

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

<p>In re:</p> <p>IMV Inc.,</p> <p style="text-align: center;">Debtor in a Foreign Proceeding.</p>	<p>Chapter 15</p> <p>Case No. 23-10589 (KBO)</p> <p>Business Number: *****6991</p>
<p>In re:</p> <p>Immunovaccine Technologies Inc.,</p> <p style="text-align: center;">Debtor in a Foreign Proceeding.</p>	<p>Chapter 15</p> <p>Case No. 23-10590 (KBO)</p> <p>Business Number: *****6772</p>
<p>In re:</p> <p>IMV USA Inc.,</p> <p style="text-align: center;">Debtor in a Foreign Proceeding.</p>	<p>Chapter 15</p> <p>Case No. 23-10591 (KBO)</p> <p>EIN: *****4184</p>

**MOTION OF FOREIGN REPRESENTATIVE FOR ENTRY OF AN ORDER
UNDER FED. R. BANKR. P. 1015 AND DEL. BANKR. L.R. 1015-1
AUTHORIZING JOINT ADMINISTRATION OF THE CHAPTER 15 CASES**

IMV Inc., in its capacity as the duly-appointed foreign representative (“IMV” or the “Foreign Representative”) for the above-captioned debtors (collectively, the “Debtors”), each of which is a subject of proceedings (collectively, the “Canadian Proceeding”) pending before the Supreme Court of Nova Scotia (the “Canadian Court”), initiated pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended, the “CCAA”), has commenced the above-captioned chapter 15 cases and moves (this “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), under Rule 1015 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of

Delaware (the “Local Rules”), authorizing the joint administration of the Debtors’ chapter 15 cases for procedural purposes only. In support of the Motion, the Foreign Representative relies upon and incorporate by reference the *Declaration of Andrew Hall in Support of the Debtors’ Verified Petition for (I) Recognition of Foreign Main Proceeding, (II) Recognition of Foreign Representative, (III) Recognition Amended and Restated Initial Order, and (IV) Related Relief* filed with the Court concurrently herewith (the “Hall Declaration”).¹ In further support of the Motion, the Foreign Representative respectfully represents:

JURISDICTION AND VENUE

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

2. The Debtors confirm their consent, pursuant to Bankruptcy Rule 7008 and Local Rule 9013-1(f), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. The above-captioned chapter 15 Cases (the “Chapter 15 Cases”) have been properly commenced pursuant to sections 1504 and 1509 of the Bankruptcy Code by the filing of chapter 15 petitions for each of the Debtors as D.I. 1 in their respective cases (the “Chapter 15 Petitions”) and the *Verified Petition for (I) Recognition of Foreign Main Proceedings, (II)*

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Hall Declaration.

Recognition of Foreign Representative, (III) Recognition of Amended and Restated Initial Order, and (IV) Related Relief under Chapter 15 of the Bankruptcy Code (the “Verified Petition”) under section 1515 of the Bankruptcy Code.

4. Venue is proper pursuant to 28 U.S.C. § 1410.

4. The bases for the relief requested herein are Bankruptcy Rule 1015 and Local Rule 1015-1.

BACKGROUND

5. On April 28, 2023, the Debtors commenced the Canadian Proceeding under the CCAA to initiate restructuring proceedings under the supervision of the Canadian Court. On May 1, 2023, the Canadian Court entered an initial order (the “Initial Order”) appointing FTI Consulting Canada Inc. (the “Monitor”) as monitor of the Debtors and authorizing IMV to act as Foreign Representative of the Debtors.

6. On May 5, 2023, following a comeback hearing in the Canadian Proceeding, the Canadian Court entered an amended and restated Initial Order (the “Amended and Restated Initial Order”). A description of the relief provided in the Amended and Restated Initial Order is set forth below and in the Hall Declaration. At the Comeback Hearing, the Canadian Court also approved a claims process in the Canadian Proceeding, and the Debtors expect that the Canadian Court will enter an order establishing the claims process on May 8, 2023.

7. On the date hereof (the “Petition Date”), the Foreign Representative filed the Chapter 15 Petitions and the Verified Petition, thereby commencing the Chapter 15 Cases.

8. Additional information about the Debtors’ business and operations, the events leading up to the filing of the Chapter 15 Petitions and the facts and circumstances surrounding the CCAA Proceedings and the Chapter 15 Cases can be found in the Hall Declaration.

RELIEF REQUESTED

9. By this Motion, the Foreign Representative requests entry of the Proposed Order, pursuant to Bankruptcy Rule 1015 and Local Rule 1015-1, directing joint administration of the Chapter 15 Cases for procedural purposes only.

BASIS FOR RELIEF

10. Bankruptcy Rule 1015(b) provides that “if . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order joint administration of the estates” of the debtor and such affiliates. Fed. R. Bankr. P. 1015(b)(4). Section 101(2) of the Bankruptcy Code, in turn, defines the term “affiliate” in pertinent part, as:

(A) [an] entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor . . . ;

(B) [a] corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor . . . ;

(C) [a] person whose business is operated under a lease or operating agreement by a debtor, or person substantially all of whose property is operated under an operating agreement with the debtor; or

(D) [an] entity that operates the business or substantially all of the property of the debtor under a lease or operating agreement.

11 U.S.C. § 101(2).

11. Further, Local Rule 1015-1 provides that:

[a]n order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration pursuant to Fed. R. Bankr. P. 1015, supported by an affidavit, declaration or verification, which establishes that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties

Del. Bankr. L.R. 1015-1.

12. The Debtors in the Chapter 15 Cases are IMV and its affiliates Immunovaccine Technologies Inc. (“IVT”) and IMV USA Inc. (“IMV USA”). As explained in the Hall Declaration, IVT and IMV USA are both wholly-owned subsidiaries of IMV. As such, the Debtors are “affiliates” as that term is defined in Section 101(2) of the Bankruptcy Code and as used in Bankruptcy Rule 1015(b). Accordingly, joint administration of the Chapter 15 Cases is appropriate under Bankruptcy Rule 1015(b) and Local Rule 1015-1.

13. The Foreign Representative anticipates that numerous notices, applications, motions, other pleadings, hearings, and orders in the Chapter 15 Cases will affect all of the Debtors. The failure to jointly administer these cases would result in duplicative filings, which would then be served upon separate service lists.

14. Joint administration of the Chapter 15 Cases will save time and money and avoid duplicative filings by permitting counsel for all parties in interest to use a single caption on the numerous documents that will be served and filed, and file the papers in one case only. Further, joint administration of the Chapter 15 Cases will permit the Clerk of the Court to use a single general docket for each of the Debtors’ cases and to combine notices to creditors and other parties in interest.

15. As a result, this Court will be relieved of the burden of entering duplicative orders and maintaining duplicative files. Also, joint administration will ease the burden on the office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) in supervising the Chapter 15 Cases. Finally, joint administration will protect parties in interest by ensuring that parties in interest in each of the Debtors’ respective cases will be apprised of the various matters before the Court in the Chapter 15 Cases.

16. The rights of the respective creditors of each of the Debtors will not be adversely affected by joint administration of these cases inasmuch as the relief sought is purely procedural and is in no way intended to affect substantive rights. Each creditor and other party in interest will maintain whatever rights it has against the particular estate in which it asserts a claim or right. Thus, all creditors and parties in interest will benefit from the reduced costs as a result of such joint administration.

17. Accordingly, the Foreign Representative requests that the official caption to be used by all parties on all pleadings and other filings in the jointly administered cases be as follows:

In re: IMV Inc., <i>et al.</i> , Debtors in a Foreign Proceeding. ¹	Chapter 15 Case No. 23-10589 (KBO) (Jointly Administered)
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¹ The Debtors in these chapter 15 proceedings, together with the last four digits of their business identification numbers, are: IMV Inc. (6991); IMV USA Inc. (4184) (“IMV USA”); and Immunovaccine Technologies Inc. (6772) (“IVT”). The location of the Debtors’ headquarters and the Debtors’ foreign representative is: 130 Eileen Stubbs Avenue, Suite 19, Dartmouth, Nova Scotia B3B 2C4.

As reflected in the above caption, footnote 1 will set forth a complete listing of the Debtors’ names, the last four digits of each Debtor’s tax identification number and the Foreign Representative’s mailing address.

18. The Foreign Representative submits that use of this simplified caption, without reference to their full respective tax identification number and other details specified by Section 342(c) of the Bankruptcy Code and Bankruptcy Rule 2002(n), will eliminate cumbersome and confusing procedures and ensure a uniformity of pleading identification. Further, such case-specific information will be listed in the petitions for each Debtor, which are publicly available to parties in interest or will be provided by the Foreign Representative upon request. In addition, this information will be included in key notices to parties in interest. Therefore, the Foreign

Representative submits that the policies behind the requirements of Section 342(c) of the Bankruptcy Code and Bankruptcy Rule 2002(n) have been satisfied.

19. In addition, the Foreign Representative requests that the Court make a separate docket entry on the docket of IMV substantially as follows:

An order has been entered in this case consolidating this case with the case of IMV Inv., Case No. 23-10589 (KBO), for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 23-10589 (KBO) should be consulted for all matters affecting this case.

20. An order of joint administration relates to the routine administration of a case and may be entered by the Court in its sole discretion on an *ex parte* basis. *See* Del. Bankr. L.R. 1015-1. No party will be prejudiced by virtue of the relief requested in this Motion. Specifically, the relief sought herein is solely procedural and is not intended to affect substantive rights. Indeed, the relief requested herein is commonly granted by numerous courts, including this Court. *See, e.g., In re Sears Authorized Hometown Stores, LLC*, Case No. 22-11303 (BLS) (Bankr. D. Del. Dec. 15, 2022); *In re Nine Point Energy Holdings, Inc.*, Case No. 21-10570 (MFW) (Bankr. D. Del. Mar. 17, 2021); *In re Libbey Glass Inc.*, Case No. 20-11439 (LSS) (Bankr. D. Del. Jun. 2, 2020).

21. For these reasons, the Foreign Representative submits that the relief requested herein is in the best interests of the Debtors, their creditors, and other parties in interest and, therefore, should be granted.

NOTICE

22. The Foreign Representative will provide notice of this Motion and entry of an order granting this Motion to the following parties or their counsel (if known): (i) the Debtors' Canadian counsel; (ii) the Monitor; (iii) the Lenders; (iv) ACOA; (v) counterparties to certain of the Debtors' critical contracts; (vi) the landlord for the Debtors' leased office space in Cambridge, MA; and

(vii) the U.S. Trustee. 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.

WHEREFORE, the Foreign Representative respectfully request that the Court enter the Proposed Order attached hereto as **Exhibit A** granting the relief requested in this Motion and such other and further relief as may be just and proper.

Dated: May 8, 2023
Wilmington, Delaware

Respectfully Submitted,

/s/ David M. Fournier

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EXHIBIT A

Proposed Order

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

<p>In re:</p> <p>IMV Inc.,</p> <p style="text-align: center;">Debtor in a Foreign Proceeding.</p>	<p>Chapter 15</p> <p>Case No. 23-10589 (KBO)</p> <p>Business Number: *****6991</p>
<p>In re:</p> <p>Immunovaccine Technologies Inc.,</p> <p style="text-align: center;">Debtor in a Foreign Proceeding.</p>	<p>Chapter 15</p> <p>Case No. 23-10590 (KBO)</p> <p>Business Number: *****6772</p>
<p>In re:</p> <p>IMV USA Inc.,</p> <p style="text-align: center;">Debtor in a Foreign Proceeding.</p>	<p>Chapter 15</p> <p>Case No. 23-10591 (KBO)</p> <p>EIN: *****4184</p>

**ORDER UNDER FED. R. BANKR. P. 1015 AND DEL. BANKR. L.R. 1015-1
AUTHORIZING JOINT ADMINISTRATION OF THE CHAPTER 15 CASES**

Upon the motion (the “Motion”)¹ of the Foreign Representative for entry of an order (this “Order”) under Bankruptcy Rule 1015 and Local Rule 1015-1 (i) authorizing the joint administration of the Chapter 15 Cases, and (ii) granting related relief; and the Court having reviewed the Motion and the Hall Declaration; 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 the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and the Court having found that this is a core proceeding

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

pursuant to 28 U.S.C. § 157(b) and that this Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. § 1410; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and the Court having determined that there is good and sufficient cause for the relief granted in this Order, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED, as set forth herein.
2. All objections to the entry of this Order, to the extent not withdrawn or settled, are overruled.
3. The above-captioned cases are consolidated for procedural purposes only and shall be administered jointly under Case No. 23-10589 (KBO) in accordance with the provisions of Bankruptcy Rule 1015 and Local Rule 1015-1.
4. The caption of pleadings and other documents filed in the jointly administered cases shall read as follows:

In re: IMV Inc., <i>et al.</i> , Debtors in a Foreign Proceeding. ¹	Chapter 15 Case No. 23-10589 (KBO) (Jointly Administered)
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¹ The Debtors in these chapter 15 proceedings, together with the last four digits of their business identification numbers, are: IMV Inc. (6991); IMV USA Inc. (4184) (“IMV USA”); and Immunovaccine Technologies Inc. (6772) (“IVT”). The location of the Debtors’ headquarters and the Debtors’ foreign representative is: 130 Eileen Stubbs Avenue, Suite 19, Dartmouth, Nova Scotia B3B 2C4.

As reflected in the above caption, footnote 1 shall set forth a complete listing of the Debtors’ names, the last four digits of each Debtor’s business identification number and the Foreign Representative’s mailing address.

5. The caption set forth above satisfies the applicable requirements of the first sentence of Section 342(c) of the Bankruptcy Code and Bankruptcy Rule 2002(n) for notices which do not involve adding a creditor to the schedules of assets and liabilities.

6. All pleadings and other documents to be filed in the jointly administered cases shall be filed and docketed in the case of IMV Inc., Case No. 23-10589 (KBO).

7. A docket entry shall be made in the Chapter 15 Case of IMV Inc., substantially as follows:

An order has been entered in this case consolidating this case with the case of IMV Inc., Case No. 23-10589 (KBO), for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 23-10589 (KBO) should be consulted for all matters affecting this case.

8. The consolidation authorized by this Order shall be for administrative purposes only and shall not be a substantive consolidation of the respective estates.

9. This Order shall take effect immediately upon entry.

10. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.