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Counsel to the Foreign Representative

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

<hr/>	
In re:	) Chapter 15
)
SANDVINE CORPORATION,	) Case No. 24-33617 (SGJ)
)
Debtor in a Foreign Proceeding.)
)
Business No. 885025916)
<hr/>	
In re:	) Chapter 15
)
NEW PROCERA GP COMPANY,	) Case No. 24-33618 (SGJ)
)
Debtor in a Foreign Proceeding.)
)
Company Registration No. WC-7044)
<hr/>	
In re:	) Chapter 15
)
SANDVINE HOLDINGS UK LIMITED,	) Case No. 24-33619 (SGJ)
)
Debtor in a Foreign Proceeding.)
)
Company No. 10533653)
<hr/>	

In re:)
) Chapter 15
 SANDVINE OP (UK) LTD.,)
) Case No. 24-33620 (SGJ)
)
 Debtor in a Foreign Proceeding.)
)
 Company No. 10791762)

In re:)
) Chapter 15
 PROCERA NETWORKS, INC.,)
) Case No. 24-33621 (SGJ)
)
 Debtor in a Foreign Proceeding.)
)
 Tax I.D. No. 33-0974674)

In re:)
) Chapter 15
 PROCERA HOLDING, INC.,)
) Case No. 24-33622 (SGJ)
)
 Debtor in a Foreign Proceeding.)
)
 Tax I.D. No. 47-4070338)

**DEBTORS' EMERGENCY MOTION FOR
 ENTRY OF AN ORDER (I) AUTHORIZING (A) THE JOINT
 ADMINISTRATION OF CASES UNDER CHAPTER 15 OF THE
 BANKRUPTCY CODE AND (B) THE FOREIGN REPRESENTATIVE TO
 FILE CONSOLIDATED LISTS OF INFORMATION REQUIRED BY
BANKRUPTCY RULE 1007(a)(4), AND (II) GRANTING RELATED RELIEF**

EMERGENCY RELIEF HAS BEEN REQUESTED. RELIEF IS REQUESTED NOT LATER THAN 4:30 P.M. (PREVAILING CENTRAL TIME) ON NOVEMBER 7, 2024.

IF YOU OBJECT TO THE RELIEF REQUESTED OR YOU BELIEVE THAT EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU MUST APPEAR AT THE HEARING IF ONE IS SET, OR FILE A WRITTEN RESPONSE PRIOR TO THE DATE THAT RELIEF IS REQUESTED IN THE PRECEDING PARAGRAPH. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

A HEARING WILL BE CONDUCTED ON THIS MATTER ON NOVEMBER 7, 2024, AT 4:30 P.M. (PREVAILING CENTRAL TIME) IN EARLE CABELL FEDERAL BUILDING, 1100 COMMERCE STREET, 14TH FLOOR, COURTROOM 1, DALLAS, TEXAS, 75242.

PARTICIPATION AT THE HEARING WILL ONLY BE PERMITTED BY AN AUDIO AND VIDEO CONNECTION.

AUDIO COMMUNICATION WILL BE BY USE OF THE COURT’S DIAL-IN FACILITY. YOU MAY ACCESS THE FACILITY AT 1.650.479.3207. VIDEO COMMUNICATION WILL BE BY USE OF THE CISCO WEBEX PLATFORM. CONNECT VIA THE CISCO WEBEX APPLICATION OR CLICK THE LINK ON JUDGE JERNIGAN’S HOME PAGE. THE MEETING CODE IS 2304 154 2638. CLICK THE SETTINGS ICON IN THE UPPER RIGHT CORNER AND ENTER YOUR NAME UNDER THE PERSONAL INFORMATION SETTING.

HEARING APPEARANCES MUST BE MADE ELECTRONICALLY IN ADVANCE OF ELECTRONIC HEARINGS. TO MAKE YOUR APPEARANCE, CLICK THE “ELECTRONIC APPEARANCE” LINK ON JUDGE JERNIGAN’S HOME PAGE. SELECT THE CASE NAME, COMPLETE THE REQUIRED FIELDS, AND CLICK “SUBMIT” TO COMPLETE YOUR APPEARANCE.

Sandvine Corporation, in its capacity as the duly authorized foreign representative (the “Foreign Representative”) of the above-captioned debtors (collectively, the “Debtors”), each of which is the subject of proceedings (the “CCAA Proceedings”) commenced under the Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36 (as amended, the “CCAA”) currently pending before the Ontario Superior Court of Justice (Commercial List) (the “CCAA Court”), respectfully states the following in support of this motion (the “Motion”):

Relief Requested

1. By this Motion, the Foreign Representative seeks entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”), (i) authorizing (a) the joint administration of these related chapter 15 cases pursuant to Bankruptcy Rule 1015(b) for procedural purposes only and (b) the Foreign Representative to file consolidated lists of information required by Bankruptcy Rule 1007(a)(4), and (ii) granting related relief.

2. Specifically, the Foreign Representative requests that the Court (as defined below) maintain one file and one docket for all of the Debtors’ cases (the “Chapter 15 Cases”) commenced under chapter 15 of title 11 of the United States Code (the “Bankruptcy Code”) under the case number assigned to Debtor Sandvine Corporation, and that these Chapter 15 Cases be administered under the following caption:

**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)
)	

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>.

3. The Foreign Representative also seeks the Court’s direction that a notation substantially similar to the following be entered on the docket in each of these Chapter 15 Cases, other than on the docket of the case of Sandvine Corporation, to reflect the joint administration of these cases:

An order has been entered in accordance with rule 1015(B) of the Federal Rules of Bankruptcy Procedure and rule 1015-1(a) of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas directing the procedural consolidation and joint administration of the chapter 15 cases of Sandvine Corporation Case No. 24-33617; New Procera GP Company Case No. 24-33618; Sandvine Holdings UK Limited Case No. 24-33619; Sandvine OP (UK) Ltd. Case No. 24-33620; Procera Networks, Inc. Case No. 24-33621; and Procera Holding, Inc. Case No. 24-33622. The docket in Case No. 24-33617 should be consulted for all matters affecting this case. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 24-33617.**

4. Further, the Foreign Representative requests that the Court authorize the Debtors to utilize a combined service list for the jointly administered cases and that combined notices be sent to creditors of the Debtors’ and other parties in interest as applicable.

5. Finally, the Foreign Representative requests that the Court authorize the Foreign Representative to file a consolidated 1007(a)(4) list and maintain with the Monitor (as defined below) a consolidated list of all persons and entities against whom the Foreign Representative seeks provisional relief pursuant to section 1519 of the Bankruptcy Code, to be available to the Debtors' creditors and other parties in interest upon request.

Jurisdiction and Venue

6. The United States Bankruptcy Court for the Northern District of Texas (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, and this is a core matter pursuant to 28 U.S.C. § 157(b)(2)(P).

7. These Chapter 15 Cases have been properly commenced pursuant to section 1504 of the Bankruptcy Code, by the filing of petitions for recognition of the CCAA Proceedings under section 1515 of the Bankruptcy Code.

8. Venue is proper pursuant to 28 U.S.C. §§ 1410(1) and (3).

9. The statutory bases for the relief requested herein are section 101(2) of the Bankruptcy Code, rules 1015(b) and 1007(a)(4) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rules 9007-1, 9013-1, and 1015-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas (the "Local Rules"), and Sections J.34 and J.35 of the Procedures for Complex Cases in the Northern District of Texas.

Background

10. On November 7, 2024 (the "Petition Date"), the Debtors commenced the CCAA Proceedings under the CCAA to implement an agreed-upon restructuring and sale process under the supervision of the CCAA Court. That same day, the CCAA Court entered an initial interim order authorizing Sandvine Corporation to act as the Foreign Representative of the Debtors and appointing KSV Restructuring Inc. as the monitor in the CCAA Proceedings (the "Monitor").

11. On the Petition Date, the Foreign Representative, in its capacity as the duly authorized foreign representative of the Debtors filed voluntary petitions under chapter 15 of the Bankruptcy Code in this Court, thereby commencing the Debtors' Chapter 15 Cases. The Foreign Representative's petitions seek, among other things, that this Court recognize (a) its status as the Foreign Representative and (b) the CCAA Proceedings as "foreign main proceedings," or in the alternative, "foreign nonmain proceedings" under section 1517 of the Bankruptcy Code.

12. The factual background relating to the Foreign Representative's commencement of these Chapter 15 Cases is set forth in detail in the *Declaration of Jeffrey A. Kupp in Support of (A) 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 (B) Debtors' Emergency Motion for Provisional Relief Under Section 1519 of the Bankruptcy Code (the "Kupp Declaration")*, filed contemporaneously herewith and incorporated herein by reference.

Basis for Relief

13. Bankruptcy Rule 1015(b) provides, in part, that if two or more petitions are pending in the same court by or against a debtor and its affiliate, the "[C]ourt may order joint administration of the estates." Fed. R. Bankr. P. 1015(b). Local Rule 1015-1 similarly provides for joint administration of chapter 15 cases.

14. As set forth in the Kupp Declaration, joint administration of these Chapter 15 Cases is warranted as the Debtors are under common ownership and control and therefore satisfy the definition of "affiliates," as set forth in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and the Bankruptcy Rules authorize the Court to grant the relief requested herein.

15. Joint administration will ease the administrative burden on the Court, the clerk's office, and all other interested parties in these Chapter 15 Cases. Entry of an order directing joint

administration of these Chapter 15 Cases will also avoid duplicative notices and motions, thereby saving the Debtors, the Foreign Representative, and all other parties in interest considerable time and expense. Moreover, joint administration will not adversely affect the rights of creditors because the Foreign Representative only requests administrative consolidation of these Chapter 15 Cases. Accordingly, the Court's grant of joint administration will not affect the substantive rights of any parties. In addition, joint administration will not affect any claims, interests, or other rights that creditors have in or against a particular Debtor and will permit creditors to look to one bankruptcy case docket for relief that may be sought or ordered with respect to any of the Debtors.

16. Joint administration is generally non-controversial, and courts in this district routinely order joint administration in cases with multiple related debtors. *See, e.g., In re BUCA Texas Restaurants, L.P., et al.*, No. 24-80058 (SGJ) (Bankr. N.D. Tex. Aug. 7, 2024) [Docket No. 71] (authorizing joint administration); *In re Ebix, Inc., et al.*, No. 23-80004 (SWE) (Bankr. N.D. Tex. Dec. 19, 2023) [Docket No. 50] (same); *In re Impel Pharmaceuticals, Inc., et al.*, No. 23-80016 (SGJ) (Bankr. N.D. Tex. Dec. 21, 2023) [Docket No. 53] (same); *In re Dynamic Technologies Group Inc., et al.*, No. 23-41416 (ELM) (Bankr. N.D. Tex. May 22, 2023) [Docket No. 14] (same).¹

17. The Foreign Representative submits that joint administration of these Chapter 15 Cases is in the best interests of the Debtors, their creditors, and all other interested parties, and that no conflict of interest should arise as a result of the joint administration of these Chapter 15 Cases. Requiring separate administration of these Chapter 15 Cases would be unnecessarily administratively burdensome for the Foreign Representative (who would be forced to file the same

¹ Due to the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Foreign Representative's counsel.

documents on numerous dockets) and their creditors (who would be forced to monitor numerous dockets). For the foregoing reasons, the Foreign Representative respectfully requests the entry of the Order providing for the joint administration of these Chapter 15 Cases.

18. This Court should also permit the Foreign Representative to maintain and file the information required by Bankruptcy Rule 1007(a)(4) on a consolidated basis across all Debtors. As the relief sought in each of these cases is expected to be identical, the Foreign Representative anticipates that the motions, notices, hearings, orders, and other papers filed in these cases will affect all of the Debtors. Accordingly, no interested party will be prejudiced by the filing of consolidated schedules containing the same information as would otherwise be found in separate schedules. Under these circumstances, filing and maintaining separate lists under Bankruptcy Rule 1007(a)(4) would result in unnecessary confusion and a wasteful duplication of efforts and service. Accordingly, the Foreign Representative seeks authority to file a consolidated list that identifies the names and addresses of those persons authorized to administer the CCAA Proceedings and all entities against whom provisional relief is being sought.

19. Similar relief has been granted by courts in this circuit and others. *See, e.g., In re Just Energy Group Inc., et al.*, No. 21-30823 (MI) (Bankr. S.D. Tex. Mar. 9, 2021) [Docket No. 26]; *In re CDS U.S. Holdings, Inc., et al.*, No. 20-11719 (CSS) (Bankr. D. Del. July 2, 2020) [Docket No. 36]; *In re Markel CATCo Reinsurance Fund Ltd., et al.*, No. 21-11733 (LGB) (Bankr. S.D.N.Y. Oct. 6, 2021) [Docket No. 9].

Notice

20. The Foreign Representative will provide notice of this Motion to the following parties or their counsel: (a) all persons or bodies authorized to administer the CCAA Proceedings; (b) the Office of the United States Trustee for the Northern District of Texas; (c) the Office of the United States Attorney; (d) the Internal Revenue Service; (e) the Office of the United States

Attorney General for the State of Texas; (f) all other applicable government agencies to the extent required by the Bankruptcy Rules or Local Rules; (g) the administrative agents to the prepetition secured credit agreements and counsel thereto; (h) the parties to the Debtors' Restructuring Support Agreement; (i) the creditors who have the 20 largest unsecured claims against the Debtors on a consolidated basis; (j) all other parties who the Foreign Representative believes to be affected substantively by the relief requested; and (k) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Foreign Representative submits that no further notice is required.

[Remainder of page intentionally left blank]

WHEREFORE, the Foreign Representative respectfully requests that the Court enter the Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Respectfully submitted this 7th day of November, 2024.

GRAY REED

By: /s/ Jason S. Brookner
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Sean R. Burns (TX Bar No. 24139177)
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-and-

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Counsel to the Foreign Representative

Certificate of Service

I certify that on November 7, 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

Proposed Order

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

In re:)	
	)	Chapter 15
SANDVINE CORPORATION,)	
	)	Case No. 24-33617 (SGJ)
Debtor in a Foreign Proceeding.)	
)	
Business No. 885025916)	

In re:)	
	)	Chapter 15
NEW PROCERA GP COMPANY,)	
	)	Case No. 24-33618 (SGJ)
Debtor in a Foreign Proceeding.)	
)	
Company Registration No. WC-7044)	

In re:)	
	)	Chapter 15
SANDVINE HOLDINGS UK LIMITED,)	
	)	Case No. 24-33619 (SGJ)
Debtor in a Foreign Proceeding.)	
)	
Company No. 10533653)	

In re:)	
	)	Chapter 15
SANDVINE OP (UK) LTD.,)	
	)	Case No. 24-33620 (SGJ)
Debtor in a Foreign Proceeding.)	
)	
Company No. 10791762)	
In re:)	
	)	Chapter 15
PROCERA NETWORKS, INC.,)	
	)	Case No. 24-33621 (SGJ)
Debtor in a Foreign Proceeding.)	
)	
Tax I.D. No. 33-0974674)	
In re:)	
	)	Chapter 15
PROCERA HOLDING, INC.,)	
	)	Case No. 24-33622 (SGJ)
Debtor in a Foreign Proceeding.)	
)	
Tax I.D. No. 47-4070338)	

ORDER (I) AUTHORIZING (A) THE JOINT ADMINISTRATION OF CASES UNDER CHAPTER 15 OF THE BANKRUPTCY CODE AND (B) THE FOREIGN REPRESENTATIVE TO FILE CONSOLIDATED LISTS OF INFORMATION REQUIRED BY BANKRUPTCY RULE 1007(a)(4), AND (II) GRANTING RELATED RELIEF

Upon the motion (the “Motion”)¹ of the Foreign Representative of the above-captioned debtors (collectively, the “Debtors”) for entry of an order (this “Order”) (i) authorizing the (a) joint administration of these Chapter 15 Cases for procedural purposes only and (b) Foreign Representative to file consolidated lists of information required by Bankruptcy Rule 1007(a)(4), and (ii) granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and 11 U.S.C. §§ 109 and 1501; and this

¹ Capitalized terms used but not defined herein have the meanings ascribed to them in the Motion.

Court having found that this is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. § 1410; and this Court having found that the Foreign Representative's notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any, before this Court; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and it appearing that the relief requested in the Motion is necessary and beneficial to the Debtors; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The above-captioned Chapter 15 Cases are consolidated for procedural purposes only and shall be jointly administered by the Court under the case number assigned to Sandvine Corporation, Case No. 24-33617 (SGJ) (the "Lead Case").
3. All pleadings, papers, and documents, except proofs of claim, lists, schedules, and statements, filed in the jointly administered cases shall bear the caption of the Lead Case, as follows:

**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)
)	

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>.

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. A docket entry, substantially similar to the following, shall be entered on the dockets of each of the Debtors other than the Lead Case, to reflect the joint administration of these Chapter 15 Cases:

An order has been entered in accordance with rule 1015(B) of the Federal Rules of Bankruptcy Procedure and rule 1015-1(a) of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas directing the procedural consolidation and joint administration of the chapter 15 cases of Sandvine Corporation Case No. 24-33617; New Procera GP Company Case No. 24-33618; Sandvine Holdings UK Limited Case No. 24-33619; Sandvine OP (UK) Ltd. Case No. 24-33620; Procera Networks, Inc. Case No. 24-33621; and Procera Holding, Inc. Case No. 24-33622. The docket in Case No. 24-33617 should be consulted for all matters affecting this case. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 24-33617.**

6. The Foreign Representative shall maintain, and the Clerk of the United States Bankruptcy Court for the Northern District of Texas shall keep, one consolidated docket, one file, and one consolidated service list for these Chapter 15 Cases.

7. The Foreign Representative is authorized to send, as applicable, combined notices to the Debtors' creditors and other parties in interest. The Foreign Representative is authorized to file a consolidated list of the information required by Bankruptcy Rule 1007(a)(4) on the website of the CCAA monitor: <https://www.ksvadvisory.com/experience/case/sandvine>.

8. Nothing in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these Chapter 15 Cases and this Order shall be without prejudice to the rights of any part in interest to seek entry of an order substantively consolidating these cases.

9. Notice of the Motion as provided therein is hereby deemed good and sufficient notice of such Motion, and the requirements of the Bankruptcy Rules and the Local Rules are satisfied by such notice.

10. The Foreign Representative is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

11. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

12. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and 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)

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