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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, <i>et al.</i> , <sup>1</sup>	)	Case No. 24-33617 (SGJ)
Debtors in a Foreign Proceeding.	)	Jointly Administered

**NOTICE OF SALE APPROVAL HEARING**

**PLEASE TAKE NOTICE THAT** on November 15, 2024, the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court,” and the proceedings before the Canadian Court, the “CCAA Proceedings”) entered the SISP Approval Order (the “SISP Order”), which order (i) approved, among other things, a sale and investment solicitation process (the “SISP”) for the sale of all or substantially all of the assets of the above-captioned debtors (collectively, the “Debtors”) and their subsidiaries and affiliates (collectively, with the Debtors, the “Company”), and (ii) authorized the Debtors’ entry into a stalking horse transaction agreement

<sup>1</sup> 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>.

(the “Stalking Horse Transaction Agreement”) with certain of the Debtors’ secured lenders to serve as a “stalking horse bid” (the “Stalking Horse Transaction”) in the SISP.

**PLEASE TAKE FURTHER NOTICE THAT** consistent with the procedures approved in the SISP Order, the Company launched the SISP on November 18, 2024. On December 18, 2024, having received no bids other than the Stalking Horse Transaction by the applicable deadline, the Company terminated the SISP and selected the Stalking Horse Transaction as the successful bid.

**PLEASE TAKE FURTHER NOTICE THAT** on January 16, 2025, the Debtors served, in the CCAA Proceedings, a notice of motion (the “CCAA Sale Motion”) seeking the Canadian Court’s approval of the *Assignment, Approval and Vesting Order* (the “CCAA Approval and Vesting Order”) attached thereto, which order would approve the sale of substantially all of the Debtors’ assets as a going concern (the “Sale”) in accordance with the terms of the Stalking Horse Transaction Agreement.

**PLEASE TAKE FURTHER NOTICE** that the Canadian Court scheduled a hearing on **Thursday, January 30, 2025, at 9:00 a.m. (prevailing Central Time)** (the “CCAA Sale Hearing”) at which it will consider approving the CCAA Sale Motion and issuing the CCAA Approval and Vesting Order. The CCAA Sale Hearing will be in-person before the Canadian Court or by videoconference or such other form of remote communication established by the Canadian Court.

**PLEASE TAKE FURTHER NOTICE** that on January 16, 2025, Sandvine Corporation, in its capacity as the authorized foreign representative (the “Foreign Representative”) for the Debtors, filed the Foreign Representative’s *Motion for Entry of an Order (I) Recognizing and Enforcing the CCAA Approval and Vesting Order, (II) Approving the Sale of Substantially all of*

*the Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, and (III) Granting Related Relief* [Docket No. 68] (the "Motion") in the United States Bankruptcy Court for the Northern District of Texas (the "Bankruptcy Court").

**PLEASE TAKE FURTHER NOTICE** that the Foreign Representative will seek recognition and enforcement of the CCAA Approval and Vesting Order in the United States, and authorization for the Debtors to enter into the Stalking Horse Transaction, at a hearing (the "Sale Approval Hearing") before the Bankruptcy Court scheduled for **Monday, February 24, 2025, at 9:30 a.m. (prevailing Central Time)**. The Sale Approval Hearing will be in-person before the Bankruptcy Court and by videoconference. Accordingly, any parties who wish to participate in the Sale Approval Hearing may do so in person or virtually.

**PLEASE TAKE FURTHER NOTICE** that hearings in this matter, including the Sale Approval Hearing, shall be held before the Honorable Stacey G.C. Jernigan of the United States Bankruptcy Court for the Northern District of Texas and will be conducted at the Earle Cabell Federal Building, 1100 Commerce Street, 14th Floor, Courtroom 1, Dallas, Texas 75242-1496.

**PLEASE TAKE FURTHER NOTICE** that video communication will be via WebEx. Parties may connect via WebEx by visiting the WebEx hearing link on the Bankruptcy Court's "Hearing Dates and Calendar" webpage or by using the following link: <https://us-courts.webex.com/meet/jerniga>. Audio communication will be by use of the Bankruptcy Court's dial-in facility. Parties may access the facility at 1- 650-479-3207, using 2304 154 2638 as the access code.

**PLEASE TAKE FURTHER NOTICE** that any party that objects to the relief requested in the Motion, including to the proposed assumption and assignment of any contract that will be assigned to the purchasers pursuant to the Stalking Horse Transaction Agreement and the CCAA

Approval and\_Vesting Order, and/or the proposed cure costs (if any) or the proposed adequate assurance of future performance related thereto, must file a written objection (each, an “Objection”) so that such Objection is filed with the Court so as to be actually received by no later than **Monday, February 10, 2025, at 4:00 p.m. (prevailing Central Time)** (the “Objection Deadline”) and such Objection must (a) be in writing, (b) state the name and address of the objecting party and the nature of the claim or interest of such party, (c) set forth in detail the factual and legal bases for the Objection, (d) conform with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas, and (e) be served on the Foreign Representative’s counsel Paul, Weiss, Rifkind, Wharton & Garrison LLP, Attn: Robert A. Britton, Claudia R. Tobler, and Xu Pang, 1285 Avenue of the Americas, New York, NY 10019; and Gray Reed, Attn: Jason S. Brookner, Lydia R. Webb, and Sean R. Burns, 1601 Elm Street, Suite 4600, Dallas, TX 7520 so as to be actually received by **Monday, February 10, 2025, at 4:00 p.m. (prevailing Central Time)**.

**PLEASE TAKE FURTHER NOTICE** that all parties in interest opposed to the relief sought in the Motion or any other relief requested by the Foreign Representative or who wish to have the Court consider their views on any matter requested at the Sale Approval Hearing, must appear at the Sale Approval Hearing.

**CONSEQUENCES OF FAILING TO TIMELY MAKE AN OBJECTION**

**ANY PARTY OR ENTITY WHO FAILS TO TIMELY FILE AN OBJECTION ON OR BEFORE THE OBJECTION DEADLINE, IN ACCORDANCE WITH THIS NOTICE, SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE SALE, AS APPLICABLE, INCLUDING WITH RESPECT TO THE DISPOSITION OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE TRANSACTION AGREEMENT WITH THE SUCCESSFUL BIDDER.**

**PLEASE TAKE FURTHER NOTICE** that the Sale Approval Hearing may be adjourned from time to time without further notice except for an in-court announcement at the Sale Approval Hearing or a filing on the docket of this case of the date and time to which the Sale Approval Hearing has been adjourned.

**PLEASE TAKE FURTHER NOTICE** that if no response is timely filed and served as provided above, the Bankruptcy Court may approve the Sale, recognize and enforce the CCAA Approval and Vesting Order, and/or grant the related relief requested in the Motion without further notice or hearing.

**PLEASE TAKE FURTHER NOTICE** that copies of the Motion, the CCAA Approval and Vesting Order, and all other documents filed in the Court are available (a) for a fee on the Bankruptcy Court's electronic case filing system, which can be accessed from the Bankruptcy Court's website at <http://www.txnb.uscourts.gov/> (a PACER login and password are required to retrieve the documents), (b) free of charge at the website of the monitor appointed in the Debtors' CCAA Proceedings at: <https://www.ksvadvisory.com/experience/case/sandvine>, or (c) upon written request to the Foreign Representative's counsel addressed to (i) Paul, Weiss, Rifkind, Wharton & Garrison LLP, Attn: Robert A. Britton, Claudia R. Tobler, and Xu Pang, 1285 Avenue of the Americas, New York, NY 10019; and (ii) Gray Reed, Attn: Jason S. Brookner, Lydia R. Webb, and Sean R. Burns, 1601 Elm Street, Suite 4600, Dallas, TX 75201.

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Respectfully submitted this 17th day of January 2025

**GRAY REED**

By: /s/ Jason S. Brookner

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*Counsel to the Foreign Representative*

**Certificate of Service**

I certify that on January 17, 2025, 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