

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

----- X  
 In re: : Chapter 15  
 :  
 GOLI NUTRITION INC.<sup>1</sup> : Case No. 24-10438 (LSS)  
 :  
 Debtor in a Foreign Proceeding. :  
 ----- X

----- X  
 In re: : Chapter 15  
 :  
 GOLI NUTRITION (USA) INC.<sup>2</sup> : Case No. 24-10439 (LSS)  
 :  
 Debtor in a Foreign Proceeding. :  
 ----- X

**MOTION FOR AN ORDER DIRECTING JOINT ADMINISTRATION  
OF CASES UNDER CHAPTER 15 OF THE BANKRUPTCY CODE**

Deloitte Restructuring Inc., in its capacity as the court-appointed monitor and duly authorized foreign representative (in such capacity, the “Petitioner”), as defined by section 101(24) of title 11 of the United States Code (the “Bankruptcy Code”), of Goli Nutrition Inc., a company incorporated in Québec, Canada (“Goli Canada”) and Goli Nutrition Inc., a company incorporated in Delaware (“Goli US,” and together with Goli Canada, 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 Superior Court, sitting in the Commercial Division for the district of Montréal (the “Canadian Court”), File No. [500-11-] (the “Canadian Proceedings”), hereby files this motion (the “Motion”) for an entry of an order, pursuant to sections 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 1015-1 of the Local Rules of

<sup>1</sup> Goli Nutrition Inc.’s (“Goli Canada”) has a federal tax identification number ending with 0002.

<sup>2</sup> Goli Nutrition Inc.’s (“Goli US”) has a federal tax identification number ending with 2655.

Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) authorizing and directing the joint administration of the Debtors’ related Chapter 15 cases for procedural purposes only. In support of this Motion, the Petitioner relies on *Petitioner’s Verified Petition Under Chapter 15 for Recognition of the Canadian Proceedings and Request for Related Relief* (the “Verified Petition”),<sup>3</sup> filed contemporaneously herewith, and respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157.
2. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
3. Venue is properly located in this District pursuant to 28 U.S.C. § 1410.
4. The statutory predicates for the relief requested herein are section 105(a) of the Bankruptcy Code, along with Bankruptcy Rule 1015(b) and Local Rule 1015-1.

### **BACKGROUND**

5. The Canadian Proceedings were commenced under the CCAA, pursuant to which the Canadian Court entered an order on March 18, 2024 (the “Initial Order”) appointing the Petitioner as Monitor and authorizing it to act as the foreign representative of the Debtors.

6. On March 19, 2024 (the “Petition Date”), the Petitioner commenced the Debtors’ Chapter 15 cases (collectively, the “Chapter 15 Cases”) by filing verified voluntary petitions for each of the Debtors under Chapter 15 of the Bankruptcy Code.

7. Contemporaneously with the filing of this Motion, the Petitioner filed: (i) a motion requesting entry of a provisional order (the “Provisional Relief Order”), on an interim basis,

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<sup>3</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Verified Petition.

enforcing the Initial Order and staying any and all collection and enforcement activity or execution by creditors, lessors and any other parties against the Debtors or their assets in the United States, among other things; (ii) the Verified Petition seeking entry of a final order after notice and a hearing, 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 enforcing the Initial Order on a permanent basis in the United States (the “Recognition Order”); and (iii) a motion seeking entry of an order specifying form and manner of service of notice in these Chapter 15 Cases (the “Notice Procedures Motion”).

8. Additional information about the Debtors’ business, the events leading up to the Petition Date, 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.

**RELIEF REQUESTED**

9. By this Motion, the Petitioner respectfully requests entry of an order, substantially in the form annexed hereto as **Exhibit A**, directing the joint administration of the Chapter 15 Cases for procedural purposes only.

10. The Petitioner also requests that the caption of the Chapter 15 Cases be modified to reflect the joint administration of the Chapter 15 Cases, substantially as follows:

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	X	
In re:	:	Chapter 15
	:	
GOLI NUTRITION INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 24-10438 (LSS)
	:	(Jointly Administered)
Debtors in a Foreign Proceeding.	:	
	X	

<sup>1</sup> The Debtors in these Chapter 15 cases, are: Goli Nutrition, Inc., a company incorporated in Québec, Canada and the last 4 digits of its Canadian business number is 0002; and Goli Nutrition Inc., a company incorporated in Delaware and the last 4 digits of its federal tax identification number is 2655. The Debtors are collectively managed from their corporate headquarters which are located at 2205 Boul. De la Côte-Vertu, suite 200, Montreal, Québec, Canada.

No party shall be required to list any further information beyond the information set forth above in any pleadings filed in these Chapter 15 Cases.

11. In addition, the Petitioner requests that the Court authorize and direct that the following notation be entered on the docket for Goli Nutrition, Inc. (USA) to reflect the joint administration of these Chapter 15 Cases:

An Order has been entered in this case directing the joint administration of the Chapter 15 cases of Goli Nutrition, Inc., and Goli Nutrition Inc. (USA). The docket in Case No. 24-10438 should be consulted for all matters affecting this case.

12. Further, the Petitioner requests that the Court authorize the Petitioner to use a combined service list for the jointly administered Chapter 15 Cases and that combined notices be sent to creditors of the Debtors’ estates and other parties-in-interest, as applicable, and subject to the relief requested in the Notice Procedures Motion.

**BASIS FOR RELIEF REQUESTED**

13. Bankruptcy Rule 1015(b) provides, in relevant part, that if “two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint

administration of the estates.” Fed. R. Bankr. P. 1015(b). In this instance, Goli Canada wholly owns Goli US. The Debtors are therefore “affiliates” within the meaning of section 101(2) of the Bankruptcy Code, and accordingly, this Court has authority to grant the relief requested herein.

14. Additionally, Local Rule 1015-1 provides that this Court may order joint administration without notice or a hearing upon the filing of a motion requesting such joint administration and a declaration or verification establishing that joint administration is warranted.

15. The Verified Petition establishes that joint administration of the Chapter 15 Cases: (i) is warranted because the Debtors’ financial affairs and business operations are closely related, and (ii) will ease the administrative burden of such cases on the Court and the various interested parties.

16. The Petitioner anticipates that the various notices, motions, hearings, orders and other pleadings in the Chapter 15 Cases will affect all of the Debtors. With two affiliated Debtors, each with its own case docket, the failure to jointly administer the Chapter 15 Cases would result in duplicative pleadings filed for each issue and served upon separate service lists. Such duplication of substantially identical documents would be wasteful and would unnecessarily burden the Clerk of this Court (the “Clerk”).

17. Joint administration will permit the Clerk to use a single docket for each of the Chapter 15 Cases and to combine notices to creditors and other parties-in-interest of the Debtors. Joint administration also will protect parties-in-interest in these Chapter 15 Cases by ensuring that the Petitioner will be apprised of the various matters before the Court in each of the Chapter 15 Cases. The Petitioner submits that use of the simplified caption, in the form set forth above, by all parties-in-interest will eliminate cumbersome and confusing procedures and ensure uniformity of pleading identification.

18. Furthermore, the interests of creditors will not be adversely affected because this motion requests only administrative consolidation of the Chapter 15 Cases. All creditors and other parties in interest will retain whatever claims, interests, or other rights they have in or against each Debtor and its estate. Indeed, the joint administration of the Chapter 15 Cases will ensure that all creditors may look to one bankruptcy case docket to file any appropriate pleadings.

19. Joint administration is generally non-controversial, and courts in this District routinely order joint administration in multiple related cases. *See, e.g., In re Motorcycle Tires & Accessories LLC*, No. 19-12706 (KBO) (Bankr. D. Del. Dec. 20, 2019); *In re ABC Learning Centres Ltd.*, No. 10-11711 (KG) (Bankr. D. Del. May 27, 2010); *Enduro Resource Partners LLC*, No. 18-11174 (KG) (Bankr. D. Del. May 15, 2018); *In re General Wireless Operations Inc. DBA Radioshack*, No. 17-10506 (BLS) (Bankr. D. Del. Mar. 10, 2017); *In re Bonanza Creek Energy, Inc.*, No. 17-10015 (KJC) (Bankr. D. Del. Jan. 5, 2017); *In re La Paloma Generating Company, LLC*, No. 16-12700 (CSS) (Bankr. D. Del. Dec. 8, 2016); *In re Delivery Agent, Inc.*, No. 16-12051 (LSS) (Bankr. D. Del. Sept. 16, 2016); *In re Golfsmith International Holdings, Inc.*, No. 16-12033 (LSS) (Bankr. D. Del. Sept. 15, 2016); *In re Essar Steel Minnesota LLC and ESML Holdings Inc.*, No. 16-11626 (BLS) (Bankr. D. Del. July 12, 2016); *In re Steel Forming, Inc.*, No. 16-11220 (CSS) (Bankr. D. Del. May 18, 2016); *Sports Authority Holdings, Inc.*, No. 16-10527 (MFW) (Bankr. D. Del. Mar. 2, 2016).

### **NOTICE**

20. Notice of this Motion has been provided to Office of the United States Trustee for the District of Delaware. The Petitioner 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 Petitioner respectfully requests that the Court grant the Motion and enter an order authorizing the joint administration of the Chapter 15 Cases and granting such other and further relief as the Court deems appropriate.

*[Signature on following page]*

Dated: March 19, 2024  
Wilmington, Delaware

**LANDIS RATH & COBB LLP**

*/s/ Matthew R. Pierce*

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*Counsel to the Petitioner*

**Exhibit A**

Proposed Order

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

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 In re: : Chapter 15  
           : :  
 GOLI NUTRITION INC.<sup>1</sup> : Case No. 24-10438 (LSS)  
           : :  
           Debtor in a Foreign Proceeding. :  
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 In re: : Chapter 15  
           : :  
 GOLI NUTRITION (USA) INC.<sup>2</sup> : Case No. 24-10439 (LSS)  
           : :  
           Debtor in a Foreign Proceeding. :  
 ----- X

**ORDER DIRECTING JOINT ADMINISTRATION OF CASES  
UNDER CHAPTER 15 OF THE BANKRUPTCY CODE**

Upon the motion (the “Motion”)<sup>3</sup> of Deloitte Restructuring Inc. (the “Petitioner”), the court-appointed monitor and authorized foreign representative for the above-captioned debtors (collectively, the “Debtors”), for entry of an order, pursuant to section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b) and Local Rule 1015-1, directing the joint administration of the Debtors’ related Chapter 15 cases (the “Chapter 15 Cases”), for procedural purposes only, and upon consideration of the Motion and the arguments contained therein; and upon consideration of the Verified Petition; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and due and proper notice

<sup>1</sup> Goli Nutrition Inc.’s (“Goli Canada”) has a federal tax identification number that ends in 0002.

<sup>2</sup> Goli Nutrition Inc.’s (“Goli US”) has a federal tax identification number that ends in 2655.

<sup>3</sup> Capitalized terms used but not otherwise defined in this Order shall have the meanings ascribed to them in the Motion.

of the Motion and hearing to consider the relief requested herein (the “Hearing”) appearing adequate and appropriate under the circumstances; and this Court having found that no other or further notice need be provided; and the legal and factual bases set forth in the Motion establishing just and sufficient cause to grant the relief requested therein; and the relief granted herein being in the best interests of the Debtors, their estates, creditors and all parties in interest; and the Court having held the Hearing with the appearances of interested parties noted in the record of the Hearing, if any; and no objection to the Motion having been filed or made at the Hearing on the Motion; and the Court having determined that no other or further notice need be given; and upon all of the proceedings before the Court 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 Chapter 15 Cases shall be jointly administered and consolidated for procedural purposes only.
3. The clerk of the Court shall maintain one file and one docket for the Chapter 15 Cases, which file and docket shall be the file and docket for the Chapter 15 case of Goli Nutrition Inc., Case No. 24-10438 (LSS).
4. The consolidated caption of jointly administered cases, including the accompanying footnote, shall read as follows:

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	:	(Jointly Administered)
Debtors in a Foreign Proceeding.	:	
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<sup>1</sup> The Debtors in these Chapter 15 cases, are: Goli Nutrition, Inc., a company incorporated in Québec, Canada and the last 4 digits of its Canadian business number is 0002; and Goli Nutrition Inc., a company incorporated in Delaware and the last 4 digits of its federal tax identification number is 2655. The Debtors are collectively managed from their corporate headquarters which are located at 2205 Boul. De la Côte-Vertu, suite 200, Montreal, Québec, Canada.

5. The Clerk of the Court shall make a docket entry in each of the Chapter 15

Cases other than Goli Nutrition Inc. substantially as follows:

An Order has been entered in this case directing the joint administration of the Chapter 15 cases of Goli Nutrition Inc. and Goli Nutrition, Inc. (USA). The docket in Case No. 24-10438 should be consulted for all matters affecting this case.

6. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the Chapter 15 Cases.

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

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

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

\_\_\_\_\_  
 Honorable \_\_\_\_\_  
 United States Bankruptcy Judge