

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

	x	
In re:	:	Chapter 15
	:	
GOLI NUTRITION INC., <i>et al.</i> , ¹	:	Case No. 24-10438 (LSS)
	:	
Debtors in a Foreign Proceeding.	:	Joint Administration Requested
	:	
	x	

**PETITIONER’S MOTION FOR ENTRY OF AN ORDER
SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE**

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 Canadian proceedings (the “Canadian 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 in the District of Montreal (the “Canadian Court”), hereby files this motion (the “Motion”) for an entry of an order, pursuant to section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002, 9006 and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9013-1(m) of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), specifying the form and manner of service of the notice of: (i) the filing of (a) the Debtors’ Chapter 15

¹ 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.

petitions (collectively, the “Chapter 15 Petitions”) and (b) certain related pleadings pursuant to Chapter 15 of the Bankruptcy Code, including the *Petitioner’s Verified Petition Under Chapter 15 for Recognition of the Canadian Proceedings and Request for Related Relief* (the “Verified Petition”)² and the Sale Motion (as defined below); (ii) this Court’s entry of the Provisional Relief Order (as defined below); (iii) the deadline to object to the Chapter 15 Petitions and the Sale Motion; and (iv) the hearing for this Court to consider the Chapter 15 Petitions and the Sale Motion. In further support of the relief requested herein, the Petitioner respectfully represents as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012. The Petitioner properly commenced these Chapter 15 cases pursuant to sections 1504 and 1509 of the Bankruptcy Code by filing petitions for recognition of the Canadian Proceedings under section 1515 of the Bankruptcy Code.

2. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Pursuant to Rule 9013-1(f) of the Local Rules, the Petitioner consents to the entry of a final order by the Court in connection with the Chapter 15 Petitions to the extent it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

3. Venue is proper in this Court and this District pursuant to 28 U.S.C. § 1410.

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

BACKGROUND³

4. 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.

5. The Initial Order further provides for a broad stay of proceedings in favor of the Debtors. In particular, for an initial period through and including March 27, 2024 (the “Stay Period”), “no proceeding or enforcement process in any court or tribunal (each, a “Proceeding”) shall be commenced or continued against or in respect of the [Debtors], or affecting the [Debtors]’ business operations and activities (the “Business”) or the Property ... except with leave of this Court.” The Canadian Court has scheduled a hearing for March 27, 2024 (the “Comeback Hearing”) to consider the Debtors’ request for an extension of the Stay Period and entry of an amended and restated Initial Order.

6. The Debtors commenced the Canadian Proceedings in order to implement a restructuring centered around the sale of the Debtors’ business and assets, which is to be effectuated through two sale transactions. In particular, following a sale investment solicitation process that took place prior to the commencement of the Canadian Proceedings, Goli Canada entered into a binding subscription agreement (the “Subscription Agreement”) with an entity affiliated with a group that includes Group KPS (a healthcare company), Bastion Capital (an investment management firm), and one of the Debtors’ founders (collectively, the “Purchaser”). Pursuant to the Subscription Agreement, the Purchaser will subscribe for new shares in Goli Canada (the “Subscribed Shares”) and effectively acquire 100% of the equity interest in Goli

³ The following is a brief summary of the Canadian Proceedings and the requests being made from the Canadian Court and this Court. Additional information about the Debtors’ business, the events leading up to the Petition Date (as defined below), 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.

Canada in accordance with the terms and conditions of the Subscription Agreement (the “Principal Transaction”). Goli Canada will, in turn, cancel and terminate all of its existing shares so that the Purchaser may become the sole shareholder of Goli Canada and ultimately, each of the subsidiaries of Goli Canada (including Goli US). The Principal Transaction is intended to be approved and implemented under the CCAA pursuant to a reverse vesting order (the “RVO”). Pursuant to the RVO, certain excluded assets, contracts, and liabilities will be transferred or “vested” out of Goli Canada and transferred to a newly created “Residual Co.” that will replace Goli Canada as a debtor in the Canadian Proceedings. Accordingly, Residual Co. will replace Goli Canada as a debtor in the Chapter 15 case upon the closing of the Principal Transaction.

7. In addition, the Debtors have negotiated and finalized the terms of a second and separate transaction to implement the liquidation of the Atos Equipment. Specifically, the Debtors have entered into an Agency Agreement (as defined below), wherein the Agent has agreed to sell and auction the Atos Equipment (the “Atos Sale,” together with the Principal Transaction, the “Sale Transactions”) on behalf of the Debtors. The Debtors are seeking entry of an order from the Canadian Court approving the Atos Sale (the “Atos Sale Order”). By separate motion, the Petitioner is seeking an order from this Court enforcing the RVO and Atos Sale Order (collectively, the “CCAA Vesting Orders”).

8. On March 19, 2024 (the “Petition Date”), the Petitioner commenced the Debtors’ Chapter 15 cases (collectively, the “Chapter 15 Cases”) by filing the Chapter 15 Petitions pursuant to sections 1504 and 1515 of the Bankruptcy Code. By the Petitions, the Petitioner seeks an order (the “Recognition Order”) recognizing the Canadian Proceedings as (a) foreign main proceedings or, (b) in the alternative, foreign nonmain proceedings, and related relief.

9. Contemporaneously with the filing of this Motion, the Petitioner filed a *Motion for Provisional Relief Pursuant to Section 1519* (the “Provisional Relief Motion”). If granted, the Petitioner anticipates that this Court will shortly enter an order (the “Provisional Relief Order”) (a) enforcing the Initial Order and (b) 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, including, but not limited to, continuing any action or commencing any additional action involving the Debtors or their assets or the proceeds thereof, terminating any contracts or leases, enforcing any judicial, quasi-judicial, administrative or regulatory judgment, assessment or order or arbitration award against the Debtors or their assets, commencing or continuing any action to create, perfect or enforce any lien, setoff or other claim against the Debtors or against any of their property and managing or exercising control over the Debtors’ assets, and purporting to enforce any ipso facto clause present in an executory contract or unexpired lease pending the Recognition Hearing (as defined below).

10. In addition, the Petitioner has filed the *Petitioners’ Motion for Entry of an Order (I) Recognizing and Enforcing the RVO and the Atos Sale Order, (II) Approving the Sale Transactions Free and Clear of Liens, Claims, and Encumbrances, and (III) Granting Related Relief* (the “Sale Motion”). By the Sale Motion, the Petitioner seeks an order recognizing and enforcing the RVO and Atos Sale Order in the U.S., including the releases contained therein.

11. Specifically, the RVO includes releases in favor of: (i) Goli Canada and certain of its directors and officers, and (ii) the Purchaser and its present and former directors, officers, employees, shareholders, legal counsel and advisors (collectively the “Released Parties”). The releases cover any and all present and future claims against the Released Parties based upon any fact or matter of occurrence related to the Principal Transaction or the Debtors, their assets,

business or affairs or administration of the Debtors, subject to certain limited exceptions, including any claims against the directors or officers of Goli Canada that: (i) relates to contractual rights of one or more creditors; or (ii) is based on allegations of misrepresentations made by directors to creditors or of wrongful or oppressive conduct by directors acts. The Atos Sale Order contains certain indemnification provisions and limitations of liability in favor of the Agent in connection with its performance under the Agency Agreement.

12. As of the date hereof, the Canadian Court has not considered entry of the RVO or the Atos Sale Order, or the approval of the Sale Transactions. The Petitioner anticipates that the Canadian Court will shortly schedule a hearing to consider approval of the Sale Transactions and entry of the CCAA Vesting Orders (the "CCAA Sale Approval Hearing") for a date after April 1, 2024. The Petitioner filed the Sale Motion at this time to avoid delay and in anticipation that the Canadian Court will enter the RVO and the Atos Sale Order at the CCAA Sale Approval Hearing. Assuming such orders are entered beforehand, the Petitioner intends to pursue the Sale Motion and an order granting same (the "Sale Order") in this Court at the Recognition Hearing.

RELIEF REQUESTED

13. As described in the Verified Petition, the Debtors are in the process of implementing the Sale Transactions. However, the proceeds therefrom will not be sufficient to satisfy the Lenders' claims in full. Instead, all Lenders will suffer a significant shortfall on their senior secured position. Thus, the Petitioner anticipates that no other secured or unsecured creditors will obtain a recovery from the Debtors.

14. Given the Debtors' precarious financial condition, the Petitioner intends to provide notice of the Canadian Proceedings and this Chapter 15 case and the relief requested from both the Canadian Court and this Court in the most efficient and economical manner. Thus, the Petitioner

intends to serve the following documents (the “Notice Package”) at the same time on all known creditors, including litigation parties and contract counterparties, regardless of location, to ensure that all creditors are given notice and are afforded an opportunity to appear and be heard at the upcoming hearings in the Canadian Court and in this Court:

- a. A copy of the Initial Order;
- b. A copy of a notice of the Comeback Hearing and the deadline to object to extension of the Stay Period and entry of the proposed RVO and the proposed Atos Sale Order;
- c. A copy of a summary of the Sale Transactions, including a description of the proposed RVO and the proposed Atos Sale Order, and the date of the CCAA Sale Approval Hearing; and
- d. A copy of the Chapter 15 Notice (as defined below and approved by this Court).

15. By this Motion, the Petitioner respectfully requests the Court to enter an order, substantially in the form attached as **Exhibit A** (the “Proposed Notice Order”): (i) approving the notice, substantially in the form attached as **Exhibit B** (the “Recognition Notice”), of (a) the filing of the Chapter 15 Petitions and certain related pleadings pursuant to Chapter 15 of the Bankruptcy Code, including the Verified Petition and the Sale Motion, (b) this Court’s entry of the Provisional Relief Order, (c) the deadline (the “Objection Deadline”) to object to the Chapter 15 Petitions and the Sale Motion, and (d) the hearing (the “Recognition Hearing”) for this Court to consider the Chapter 15 Petitions and the Sale Motion (including the proposed releases and limitations of liability contained in the RVO and the Atos Sale Order, respectively); (ii) approving the manner of service of the Chapter 15 Notice on any party that files a notice of appearance in the Chapter 15 Cases; (iii) approving the manner of service on the Master Service List (as defined below) of any pleadings that the Petitioner files in the Chapter 15 Cases; and (iv) granting certain related relief.

A. Recognition Notice

16. Pursuant to Bankruptcy Rule 2002(q) and Local Rule 9013-1(m), the Petitioner proposes to serve the Recognition Notice by United States or Canadian mail, first class postage prepaid, within one business day after entry of the Proposed Notice Order (together with the balance of the Notice Package), on the following parties or their respective counsel: (a) all persons or bodies authorized to administer foreign proceedings of the Debtors; (b) the Office of the United States Trustee for the District of Delaware; (c) all parties to litigation in which any Debtor is a party and that is pending in the United States as of the date that the Chapter 15 Petitions were filed; (d) all secured creditors of the Debtors; (e) all other known creditors of the Debtors; (e) [the United States Food and Drug Administration;]; (f) the Internal Revenue Service (g) the Debtors; and (h) any other party who has requested notice (the “Other Interested Party”) in these Chapter 15 Cases (collectively, the “Notice Parties”).

17. The Recognition Notice will notify the Notice Parties of (i) the filing of the Chapter 15 Petitions and certain related pleadings pursuant to chapter 15 of the Bankruptcy Code, including the Verified Petition and the Sale Motion; (ii) the entry of the Provisional Relief Order; (iii) the Objection Deadline and the date and time of the Recognition Hearing; and (iv) a website maintained by the Petitioner, a telephone number and an email address by which interested parties may obtain various pleadings filed in the Canadian Proceedings and the Chapter 15 Cases.⁴

18. In addition to serving the Recognition Notice on the Notice Parties by United States or Canadian mail, first class postage prepaid, the Petitioner proposes to serve copies of the Recognition Notice, the Chapter 15 Petitions, the Verified Petitions, the Sale Motion, the

⁴ In connection with the Canadian Proceedings, the Petitioner established a website (<http://www.insolvencies.deloitte.ca/goli>) on which it has or will upload the various papers publicly filed with the Canadian Court. The Petitioner will similarly upload the papers it publicly files with this Court, including the Verified Petition, the Provisional Relief Motion, and the Sale Motion.

Provisional Relief Motion, and the *Declaration of Noah Zucker in Support of (A) Petitioner's Verified Petition under Chapter 15 for Recognition of the Canadian Proceedings and Request for Related Relief*, (B) *Motion for Provisional Relief*, and (C) *Motion for order enforcing CCAA Vesting Orders* and all other documents that it files in these cases by electronic mail to the parties for whom it has email addresses. The Petitioner will also upload such documents to the website maintained in connection with the Canadian Proceedings.

B. Notice of Appearance

19. In the event any Other Interested Party subsequently files a notice of appearance in the Chapter 15 Cases, the Petitioner will serve the Recognition Notice on such party within three (3) business days of the filing of such notice of appearance to the extent the Petitioner has not already served such documents on the party.

C. Master Service List

20. The Petitioner proposes to serve all pleadings that it files in the Chapter 15 Cases after the Recognition Hearing by United States or Canadian mail, first class postage prepaid, on the following parties or their respective counsel: (a) all persons or bodies authorized to administer foreign proceedings of the Debtors; (b) the Office of the United States Trustee for the District of Delaware; (c) all parties to litigation in which any Debtor is a party and that is pending in the United States as of the date that the Chapter 15 Petitions were filed; (d) all secured creditors of the Debtors; (e) all other known creditors of the Debtors; (e) the United States Food and Drug Administration; (f) the Internal Revenue Service; (g) the Debtors; and (h) any Other Interested Parties (collectively, the "Master Service List").

BASIS FOR RELIEF REQUESTED

21. Bankruptcy Rule 2002(q) provides, in pertinent part, that:

The clerk or some other person as the court may direct, shall forthwith give the debtor, all persons or bodies authorized to administer foreign proceedings of the debtor, all entities against whom provisional relief is being sought under § 1519 of the Code, all parties to litigation pending in the United States in which the debtor is a party at the time of the filing of the petition, and such other entities as the court may direct, at least 21 days' notice by mail of the hearing. The notice shall state whether the petition seeks recognition as a foreign main proceeding or foreign nonmain proceeding.

Fed. R. Bankr. P. 2002(q).

22. Bankruptcy Rule 2002(m), in turn, provides that “[t]he court may from time to time enter orders designating the matters in respect to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by [the Bankruptcy Rules].”

23. The Debtors have hundreds of potential creditors, and other parties-in-interest, all of which need to be provided with notice of the Chapter 15 Cases and the relief requested herein. Under the facts and circumstances of the Debtors' Chapter 15 Cases, the Petitioner submits that service of the Recognition Notice in the manner proposed herein will provide the Notice Parties due and sufficient notice and service of such matters and any associated objection deadlines and hearing dates.

24. The Recognition Notice provides multiple efficient ways for any party receiving such notice to obtain copies of pleadings filed in these Chapter 15 Cases, as it provides a website maintained by the Petitioner, a telephone number and an email address that can be used to obtain critical documents—including the Verified Petition, the Provisional Relief Order, the proposed Recognition Order, the Sale Motion, and the Sale Order—in the Chapter 15 Cases. At the same time, it does not burden the Petitioner or the Debtors with the significant costs necessarily associated with copying and mailing the various documents filed in these cases to many creditors and other parties-in-interest.

25. Accordingly, the Petitioner requests the Court to declare that its service to the Notice Parties of the Recognition Notice as proposed herein is due and sufficient notice and service on all interested parties of the filing of the Chapter 15 Petitions, the Verified Petition, the Sale Motion, this Court's entry of the Provisional Relief Order, the proposed Sale Order, and the proposed Recognition Order.

NOTICE

26. 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 entry the Proposed Notice Order and such other and further relief as this Court deems just and proper.

[Signature on following page]

Dated: March 19, 2024
Wilmington, Delaware

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/s/ Matthew R. Pierce

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Counsel to the Petitioner

Exhibit A

Proposed Notice Order

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

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

ORDER SPECIFYING THE FORM AND MANNER OF SERVICE OF NOTICE

Upon consideration of the motion (the “Motion”)² of Deloitte Restructuring Inc., in its capacity as the court-appointed monitor (the “Petitioner”) and authorized foreign representative for the above-captioned debtors (collectively, the “Debtors”), in the Canadian proceedings (the “Canadian Proceedings”), commenced under the Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the “CCAA”), pending before the Superior Court in the Commercial Division in the District of Montreal (the “Canadian Court”), seeking entry of an order, pursuant to section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002, 9006 and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9013-1(m) of the Local Rules for the United States Bankruptcy Court for the District of Delaware, specifying the form and manner of service of the notice of: (i) the filing of (a) the Debtors’ chapter 15 petitions (collectively, the “Chapter 15 Petitions”) and (b) certain related pleadings pursuant to chapter 15 of the Bankruptcy Code, including the Verified Petition and the Sale Motion, (ii) this Court’s entry of the Provisional Relief Order (as defined below); (iii) the deadline to object to the

¹ 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.

² All capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Motion.

Chapter 15 Petitions and the Sale Motion; and (iv) the hearing for this Court to consider the Chapter 15 Petitions and the Sale Motion, and granting certain related relief; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested in the Motion is in the best interests of the Petitioner, the Debtors, and other parties-in-interest in the Chapter 15 Cases; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is granted as set forth herein.
2. The Recognition Hearing is scheduled for March __, 2024 at __: __ a./p.m. (prevailing Eastern time).
3. The date and time of the Recognition Hearing, including the hearing on the Sale Motion, may be adjourned or continued to a subsequent date without further notice except for an “in court” announcement at the Recognition Hearing or a filing on the docket of the Chapter 15 Cases of the date and time to which the Recognition Hearing has been adjourned.
4. The Recognition Notice, substantially in the form attached hereto as Exhibit A, is hereby approved.
5. Prior to mailing the Recognition Notice, the Petitioner may fill in any missing dates and other information, correct any typographical errors, confirm the provisions thereof to the provisions of this Order, and make such other and further non-material, non-substantive changes as the Petitioner deems necessary or appropriate.
6. The Petitioner shall serve, or cause to be served, a copy of the Recognition Notice on the Notice Parties by United States or Canadian mail, first class postage prepaid, by close of business on March __, 2024.

7. The Petitioner shall serve, or cause to be served, on the Master Service List, including any party requesting to be added thereto, all pleadings filed by the Petitioner in the Chapter 15 Cases after the Recognition Hearing by United States or Canadian mail, first class postage prepaid and no further or additional notice will be required. Service of all pleadings filed in these Chapter 15 Cases on the Master Service List in accordance with this Order is hereby approved as due and sufficient notice of such pleadings on all interested parties in these Chapter 15 Cases.

8. To the extent not previously served, in the event any other interested party files a notice of appearance in the Chapter 15 Cases, the Petitioner shall serve, or cause to be served, on such party the Recognition Notice and the proposed Recognition Order (or, to the extent the proposed Recognition Order has previously been entered by this Court, the Recognition Order) within three (3) business days of the filing of such notice of appearance by United States or Canadian mail, first class postage prepaid.

9. The Petitioner shall also serve copies of the Recognition Notice, the Chapter 15 Petitions, the Verified Petitions, the Sale Motion, the Provisional Relief Motion, and the *Declaration of Noah Zucker in Support of (A) Petitioner's Verified Petition under Chapter 15 for Recognition of the Canadian Proceedings and Request for Related Relief*, (B) *Motion for Provisional Relief*, and (C) *Motion for order enforcing CCAA Vesting Orders* and all other papers it files in these cases by electronic mail to the parties for whom it has email addresses.

10. Service of the Recognition Notice and the proposed Recognition Order (or, to the extent the proposed Recognition Order has previously been entered by this Court, the Recognition Order) in accordance with this Order is hereby approved as due and sufficient notice and service of the filing of the Chapter 15 Petitions, the Verified Petition, the Provisional Relief Order, the

Sale Motion, the proposed Recognition Order, the Recognition Hearing and the Objection Deadline on all interested parties in the Chapter 15 Cases.

11. Any responses, answers, or objections to the Chapter 15 Petitions, the requested recognition of the Canadian Proceedings as foreign main proceedings, related relief, or the Sale Motion must (a) be in writing, (b) set forth in detail the factual and legal bases therefor, (c) be filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and (d) be served upon counsel for the Petitioner, Norton Rose Fulbright US LLP, 1301 Avenue of the Americas, New York, New York 10019, Attn: Andrew Rosenblatt, andrew.rosenblatt@nortonrosefulbright.com, and Landis Rath & Cobb LLP, 919 Market Street, Ste. 1800, Wilmington, Delaware 19801, Attn: Matthew B. McGuire, mcguire@lrclaw.com, so as to be received on or before _____, 2024 at 4:00 p.m. (prevailing Eastern time).

12. The Petitioner is authorized to take all actions necessary to effectuate the relief granted by this Order.

13. Notwithstanding any applicability of any Bankruptcy Rules or Local Rules, the terms and conditions of this order shall be immediately effective and enforceable upon its entry and shall constitute a final order within the meaning of 28 U.S.C. § 158(a).

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

Exhibit B

Recognition Notice

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

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

**NOTICE OF (I) FILING OF (A) PETITIONS PURSUANT TO CHAPTER 15 OF THE
BANKRUPTCY CODE AND (B) PETITIONER’S SALE MOTION; (II) ENTRY OF
PROVISIONAL RELIEF ORDER; (III) DEADLINE TO OBJECT TO ENTRY OF
RECOGNITION ORDER AND SALE ORDER; AND (IV) HEARING FOR COURT TO
CONSIDER CHAPTER 15 PETITIONS, SALE MOTION,
ENTRY OF RECOGNITION ORDER AND SALE ORDER**

PLEASE TAKE NOTICE that on March 18, 2024, 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 Canadian proceedings (the “Canadian Proceedings”) commenced under the under the Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the “CCAA”), pending before the Superior Court in the Commercial Division in the District of Montreal (the “Canadian Court”), filed petitions (collectively, the “Chapter 15 Petitions”) under chapter 15 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), commencing the Debtors’ chapter 15 cases (collectively, the “Chapter 15 Cases”) ancillary to the Canadian Proceedings, with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that on March 18, 2024, the Canadian Court issued an order (the “Initial Order”) (i) appointing the Petitioner as monitor and authorizing it to act as the foreign representative of the Debtors, and (ii) granting a broad stay of proceedings in favor of the Debtors for an initial period through and including March 27, 2024 (the “Stay Period”). The Canadian Court has scheduled a hearing to consider an extension of the Stay Period and other relief for March 27, 2024 (the “Comeback Hearing”).

PLEASE TAKE FURTHER NOTICE that the Petitioner has filed the *Petitioner’s Verified Petition Under Chapter 15 for Recognition of the Canadian Proceedings and Request for Related Relief* (the “Verified Petition”), requesting that the Court enter an order (the “Recognition”

¹ 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..

Order”), (a) 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 (b) enforcing the Initial Order on a permanent basis in the United States and (c) granting such other and further relief as the Court deems just and proper.

PLEASE TAKE FURTHER NOTICE that by Order dated March __, 2024, the Chapter 15 Cases are being jointly administered for procedural purposes only and all pleadings filed in the Chapter 15 Cases should bear the above-referenced caption.

PLEASE TAKE FURTHER NOTICE that on March __, 2024, the Court entered an order (the “Provisional Relief Order”), on an interim basis, (a) enforcing the Initial Order and (b) applying sections 362 and 365(e) of the Bankruptcy Code to stay any and all collection and enforcement actions by creditors, lessors and any other parties against the Debtors and their assets in the United States.

PLEASE TAKE FURTHER NOTICE that the Debtors have made applications in the Canadian Court for (i) a reverse vesting order (the “RVO”) approving a transaction, pursuant to which a purchaser will subscribe for new shares in Goli Canada and effectively acquire 100% of the equity interest in Goli Canada and become the sole shareholder of Goli Canada and its subsidiaries, and (ii) an order (the “Atos Sale Order”) approving the terms of a second and separate transaction to implement the liquidation of certain assets of Goli Canada located in the United States. The Canadian Court has scheduled a hearing to consider the Debtors’ request for the RVO and the Atos Sale Order for _____.

PLEASE TAKE FURTHER NOTICE that the RVO provides, among other things, that the following (i) Goli Canada and certain of its directors and officers; and (ii) the Purchaser and its present and former directors, officers, employees, shareholders, legal counsel and advisors (collectively the “Released Parties”) shall be released from any and all present and future claims based upon any fact or matter of occurrence related to the RVO or the Debtors, their assets, business or affairs or administration of the Debtors, subject to certain limited exceptions, including any claims against the directors or officers of Goli Canada that: (i) relates to contractual rights of one or more creditors; or (ii) is based on allegations of misrepresentations made by directors to creditors or of wrongful or oppressive conduct by directors.

PLEASE TAKE FURTHER NOTICE that the Atos Sale Order contains certain indemnification provisions and limitations of liability in favor of the Agent in connection with its performance under the Agency Agreement.

PLEASE TAKE FURTHER NOTICE that the Petitioner has filed the *Petitioners’ Motion for Entry of an Order (I) Recognizing and Enforcing the RVO and the Atos Sale Order, (II) Approving the Sale Transactions Free and Clear of Liens, Claims, and Encumbrances, and (III) Granting Related Relief* (the “Sale Motion”).

PLEASE TAKE FURTHER NOTICE that, by the Sale Motion, the Petitioner is seeking an order, among other things, recognizing and enforcing the RVO and the Atos Sale Order in the U.S., including the releases and limitations of liability contained therein.

PLEASE TAKE FURTHER NOTICE that copies of the Chapter 15 Petitions, the Sale Motion, the Initial Order, the Provisional Relief Order, and certain other papers filed contemporaneously therewith in the Canadian Proceedings and/or the Chapter 15 Cases, including the Verified Petition, are available by contacting counsel to the Petitioner, Andrew Rosenblatt, at Norton Rose Fulbright US LLP at (212) 408-5100 or andrew.rosenblatt@nortonrosefulbright.com or accessing the Petitioner's website <http://www.insolvencies.deloitte.ca/goli>.

PLEASE TAKE FURTHER NOTICE that the Court has (i) scheduled a hearing (the "Recognition Hearing") to consider the Chapter 15 Petitions and the Sale Motion for _____, ____ 2024 at __: __.m.(prevailing Eastern Time) before the Honorable Laurie Selber Silverstein at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, __ Floor, Courtroom No. __, Wilmington, Delaware 19801, and (ii) established on or before 4:00 p.m. (prevailing Eastern Time) on _____, ____ 2024, (the "Objection Deadline") as the deadline to object to the Chapter 15 Petitions and/or the Sale Motion.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Chapter 15 Petitions or the Sale Motion shall be (i) made in writing, describe the basis therefore, and indicate the nature and extent of the respondent's interests in the Debtors' Chapter 15 Cases, (ii) filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and (iii) served upon Norton Rose Fulbright US LLP, 1301 Avenue of the Americas, New York, New York 10019 (Attn: Andrew Rosenblatt) and Landis Rath & Cobb LLP, 919 Market Street, Ste. 1800, Wilmington, Delaware 19801 (Attn: Matthew B. McGuire) on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that all parties-in-interest in the Chapter 15 Cases that are opposed to the Chapter 15 Petitions or the Sale Motion must appear at the Recognition Hearing, which hearing may be adjourned from time to time without further notice except for an in-Court announcement at the Recognition Hearing or a filing by the Petitioner on the docket of the Chapter 15 Cases of the date and time to which the Recognition Hearing has been adjourned.

PLEASE TAKE FURTHER NOTICE THAT IF NO RESPONSES OR OBJECTIONS ARE RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE PETITIONER AND ENTER THE RECOGNITION ORDER AND/OR AN ORDER APPROVING THE SALE MOTION WITHOUT FURTHER NOTICE OR A HEARING.

[Signature Page to Follow]

Dated: March __, 2024
Wilmington, Delaware

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