upon its entry and shall constitute a final order within the

meaning of 28 U.S.C. § 158(a), (b) the Foreign Representative shall not be subject to any stay in the implementation, enforcement or realization of the relief granted in this Order, and (c) the Foreign Representative or the Debtors, as applicable, are authorized and empowered to take any action and perform any act necessary to implement and effectuate the terms of this Order.

16. Except as otherwise provided in the ~~Initial~~Final Order, the Canadian Court shall have exclusive jurisdiction to hear and determine any suit, action, claim or proceeding and to settle any dispute in respect of the construction or interpretation of the CCAA Proceedings, or in respect of any action taken or omitted to be taken by the Debtors in connection with the CCAA Proceedings.

17. This Order is without prejudice to the Foreign Representative requesting any additional relief in the ~~chapter~~Chapter 15 ~~eases~~Cases, including seeking recognition and enforcement by this Court of any further orders issued by the Canadian Court.

18. This Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

END OF ORDER

Submitted by:

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- and -

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