

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:

XEBEC HOLDING USA INC., *et al.*,

Debtors in a foreign proceeding.<sup>1</sup>

Chapter 15

Case No. 22-10934 (KBO)

Joint Administration Requested

**MOTION FOR ORDER**

**(A) SCHEDULING HEARING ON RECOGNITION OF CHAPTER 15 PETITIONS  
AND (B) SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE**

Xebec Adsorption Inc., in its capacity as the duly-appointed foreign representative (the “**Foreign Representative**”) for the above-captioned debtors (collectively, the “**Debtors**”), subject of the proceeding (the “**Canadian Proceeding**”) currently pending before the Superior Court of Québec, in the Province of Québec, District of Montréal (the “**Canadian Court**”), initiated pursuant to the Companies’ Creditors Arrangement Act, R.S.C. 1985, C-36 (as amended, the “**CCAA**”), has commenced the above-captioned chapter 15 cases (the “**Chapter 15 Cases**”) and moves (this “**Motion**”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “**Proposed Order**”), (a) scheduling a hearing (the “**Recognition Hearing**”) to consider recognition of the Canadian Proceeding as a foreign main proceeding under chapter 15 of the Bankruptcy Code, as requested in the *Motion for Recognition of Foreign Main Proceeding and Request for Certain Related Relief* filed contemporaneously herewith (the “**Recognition Motion**”), (b) scheduling the deadline to object to the Chapter 15 Petitions (as defined herein) and the Bankruptcy Court’s entry of an order granting the relief requested in the

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<sup>1</sup> The Debtors in the chapter 15 proceedings and the last four digits of their federal tax identification numbers are: Xebec Adsorption Inc. (0228), Xebec RNG Holdings Inc. (N/A), Applied Compression Systems Ltd. (N/A), Compressed Air International Inc. (N/A), Xebec Holding USA Inc. (8495), Enerphase Industrial Solutions Inc. (1979), CDA Systems, LLC (6293), Xebec Adsorption USA, Inc. (0821), The Titus Company (9757), Nortekbelair Corporation (1897), XBC Flow Services – Wisconsin Inc. (7493), California Compression, LLC (4752), and Xebec Systems USA LLC (4156). The location of the Debtors’ corporate headquarters and the Debtors’ foreign representative is: 700-1130 Sherbrooke Street West, Montréal, Québec H3A 2M8.

Recognition Motion (the “**Recognition Objection Deadline**”), (c) approving the form of notice, attached to the Proposed Order as **Exhibit 1** (the “**Recognition Hearing Notice**”), of the filing of the *Official Form 401 Petition* for each of the Debtors [Docket No. 1 in each of the chapter 15 cases] (collectively, the “**Chapter 15 Petitions**”), the Recognition Motion, the Recognition Objection Deadline, and the Recognition Hearing, and (d) specifying the manner of service of the Recognition Hearing Notice and any subsequent papers that the Foreign Representative files and is required to serve in accordance with sections 105(a), 1514, and 1515 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “**Bankruptcy Code**”), and Rules 2002 and 9007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

### **JURISDICTION AND VENUE**

1. The Bankruptcy Court has jurisdiction over 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.

2. Recognition of a foreign proceeding and other matters under chapter 15 of the Bankruptcy Code are core matters under 28 U.S.C. § 157(b)(2)(P).

3. The Foreign Representative, in its capacity as authorized foreign representative, has properly commenced the Chapter 15 Cases pursuant to sections 1504, 1509, and 1515 of the Bankruptcy Code and Bankruptcy Rules 2002 and 9007.

4. The Foreign Representative consents to the entry of final orders or judgments by the Bankruptcy Court if it is determined that the Bankruptcy Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

5. Venue in this district is proper under 28 U.S.C. § 1410.

## BACKGROUND

6. The Debtors and certain non-U.S. based subsidiaries and affiliates of the Debtors (the “**Xebec Group**”) supply a wide range of renewable and low-emission gas products and services sold globally through several channels, including direct sales, channel partners, project developers, and e-commerce. The Xebec Group portfolio includes proprietary technologies for the on-site and distributed production of hydrogen, renewable and low-emission natural gas, oxygen and nitrogen and proprietary technologies that transform raw gases into clean sources of renewable and low-emission energy. The Xebec Group’s operations include manufacturing, research and development, service and sales. The Xebec Group operates in North America, Europe, the Middle East and Asia.

7. The Xebec Group’s financial difficulties were attributable to a number of factors, including its inability to raise additional capital, supply chain constraints, increasing selling and administrative expenses, and the completion costs of certain legacy renewable and low-emission natural gas contracts, as more fully described in the *Motion for Recognition of Foreign Main Proceeding and Request for Certain Related Relief* and the *Declaration of Jim Vounassis* in support thereof, both filed contemporaneously herewith.

8. Despite various pre-filing restructuring efforts, and following extensive analysis and consideration, the Debtors concluded their only alternative under the circumstances is to engage in a formal restructuring process. With their advisors’ assistance, the Debtors determined the best course includes a further streamlining of their operations and a divestiture of certain non-core assets through a Court-supervised process, all in order to focus on their core business operations.

9. To achieve their objectives, the Debtors initiated the Canadian Proceeding under the CCAA and filed the Chapter 15 Petitions.

10. On September 29, 2022, the Canadian Court entered an Initial Order (the “**Initial Order**”) authorizing the Foreign Representative to initiate proceedings under Chapter 15 of the Bankruptcy Code. The Initial Order stated that the Debtors are authorized:

to apply as it may consider necessary or desirable, with or without notice, to any other court or administrative body, whether in Canada, the United States of America or elsewhere, for orders which aid and complement this Order and any subsequent orders of this Court and, without limitation to the foregoing, any orders under Chapter 15 of the U.S. Bankruptcy Code, including an order for recognition of these CCAA proceedings as “Foreign Main Proceedings” in the United States of America pursuant to Chapter 15 of the U.S. Bankruptcy Code, for which Xebec Adsorption Inc., shall be the foreign representative of the Petitioners. All courts and administrative bodies of all such jurisdictions are hereby respectively requested to make such orders and to provide such assistance to the Petitioners and the Monitor as may be deemed necessary or appropriate for that purpose.

Initial Order at ¶ 66.

### **RELIEF REQUESTED**

11. The Foreign Representative seeks entry of the Proposed Order, substantially in the form attached hereto as **Exhibit A**, (a) scheduling the Recognition Hearing, (b) scheduling the Recognition Objection Deadline, (c) approving the form of the Recognition Hearing Notice, and (d) approving the manner of service of the Recognition Hearing Notice.

#### **A. Recognition Hearing**

12. The Foreign Representative respectfully requests that the Bankruptcy Court set a date for the Recognition Hearing approximately twenty-one (21) days after service of the Recognition Hearing Notice, the Chapter 15 Petitions, the Recognition Motion, and related documents (without duplication) (collectively, the “**Chapter 15 Documents**”).

#### **B. Objections or Responses to the Chapter 15 Documents**

13. The Foreign Representative further requests that the Bankruptcy Court require that any responses, answers, or objections to the Chapter 15 Documents (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 Foreign Representative, McDonald Hopkins LLC, 300 North LaSalle Street, Suite 1400, Chicago, Illinois 60654, Attn: David A. Agay, dagay@mcdonaldhopkins.com, and Bielli & Klauder, LLC, 1204 North King Street, Wilmington, Delaware 19801, Attn: David M. Klauder, dklauder@bk-legal.com, so as to be received on or before seven (7) days prior to the Recognition Hearing.

C. **Recognition Hearing Notice**

14. The Foreign Representative respectfully requests that the Bankruptcy Court approve the Recognition Hearing Notice in substantially the form attached to the Proposed Order as **Exhibit 1**. The Recognition Hearing Notice will (a) notify the Notice Parties (as defined herein) of the filing of the Chapter 15 Petitions and related papers filed under chapter 15 of the Bankruptcy Code, (b) include a copy of the Chapter 15 Petitions and the Recognition Motion (without duplications), and (c) set forth the Recognition Objection Deadline and the date and time of the Recognition Hearing.

15. In accordance with section 1514 of the Bankruptcy Code and Bankruptcy Rule 2002(q), the Foreign Representative proposes to serve the Chapter 15 Documents by hand delivery, overnight courier, or domestic or foreign mail, first-class postage prepaid or, for entities with addresses that are not in the United States, by electronic mail no later than two (2) business days after entry of the Proposed Order, upon the following entities or their counsel, if known (collectively, the “**Notice Parties**”): (a) the Office of the United States Trustee for the District of Delaware; (b) all parties to litigation in which any Foreign Debtor is a party and that is pending in the United States as of the date that the Chapter 15 Petitions were filed; (c) all entities against whom provisional relief is sought; (d) the 20 largest unsecured creditors of the Debtors in these

cases; (e) the Debtors; (f) all other parties that have requested notice in these cases; and (g) such other entities as this Bankruptcy Court may direct. The Foreign Representative respectfully requests that the Bankruptcy Court declare such service due and sufficient and no further notice be required.

16. The Foreign Representative respectfully requests that if any entity files a notice of appearance in the Chapter 15 Cases after the initial service of the Recognition Hearing Notice, the Foreign Representative will serve the Chapter 15 Documents and any subsequent, relevant notices upon such entity no later than five (5) days after the filing of such notice of appearance, if such documents have not been already served on such entity (or its counsel).

17. The Foreign Representative respectfully requests that any subsequent notice in the Chapter 15 Cases be served on the Foreign Representative, the Notice Parties, and any other entity that files a notice of appearance in the Chapter 15 Cases, in accordance with Bankruptcy Rule 2002(q) or as otherwise required by the Bankruptcy Code and the Bankruptcy Rules.

**D. Waiver of Requirements Under Section 1514(c) of the Bankruptcy Code**

18. Section 1514(c) of the Bankruptcy Code states that when “a notification of commencement of a case is to be given to foreign creditors, such notification shall (1) indicate the time period for filing proofs of claim and specify the place for filing such proofs of claim; [and] (2) indicate whether secured creditors need to file proofs of claim . . . .” *See* 11 U.S.C. § 1514(c). The Foreign Representative respectfully requests that such requirements be waived in this matter because the Foreign Representative does not intend to conduct a claim process in the Chapter 15 Cases, as any applicable claims process will be established in the Canadian Proceeding and ample notice of all relevant claim bar dates and related filing requirements will be provided as part of the Canadian Proceeding. The Foreign Representative, however, reserves

its right to move to set a bar date in the Chapter 15 Cases in connection with the Canadian Proceeding.

19. The Bankruptcy Court has granted requests for similar relief under 11 U.S.C. § 1514(c) in other chapter 15 cases. *See, e.g., In re Motorcycle Tires & Accessories LLC*, No. 19-12706 (KBO) (Bankr. D. Del. Dec. 19, 2019) [Docket No. 19] (order stating that all notice requirements specified in section 1514(c) of the Bankruptcy Code are hereby waived or otherwise deemed inapplicable to the Chapter 15 Cases); *In re Synreon Automotive (UK) Ltd.*, No. 19-11702 (BLS) (Bankr. D. Del. July 30, 2019) [Docket No. 7] (same); *In re Mundo Media Ltd.*, No. 19-11365 (KBO) (Bankr. D. Del. June 18, 2019) [Docket No. 9] (same); *In re Unique Broadband Systems Ltd.*, No. 19-11321 (BLS) (Bankr. D. Del. June 10, 2019) [Docket No. 11] (same); *In re SEL Manufacturing Co., Ltd.*, 19-10988 (MFW) (Bankr. D. Del. May 6, 2019) [Docket No. 16] (same); and *In re JustFly Corp.*, No. 20-11204 (JTD) (Bankr. D. Del. May 22, 2020) [Docket No. 12].

**NOTICE**

20. Notice of this Motion will be provided to the following parties or their counsel: (a) the Office of the United States Trustee for the District of Delaware; and (b) all parties to any litigation in which the Foreign Debtor is a party and that is pending in the United States as of the date the Chapter 15 Petitions were filed, as set forth in the statements of Foreign Representative required by Federal Rule of Bankruptcy Procedure 1007(a)(4)(B), attached to the Official Form 401 Petitions. The Foreign Representative respectfully requests that, in light of the nature of the relief requested, no other or further notice of the Motion need be given.

**NO PRIOR NOTICE**

21. No previous request for the relief sought herein has been made by the Foreign Representative to this or any other court.

WHEREFORE, the Foreign Representative respectfully requests that the Bankruptcy Court grant this Motion and enter the Proposed Order, (a) scheduling the Recognition Hearing, (b) scheduling the Recognition Objection Deadline, (c) approving the form and manner of service of the Recognition Hearing Notice, (d) waiving the requirements of section 1514(c) of the Bankruptcy Code, and (e) granting such other and further relief as is appropriate under the circumstances.

Dated: September 30, 2022  
Wilmington, Delaware

BIELLI & KLAUDER, LLC

*/s/ David M. Klauder*

David M. Klauder, Esquire (No. 5769)  
1204 N. King Street  
Wilmington, Delaware 19801  
Phone: (302) 803-4600  
Facsimile: (302) 397-2557  
Email: dklauder@bk-legal.com

- and -

MCDONALD HOPKINS LLC

David A. Agay (pro hac vice admission pending)  
Joshua A. Gadharf (pro hac vice admission pending)  
Ashley J. Jericho (pro hac vice admission pending)  
300 North LaSalle Street  
Suite 1400  
Chicago, Illinois 60654  
Telephone: (312) 280-0111  
Facsimile: (312) 280-8232  
Email: dagay@mcdonaldhopkins.com  
jgadharf@mcdonaldhopkins.com  
ajericho@mcdonaldhopkins.com

Counsel for the Foreign Representative



**EXHIBIT A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:

XEBEC HOLDING USA INC., *et al.*,

Debtors in a foreign proceeding.<sup>1</sup>

Chapter 15

Case No. 22-10934 (KBO)

Joint Administration Requested

**ORDER (A) SCHEDULING RECOGNITION HEARING AND  
(B) SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE**

Upon the motion (the “**Motion**”)<sup>2</sup> of Xebec Adsorption Inc., in its capacity as the duly-appointed foreign representative (the “**Foreign Representative**”) for the above-captioned debtors (collectively, the “**Debtors**”), for entry of an order pursuant to sections 105(a), 1514, and 1515 of the Bankruptcy Code and Bankruptcy Rules 2002 and 9007, (a) scheduling a hearing to consider the recognition of the Canadian Proceeding as a foreign main proceeding under Chapter 15 of the Bankruptcy Code (the “**Recognition Hearing**”) and (b) approving the form and manner of service of notice, substantially in the form annexed to this order as **Exhibit 1**, of certain Chapter 15 filings and the Recognition Hearing (the “**Recognition Hearing Notice**”); the Court having found that (a) it has jurisdiction over 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 as of February 29, 2012, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P), (c) venue is proper in this district pursuant to 28 U.S.C. § 1410, (d) the Chapter 15 Cases have been properly commenced by the duly appointed Foreign

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<sup>1</sup> The Debtors in the chapter 15 proceedings and the last four digits of their federal tax identification numbers are: Xebec Adsorption Inc. (0228), Xebec RNG Holdings Inc. (N/A), Applied Compression Systems Ltd. (N/A), Compressed Air International Inc. (N/A), Xebec Holding USA Inc. (8495), Enerphase Industrial Solutions Inc. (1979), CDA Systems, LLC (6293), Xebec Adsorption USA, Inc. (0821), The Titus Company (9757), Nortekbelair Corporation (1897), XBC Flow Services – Wisconsin Inc. (7493), California Compression, LLC (4752), and Xebec Systems USA LLC (4156). The location of the Debtors’ corporate headquarters and the Debtors’ foreign representative is: 700-1130 Sherbrooke Street West, Montréal, Québec H3A 2M8.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Motion.

Representative, and (e) due and sufficient notice of the Motion has been given and no other or further notice need be provided; upon consideration of the *Declaration of Jim Vounassis in Support of Petitions Under Chapter 15 for Order Granting Recognition of Foreign Main Proceeding and Other Related Relief* [Docket No. \_\_\_] and the *Declaration of Sandra Abitan Regarding Determination of Foreign Law* [Docket No. \_\_\_], each filed contemporaneously with the Motion; it appearing that the relief requested in the Motion is in the best interest of 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:**

1. The Motion is GRANTED as set forth herein.
2. The Recognition Hearing is scheduled for \_\_\_\_\_, 2022 at \_:\_ a./p.m. (prevailing Eastern time).
3. The date and time of the Recognition Hearing 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 Hearing Notice in the form attached to this order as **Exhibit 1** is approved.
5. The Foreign Representative will serve, or cause to be served, copies of the Chapter 15 Documents by hand delivery, overnight courier, or domestic or foreign mail, first-class postage prepaid or, for entities with addresses that are not in the United States, by electronic mail, upon the following entities or their counsel, if known (collectively, the “**Notice Parties**”): (a) the Office of the United States Trustee for the District of Delaware; (b) all parties to litigation in which any Foreign Debtor is a party and that is pending in the United States as of

the date that the Chapter 15 Petitions were filed; (c) all entities against whom provisional relief is sought; (d) the 20 largest unsecured creditors of the Debtors in these cases; (e) the Debtors; (f) all other parties that have requested notice in these cases, no later than two (2) business days after entry of this order.

6. If any entity files a notice of appearance in the Chapter 15 Cases after the initial service of the Recognition Hearing Notice, the Foreign Representative will serve, or cause to be served, the Chapter 15 Documents and any subsequent, relevant notices upon such entity no later than five (5) days after the filing of such notice of appearance, if such documents have not been already served on such entity (or its counsel).

7. Any subsequent notice in the Chapter 15 Cases will be served on the Foreign Representative, the Notice Parties, and any other entity that files a notice of appearance in the Chapter 15 Cases, unless otherwise directed by the Court, in accordance with Bankruptcy Rule 2002(q) or as otherwise required by the Bankruptcy Code, Bankruptcy Rules, or any order entered in the Chapter 15 Cases by the Bankruptcy Court.

8. Service of the Chapter 15 Documents, in accordance with this order is approved as adequate, due, and sufficient on all interested parties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

9. Prior to serving the Recognition Hearing Notice, the Foreign Representative may complete any missing dates and other information, correct any typographical errors, conform the provisions regarding the Recognition Hearing Notice to the provisions of this order, and make such other and further non-substantive changes as the Foreign Representative deems necessary or appropriate.

10. Any responses, answers, or objections to the requested recognition of the Canadian Proceeding as the foreign main proceeding, related relief, or other papers filed in connection therewith 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 Foreign Representative, McDonald Hopkins LLC, 300 North LaSalle Street, Suite 1400, Chicago, Illinois 60654, Attn: David A. Agay, dagay@mcdonaldhopkins.com, and Bielli & Klauder, LLC, 1204 North King Street, Wilmington, Delaware 19801, Attn: David M. Klauder, dklauder@bk-legal.com, so as to be received on or before [\_\_\_\_\_, 2022].

11. The requirements of section 1514(c) of the Bankruptcy Code are waived or otherwise deemed inapplicable to the Chapter 15 Cases.

12. The Foreign Representative is authorized to take all actions necessary to effectuate the relief granted by this order.

13. The Bankruptcy Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this order.

14. 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).

**EXHIBIT 1**

**Proposed Form of Notice**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re:

XEBEC HOLDING USA INC., *et al.*,

Debtors in a foreign proceeding.<sup>1</sup>

Chapter 15

Case No. 22-10934 (KBO)

Joint Administration Requested

**NOTICE OF (A) FILING OF CHAPTER 15 PETITIONS AND RELATED CHAPTER 15 DOCUMENTS SEEKING RECOGNITION OF CANADIAN PROCEEDING AS THE FOREIGN MAIN PROCEEDING AND (B) RECOGNITION HEARING**

PLEASE TAKE NOTICE that on September 30, 2022 (the “**Petition Date**”), Xebec Adsorption Inc., as the duly authorized foreign representative (the “**Foreign Representative**”) with respect to the foreign proceeding, Case No. 500-11-061483-224 (the “**Canadian Proceeding**”), commenced by Xebec Adsorption Inc., Applied Compression Systems Ltd., Compressed Air International Inc., Xebec Holding USA Inc., Enerphase Industrial Solutions Inc., CDA Systems, LLC, Xebec Adsorption USA, Inc., The Titus Company, Nortekbelair Corporation, XBC Flow Services – Wisconsin Inc., California Compression, LLC, and Xebec Systems USA LLC (collectively, the “**Debtors**”) in the Superior Court of Canada in the Province of Québec, District of Montréal (the “**Canadian Court**”) for which an order was entered recognizing their application on September 29, 2022, pursuant to the Companies’ Creditors Arrangement Act, R.S.C. 1985, c-36 (as amended, the “**CCAA**”), filed an *Official Form 401 Petition* for each of the Debtors [Docket No. 1 in each of the Chapter 15 Cases (as defined herein)] (collectively, the “**Chapter 15 Petitions**”) under chapter 15 of title 11 of the United States Code (the “**Bankruptcy Code**”) commencing this proceeding ancillary to the Canadian Proceeding (collectively, the “**Chapter 15 Cases**”), and also the *Motion for Recognition of Foreign Main Proceeding and Request for Certain Related Relief* [Docket No. \_\_\_] (the “**Recognition Motion**”) seeking recognition of the Canadian Proceeding as a foreign main proceeding within the meaning of chapter 15 of the Bankruptcy Code. A true and correct copy of the Chapter 15 Petitions and the Recognition Motion (without duplication) [are attached to this Notice as **Exhibit A** and **Exhibit B**, respectively].

PLEASE TAKE FURTHER NOTICE that copies of the Chapter 15 Petitions and related filings in the Chapter 15 Cases are also available (a) on the Bankruptcy Court’s Electronic Case Filing System, which can be accessed from the Bankruptcy Court’s website at <http://www.ecf.deb.uscourts.gov> (a PACER login and password are required) or (b) upon written

<sup>1</sup> The Debtors in the chapter 15 proceedings and the last four digits of their federal tax identification numbers are: Xebec Adsorption Inc. (0228), Xebec RNG Holdings Inc. (N/A), Applied Compression Systems Ltd. (N/A), Compressed Air International Inc. (N/A), Xebec Holding USA Inc. (8495), Enerphase Industrial Solutions Inc. (1979), CDA Systems, LLC (6293), Xebec Adsorption USA, Inc. (0821), The Titus Company (9757), Nortekbelair Corporation (1897), XBC Flow Services – Wisconsin Inc. (7493), California Compression, LLC (4752), and Xebec Systems USA LLC (4156). The location of the Debtors’ corporate headquarters and the Debtors’ foreign representative is: 700-1130 Sherbrooke Street West, Montréal, Québec H3A 2M8.

request (including by e-mail) to counsel to the Foreign Representative, McDonald Hopkins LLC, 300 North LaSalle Street, Suite 1400, Chicago, Illinois 60654, Attn: David A. Agay, dagay@mcdonaldhopkins.com.

**PLEASE TAKE FURTHER NOTICE** that the Bankruptcy Court scheduled a hearing for \_\_\_\_\_, 2022 at \_:\_ a./p.m. (prevailing Eastern time) before the Honorable Karen B. Owens (the “**Recognition Hearing**”) on the Chapter 15 Petitions to consider the recognition of the Canadian Proceeding as a foreign main proceeding and give full force and effect to orders entered in the Canadian Proceeding and related relief in accordance with the relief requested in the Recognition Motion.

**PLEASE TAKE FURTHER NOTICE** that any party in interest wishing to submit a response, answer, or objection to the Chapter 15 Petitions or Recognition Motion must do so pursuant to the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and such response, answer, or objection 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, Wilmington, Delaware 19801, and (d) be served upon counsel for the Foreign Representative, McDonald Hopkins LLC, 300 North LaSalle Street, Suite 1400, Chicago, Illinois 60654, Attn: David A. Agay, dagay@mcdonaldhopkins.com, and Bielli & Klauder, LLC, 1204 North King Street, Wilmington, Delaware 19801, Attn: David M. Klauder, dklauder@bk-legal.com, so as to be received **on or before** \_\_\_\_\_, 2022 at 4:00 p.m. (prevailing Eastern time).

**PLEASE TAKE FURTHER NOTICE** that all parties in interest opposed to the Chapter 15 Petition or the Foreign Representative’s request for relief in the Recognition Motion must appear at the Recognition Hearing at the time and place set forth herein, which may be adjourned from time to time 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.

**PLEASE TAKE FURTHER NOTICE** that unless later ordered by the Bankruptcy Court, any claims process for the Debtors will occur as part of the Canadian Proceeding and not in connection with the Chapter 15 Cases.

**PLEASE TAKE FURTHER NOTICE THAT IF NO RESPONSES OR OBJECTIONS ARE RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED BY THE FOREIGN REPRESENTATIVE WITHOUT FURTHER NOTICE OR HEARING.**

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Dated: September 30, 2022  
Wilmington, Delaware

BIELLI & KLAUDER, LLC

/s/ David M. Klauder

David M. Klauder, Esquire (No. 5769)

1204 N. King Street

Wilmington, Delaware 19801

Phone: (302) 803-4600

Facsimile: (302) 397-2557

Email: dklauder@bk-legal.com

- and -

MCDONALD HOPKINS LLC

David A. Agay (*pro hac vice* admission pending)

Joshua A. Gadharf (*pro hac vice* admission pending)

Ashley J. Jericho (*pro hac vice* admission pending)

300 North LaSalle Street

Suite 1400

Chicago, Illinois 60654

Telephone: (312) 280-0111

Facsimile: (312) 280-8232

Email: dagay@mcdonaldhopkins.com

jgadharf@mcdonaldhopkins.com

ajericho@mcdonaldhopkins.com

*Counsel for the Foreign Representative*

**EXHIBIT A TO NOTICE**  
(Chapter 15 Petitions)

[To be attached for service]

**EXHIBIT B TO NOTICE**  
(Recognition Motion)

[To be attached for service]