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**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.)	Jointly Administered

NOTICE OF SALE CLOSING AND SUBSEQUENT INFORMATION

PLEASE TAKE 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 “Sale Recognition Motion”), along with the Foreign Representative’s *Motion for Entry of an Order (I) Recognizing and Enforcing the Canadian Order Expanding the Monitor’s*

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>.

Powers and (II) Granting Related Relief [Docket No. 69] (the “Sale Post-Closing Administrative Motion”) in the United States Bankruptcy Court for the Northern District of Texas (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that on January 30, 2025, the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court,” and the proceedings before the Canadian Court, the “CCAA Proceedings”) entered the *Assignment, Approval and Vesting Order* (the “CCAA Approval and Vesting Order”) approving 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 (the “Transaction Agreement”).

PLEASE TAKE FURTHER NOTICE that on February 12, 2025, the Bankruptcy Court entered the *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. 78].

PLEASE TAKE FURTHER NOTICE that on March 3, 2025, KSV Restructuring Inc., in its capacity as the court-appointed monitor in the CCAA Proceedings (the “Monitor”) filed a *Monitor’s Certificate* in the CCAA Proceedings. A copy of the *Monitor’s Certificate* is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE that all conditions precedent to the Closing (as defined in the Transaction Agreement) of the Sale have been satisfied or waived. The Closing Date (as defined in the Transaction Agreement) occurred on March 3, 2025.

PLEASE TAKE FURTHER NOTICE that to the extent the Sale Closing constitutes a change in status of the CCAA Proceeding, this notice is filed in accordance with section 1518 of the Bankruptcy Code.

Respectfully submitted this 4th day of March 2025.

GRAY REED

By: /s/ Jason S. Brookner

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Counsel to the Foreign Representative

Certificate of Service

I certify that on March 4, 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

Exhibit A

Monitor's Certificate

Court File No. CV-24-00730836-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE**

(COMMERCIAL LIST)

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF SANDVINE CORPORATION,
SANDVINE HOLDINGS UK LIMITED, PROCERA
NETWORKS, INC., PROCERA HOLDING, INC., NEW
PROCERA GP COMPANY AND SANDVINE OP (UK) LTD.
(collectively, the “**Applicants**”)

MONITOR'S CERTIFICATE

RECITALS

1. Pursuant to the Initial Order of the Honourable Justice Osbourne of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated November 7, 2024 (as amended and restated on November 15, 2024, and as may be further amended, restated or supplemented from time to time), the Applicants were granted protection from their creditors pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), and KSV Restructuring, Inc. was appointed as the monitor (the “**Monitor**”).
2. Pursuant to an Assignment, Approval and Vesting Order of the Court dated January 30, 2025, the Court *inter alia*: approved the Transaction Agreement dated December 18, 2024 (as amended and including the exhibits and schedules attached thereto, the “**Transaction Agreement**”) between Sandvine Corporation and Procera Networks, Inc., as sellers (collectively,

the “**Sellers**”), Sandvine Holdings UK Limited (“**Sandvine UK**”) and Dune Parent LLC (“**NewCo Parent**”), for entities to be formed or that have been formed in accordance with the Implementation Steps (as defined in the Transaction Agreement and attached as Exhibit “A” thereto) (the “**Purchasers**”), the transactions contemplated therein, including the Implementation Steps, and the Transition Services Agreement (as defined in the Transaction Agreement) (collectively, the “**Transactions**”), and provided for (i) the vesting in the applicable Purchaser all of the applicable Sellers’ right, title and interest in and to the applicable Purchased Assets (as defined in the Transaction Agreement), free and clear of all Claims and Encumbrances other than the Assumed Liabilities and Permitted Encumbrances (each as defined in the Transaction Agreement) upon the delivery by the Monitor to the Sellers and NewCo Parent of a certificate confirming: (x) that the Monitor has received confirmation in writing in accordance with the provisions of Section 8.4 of the Transaction Agreement from the Sellers and NewCo Parent that the conditions of closing in the relevant party’s favour have been satisfied or waived by the Sellers and NewCo Parent, as applicable; and (y) the Transaction has been completed to the satisfaction of the Monitor, and (ii) the assignment of the Assigned Contracts (as defined in the Transaction Agreement) to the applicable Purchaser pursuant to Section 11.3 of the CCAA.

3. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Transaction Agreement.

THE MONITOR HEREBY CERTIFIES the following:

1. The Monitor has received written confirmation from each Seller and NewCo Parent, in form and substance satisfactory to the Monitor, that all conditions of closing under the Transaction Agreement in the relevant party’s favour have been satisfied or waived by the Sellers and NewCo

Parent, as applicable.

2. This Certificate was delivered by the Monitor at 5:30 am EST on March 3, 2025.

**KSV RESTRUCTURING INC., solely in its
capacity as Monitor of the Applicants, and not
in its personal capacity**



Name: Noah Goldstein
Title: Managing Director

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. c-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF SANDVINE CORPORATION, SANDVINE HOLDINGS UK LIMITED, PROCERA NETWORKS, INC., PROCERA HOLDING INC., NEW PROCERA GP COMPANY AND SANDVINE OP (UK) LTD.

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

PROCEEDING COMMENCED AT TORONTO

MONITOR'S CERTIFICATE

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