

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

ROKSTAD HOLDINGS CORPORATION, et al.,<sup>1</sup>

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 24-12645 (MFW)

(Jointly Administered)

**NOTICE OF FOREIGN REPRESENTATIVE'S MOTION FOR ENTRY OF AN ORDER  
(I) RECOGNIZING AND ENFORCING THE APPROVAL AND VESTING ORDER, (II)  
APPROVING THE SALE OF SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS FREE  
AND CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES, (III) ASSUMING AND  
ASSIGNING CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES AND (IV)  
GRANTING RELATED RELIEF**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

On January 21, 2025, FTI Consulting Canada Inc. ("FTI"), in its capacity as the court-appointed receiver (in such capacity, the "Receiver") of the above-captioned debtors (collectively, the "Rokstad Group" or the "Debtors") and in its capacity as the authorized foreign representative (the "Foreign Representative") of the Debtors, which are the subject of a receivership proceeding (the "Canadian Receivership") pursuant to section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "BIA") and section 39 of the *Law and Equity Act*, R.S.B.C. 1996 c. 253, as amended (the "LEA") pending before the Supreme Court of British Columbia in Bankruptcy and Insolvency (the "Canadian Court"), filed the *Foreign Representative's Motion for Entry of an Order (I) Recognizing and Enforcing the Approval and Vesting Order, (II) Approving the Sale of Substantially all of the Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, (III) Assuming and Assigning Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [Docket No. 66] (the "Motion")<sup>2</sup> with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), pursuant to sections 105(a) 363, 365, 1501, 1507, 1520, and 1521 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2002, 6004, 6006, and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 6004-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules").

Copies of the Motion, the Asset Purchase Agreement and the Stalking Horse APA (together, the "Stellex Purchase Agreements"), the Approval and Vesting Order and the Back-Up Approval and Vesting Order (including the list of Assigned Contracts) and other documents related thereto are available free of charge at the Foreign Representative's restructuring website at <https://cases.stretto.com/rokstad/court-docket/>.

Any response or objection to entry of an order with respect to the relief sought in the Motion **must be filed with the Bankruptcy Court and served upon and received by the undersigned counsel on or**

<sup>1</sup> The Debtors in these chapter 15 cases (the "Chapter 15 Cases"), along with the last four digits of each Debtor's unique identifier, are Rokstad Holdings Corporation (7932); Rokstad Power (2018) Ltd. (8273); Golden Ears Painting & Sandblasting (2018) Ltd. (8286); Plowe Power Systems (2018) Ltd. (8882); Rokstad Power (Prairies) Ltd. (9305); Rokstad Power Transmission Services Ltd. (9301); Rokstad Power Construction Services Ltd. (9295); Rokstad Power (East), Inc. (4090); Rokstad Power Inc. (4394); and Rok Air, LLC (6825).

<sup>2</sup> Capitalized terms used but not defined herein are intended to have the meanings ascribed to them in the Motion.

**before February 4, 2025 at 4:00 p.m. (prevailing Eastern Time)** and must: (i) be in writing; (ii) detail the factual and legal basis for the response or objection; (iii) comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules; and (iv) be filed with the Office of the Clerk of the Court, 824 N. Market Street, Third Floor, Wilmington, Delaware 19801, and served upon the following counsel for the Foreign Representative: Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, Wilmington, Delaware 19801, Attn: Steven Golden and Colin R. Robinson.

Pursuant to the Motion, the Foreign Representative seeks the Bankruptcy Court's approval of (a) the assumption and assignment, pursuant to section 365 of the Bankruptcy Code, of the Assigned Contracts (and the associated cure amounts) listed on Schedule E to the Approval and Vesting Order and Schedule E to the Back-Up Approval and Vesting Order; and (b) the rejection, pursuant to section 365 of the Bankruptcy Code, of all executory contracts and unexpired leases other than the Assigned Contracts to which a United States Debtor is a party and/or to which the non-Debtor counterparty is located in the United States. To the extent you object to the assumption and/or assignment of an Assigned Contract to which you are a party (including any objection to a Contract Cure Amount) or to the rejection of a Non-Assigned Contract, **you must object in accordance with any notice you receive from the Receiver in connection with the approval of the Stellex Purchase Agreements by the Canadian Court and/or with the Bankruptcy Court in accordance with the foregoing dates, deadlines, and procedures.**

A hearing to consider the relief requested in the Motion will be held before the Honorable Mary F. Walrath at the United States Bankruptcy Court for the District of Delaware, located at 824 North Market Street, Wilmington, Delaware 19801 **on February 11, 2025 at 10:30 a.m. (prevailing Eastern Time).**

All questions or requests to the Foreign Representative in connection with the foregoing must be directed to (a) the Receiver, Attn: Brett Wilson (Brett.Wilson@fticonsulting.com) and (b) counsel to the Foreign Representative, Attn: Steven W. Golden (sgolden@pszjlaw.com) and Brooke Wilson (bwilson@pszjlaw.com). **All parties are advised to consult with counsel.**

Dated: January 21, 2025

**PACHULSKI STANG ZIEHL & JONES LLP**

*/s/ Steven W. Golden*

---

Debra I. Grassgreen (admitted *pro hac vice*)

Steven W. Golden (DE Bar No. 6807)

Colin R. Robinson (DE Bar No. 5524)

Brooke E. Wilson (admitted *pro hac vice*)

919 N. Market Street, 17<sup>th</sup> Floor

Wilmington, DE 19801

Telephone: (302) 652-4100

Email: dgrassgreen@pszjlaw.com

sgolden@pszjlaw.com

crobinson@pszjlaw.com

bwilson@pszjlaw.com

*Counsel to the Foreign Representative*