

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: FLO-BACK EQUIPMENT INC., Debtor in a Foreign Proceeding.	§ § § § § § §	Chapter 15 Case Case No. 24-90059 (MI)
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**FOREIGN REPRESENTATIVE’S EMERGENCY MOTION FOR
PROVISIONAL RELIEF PURSUANT TO BANKRUPTCY CODE SECTION 1519**

Emergency relief has been requested. Relief is requested not later than Friday, February 23, 2024.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

FTI Consulting Canada Inc. (“FTI”), solely in its capacity as court appointed receiver and manager (“Receiver” or “Foreign Representative”) of Flo-Back Equipment Inc. (“FBE” or the “Debtor”), pursuant to the *Consent Receivership Order* dated December 8, 2023 (the “Receivership Order”) entered by the Court of King’s Bench of Alberta in Judicial Centre of Calgary, Alberta, Canada, Court File No. 2301-16371 (the “Canadian Court” and the “Canadian Proceeding”), pending under Canada’s *Bankruptcy and Insolvency Act* (“BIA”), and as authorized foreign representative of the Debtor, respectfully submits this emergency motion (the “Motion”) for an order, substantially in the form attached hereto as **Exhibit A** (the “Order”), granting provisional relief under title 11 of the United States Code (the “Bankruptcy Code”) to protect the Debtor and its property within the territorial jurisdiction of the United States pending recognition of the Canadian Proceeding. In further support hereof, the Foreign Representative respectfully represents as follows:

PRELIMINARY STATEMENT

1. The Receiver has commenced a sale and investment solicitation process (the “SISP”) for the Debtor and its affiliated companies (together, the “Wolverine Group”) and a separate sale process for certain surplus assets. Because the Debtor has assets and operations in the United States, the Receiver files this Motion and seeks the protections afforded by chapter 15 of the Bankruptcy Code to facilitate the ongoing administration of the Canadian Proceeding and protect the value of Debtor’s assets during the sales process.

2. While the Canadian Court has granted a broad stay to protect the Debtor and any of its assets in Canada, the Debtor’s assets in the United States remain exposed. Additionally, the Debtor has limited resources, and any diversion of those resources to defend itself and its assets in courts throughout the United States threatens to derail the SISP and other value-maximizing efforts in the Canadian Proceeding.

3. Accordingly, the Foreign Representative seeks emergency provisional relief in the form of an immediately effective stay under section 362 of the Bankruptcy Code to protect the Debtor and its assets in the United States.

JURISDICTION AND VENUE

4. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P). The Debtor confirms its consent, pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that this Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

5. This chapter 15 case has been properly commenced pursuant to Bankruptcy Code sections 1504 and 1509 by the filing of a petition for recognition of the Canadian Proceeding under Bankruptcy Code section 1515.

6. Venue is proper pursuant to 28 U.S.C. § 1410. The Debtor has property and other interests in the United States.

7. The predicates for the relief requested herein are Bankruptcy Code sections 105(a), 362 and 1519 and Rule 9013-1(i) of the Local Bankruptcy Rules for the Southern District of Texas (the “Local Rules”).

RELIEF REQUESTED

8. The Foreign Representative respectfully requests entry of the proposed Order granting the following immediate provisional relief pending recognition of the Canadian Proceeding:

- a. making Bankruptcy Code section 362 applicable with respect to the Debtor and the Debtor’s property within the territorial jurisdiction of the United States, and, without limiting the generality of the foregoing, the Order shall impose a stay within the territorial jurisdiction of the United States of:
 - i. the filing or continuation, including the issuance or employment of process, of a judicial, administrative or other action or proceeding against the Debtor that was or could have been filed before the filing of the Debtor’s chapter 15 case, or to recover a claim against the Debtor that arose before the filing of the Debtor’s chapter 15 case;
 - ii. the enforcement, against the Debtor or against the property of the Debtor, of a judgment obtained before the filing of the Debtor’s chapter 15 case;
 - iii. any act to obtain possession of property of the Debtor or of property from the Debtor or to exercise control over property of the Debtor;
 - iv. any act to create, perfect or enforce any lien against property of the Debtor;
 - v. any act to create, perfect or enforce against property of the Debtor any lien to the extent that such lien secures a claim that arose before the filing of the Debtor’s chapter 15 case;

- vi. any act to collect, assess or recover a claim against the Debtor that arose before the filing of the Debtor's chapter 15 case; and
 - vii. the setoff of any debt owing to the Debtor that arose before the filing of the Debtor's chapter 15 case against any claim against the Debtor;
- b. to the extent Bankruptcy Code section 362 is not applicable, granting a stay pursuant to Bankruptcy Code section 105(a) that is substantially equivalent to the stay sought in paragraphs 8.a.i. through 8.a.vii. above;
 - c. notwithstanding any provision in the Bankruptcy Rules to the contrary, the order be effective immediately and enforceable upon entry; and
 - d. such other relief as may be just and proper.
9. In support of the relief requested in this Motion, the Foreign Representative respectfully incorporates (a) the *Verified Petition for (I) Recognition of a Foreign Proceeding, (II) Recognition of the Foreign Representative, and (III) Related Relief under Chapter 15 of the Bankruptcy Code* (the "Verified Petition") and (b) the *Declaration of Dustin Olver in Support of Verified Petition for (I) Recognition of a Foreign Main Proceeding, (II) Recognition of the Foreign Representative, and (III) Related Relief under Chapter 15 of the Bankruptcy Code* (the "Olver Declaration").

BASIS FOR RELIEF

I. Bankruptcy Code Section 1519 Authorizes the Requested Provisional Relief.

10. The Foreign Representative filed this chapter 15 case seeking recognition of the Canadian Proceeding as a foreign main proceeding under Bankruptcy Code section 1517. Bankruptcy Code section 1519 permits the Court "from the time of filing a petition for recognition until the court rules on the petition" to grant broad provisional relief where such relief is "urgently needed to protect the assets of the debtor or the interests of the creditors." 11 U.S.C. § 1519(a).

11. Furthermore, section 1519(a) sets forth the scope of available provisional relief, which includes:

- (1) staying execution against the debtor's assets;
- (2) entrusting the administration or realization of all or part of the debtor's assets located in the United States to the foreign representative or another person authorized by the court, including an examiner, in order to protect and preserve the value of the assets that, by their nature or because of other circumstances, are perishable, susceptible to devaluation or otherwise in jeopardy; and
- (3) any relief referred to in paragraph (3), (4), or (7) of section 1521(a).

11 U.S.C. § 1519(a). Section 1521(a)(7) authorizes the court, upon recognition of a foreign proceeding, to grant "any appropriate relief," including "granting any additional relief that may be available to a trustee," such as the relief available under Bankruptcy Code section 362. 11 U.S.C. § 1521(a)(7).

12. Accordingly, the Foreign Representative seeks emergency provisional relief under Bankruptcy Code section 1519 and the application of Bankruptcy Code section 362 for the purpose of protecting the Debtor and its assets until the Court rules on the Debtor's chapter 15 petition. The relief requested in this Motion aligns with the purpose of chapter 15, "to provide effective mechanisms for dealing with cases of cross-border insolvency" through (a) the promotion of cooperation between U.S. courts and courts of foreign countries, (b) the fair and efficient administration of cross-border insolvencies and (c) the protection and maximization of the debtor's assets. *See* 11 U.S.C. §§ 1501(a)(1), (3), and (4).

13. The relief sought in this Motion is frequently granted in chapter 15 cases. Bankruptcy courts in this district have granted a provisional stay under Bankruptcy Code section 362 or ordered similar relief until a determination is made with respect to recognition of a foreign proceeding. *See, e.g., In re Cimolai S.p.A.*, Case No. 23-90109, ECF No. 13 (Bankr. S.D. Tex. Mar. 10, 2023); *In re Just Energy Group Inc.*, Case No. 21-30823, ECF No. 23 (Bankr. S.D. Tex. Mar. 9, 2021); *In re ENTREC Corporation*, Case No. 20-32643, ECF No. 13] (Bankr. S.D. Tex. May 15, 2020).

II. Provisional Relief is Needed to Protect the Debtor's Assets and the Interests of All Stakeholders.

14. Here, emergency provisional relief is needed to protect the Debtor's assets in the United States for the benefit of all stakeholders and allow the Receiver to maximize the value of Debtor's assets. There is necessarily a gap in time between when the petition for recognition is filed and when the court will decide whether a foreign proceeding should be recognized. 11 U.S.C. § 1517(c). Upon filing a chapter 15 petition, a debtor is not automatically entitled to the automatic stay. Here, an order granting provisional relief in the form of a stay "is urgently needed." 11 U.S.C. § 1519(a).

15. The Debtor has significant assets throughout the United States in the form of flow iron and supporting joints, test separators, storage vessels, support equipment, flare stacks, manifolds, portable office units, and line heaters. Olver Declaration at ¶ 10. The Receiver has retained the Debtor's approximately thirty-three (33) employees to continue operations and assist with the Receivership proceedings and ongoing sales processes. *Id.* The Wolverine Group, including the Debtor, is currently operating and is being marketed as a going concern business. Moreover, the Receiver is actively marketing the surplus assets of the Debtor to maximize value for creditors.

16. Absent provisional relief, the Debtor faces real risk that parties within the territorial jurisdiction of the U.S. may decide to exercise control over the Debtor's assets or pursue, and then enforce, a judgment against the Debtor and/or its assets. Such actions would circumvent, and interfere with, the administration of the Canadian Proceeding and the value-maximizing sale process that the Debtor intends to pursue therein. Thus, protecting the Debtor and its assets in the United States until a decision is made on recognition of the Canadian Proceeding is necessary to ensure the Canadian Proceeding is not undermined before this Court rules.

17. In addition, the provisional relief under section 1519(a)(2) of the Bankruptcy Code is warranted to allow the Receiver, consistent with the Canadian Proceeding, to continue the sales processes, including the surplus asset sales, to maximize value. Absent this relief, parties in the United States may be unwilling to work with the Receiver and potential transaction opportunities may be lost.

III. The Requested Relief Meets the Standards for a Preliminary Injunction.

18. Bankruptcy Code section 1519(e) provides that “[t]he standards, procedures, and limitations applicable to an injunction shall apply to relief under this section.” In the Fifth Circuit, the general standard for injunctive relief requires a showing of the following elements:

- a. a substantial likelihood of success on the merits;
- b. a substantial threat that the movant will suffer irreparable injury if the injunction is not issued;
- c. that the threatened injury to the movant outweighs any damage that the injunction might cause the opponent; and
- d. that the injunction will not disserve the public interest.

See Palmer v. Waxahachie Indep. Sch. Dist., 579 F.3d 502, 506 (5th Cir. 2009) (quoting *Byrum v. Landreth*, 566 F.3d 442, 445 (5th Cir. 2009)); *Blue Bell Bio-Medical v. Cin-Bad, Inc.*, 864 F.2d 1253, 1256 (5th Cir. 1989); *see also Dallas Cowboy Cheerleaders, Inc. v. Scoreboard Posters, Inc.*, 600 F.2d 1184, 1187 (5th Cir. 1979). With respect to these factors, courts take a “flexible approach and no one factor is determinative.” *Nevada Power Co. v. Calpine Corp. (In re Calpine Corp.)*, 365 B.R. 401, 409 (S.D.N.Y. 2007) (internal citations omitted) (citing *Haw. Structural Ironworkers Pension Trust Fund v. Calpine Corp.*, 2006 WL 3755175, at *4 (S.D.N.Y. Dec. 20, 2006)). Each of the factors is met here.

A. The Foreign Representative has a Substantial Likelihood of Success on the Merits.

19. The Foreign Representative has a substantial likelihood of success on the merits with respect to obtaining recognition of the Canadian Proceeding as a foreign main proceeding under chapter 15 and the benefits that flow therefrom automatically pursuant to Bankruptcy Code section 1520, such as application of Bankruptcy Code section 362. As set forth in the Verified Petition, the Foreign Representative has demonstrated that the Canadian Proceeding is a foreign main proceeding (as defined in Bankruptcy Code section 1502(4)) and that the Foreign Representative is a proper foreign representative (as defined in Bankruptcy Code section 101(24)). Proceedings under the BIA have been routinely recognized as foreign main proceedings by this Court. *See, e.g., In re Calmena Energy Servs. Inc.*, No 15-30786, ECF No. 17 (Bankr. S.D. Tex. March 5, 2015) (recognizing Canadian BIA receivership proceeding as foreign proceeding); *In re BOS Solutions Ltd.*, No. 20-32465, ECF 41 (Bankr. S.D. Tex. May 19, 2020).

20. Upon recognition of a foreign proceeding, the provisional relief sought in this Motion is granted automatically under section 1520 and “sections 361 and 362 [will] apply with respect to the debtor and the property of the debtor that is within the territorial jurisdiction of the United States.” 11 U.S.C. § 1520(a)(1).

21. Even if the Court were to recognize the Canadian Proceeding as a “foreign nonmain proceeding,” Bankruptcy Code section 1521(a) authorizes the Court to grant “any appropriate relief” at the request of the recognized foreign representative “where necessary to effectuate the purpose of [chapter 15] and to protect the assets of the debtor or the interests of the creditors[.]” including:

- a. staying the commencement or continuation of an individual action or proceeding concerning the debtor’s assets, rights, obligations or liabilities to the extent they have not been stayed under section 1520(a);

- b. staying execution against the debtor's assets to the extent it has not been stayed under section 1520(a);
- c. extending relief granted under section 1519(a); and
- d. granting any additional relief that may be available to a trustee, except for relief available under Bankruptcy Code sections 522, 544, 545, 547, 548, 550, and 724(a).

See 11 U.S.C. §§ 1521(a)(1), (2), (6), and (7).

22. The Court may grant relief under Bankruptcy Code section 1521 if the interests of “the creditors and other interested entities, including the debtor, are sufficiently protected.” 11 U.S.C. § 1522(a). The granting of additional relief is consistent with the goals of international cooperation and assistance to foreign courts embodied in chapter 15 and is necessary to administer the Canadian Proceeding. Comity is a central tenet of chapter 15 and is “the recognition which one nation allows within its territory to the legislative, executive, or judicial acts of another nation, having due regard both to international duty and convenience, and to the rights of its own citizens, or of other persons who are under the protection of its laws.” *Hilton v. Guyot*, 159 U.S. 113, 143 (1895); see *Firefighters’ Ret. Sys. v. Citco Grp. Ltd.*, 796 F.3d 520, 525 (5th Cir. 2015); *Ad Hoc Group of Vitro Noteholders v. Vitro SAB de CV (In re Vitro SAB de CV)*, 701 F.3d 1031, 1053 (5th Cir. 2012). The extension of comity to orders issued in Canadian insolvency proceedings is common in U.S. bankruptcy courts, and as set forth above, courts have granted relief substantially similar to the relief sought by this Motion.

B. There is a Substantial Threat of Irreparable Injury if the Interim Relief is not Granted.

23. The proposed Order provides for a stay in the U.S. to protect the Debtor and its assets on similar terms as the stay authorized in the Receiver Order. Because the Debtor has assets in the U.S. in the possession of third parties, parties may be inclined to exercise control over the Debtor's assets or pursue claims against the Debtor in the U.S. in the near term. If such parties

exercise control over the Debtor's assets or take collection actions against the Debtor or its property, the administration of the Canadian Proceeding and the ability to conduct and effectuate a value-maximizing sale process therein would be jeopardized by the diversion of the Debtor's limited resources to addressing those parties and actions throughout the United States. *See, e.g., In re Netia Holdings S.A.*, 278 B.R. 344, 352 (Bankr. S.D.N.Y. 2002) (explaining that "[i]t is well established . . . that the dissipation of the finite resources of an insolvent estate constitutes irreparable injury."); *In re MMG, LLC*, 256 B.R. 544, 555 (Bankr. S.D.N.Y. 2000) (finding that "irreparable harm exists whenever local creditors of the foreign debtor seek to collect their claims or obtain preferred positions to the detriment of other creditors.").

24. Accordingly, the provisional relief is necessary on an emergency basis to protect the Debtor's assets, the Canadian Proceedings, and the ongoing sales process therein.

C. The Threatened Injury to the Debtor Outweighs any Damage the Interim Relief Would Cause to a Creditor.

25. The provisional relief sought hereunder will benefit the Debtor's creditors by allowing the Foreign Representative to focus on a value-maximizing sale process and facilitate the fair and efficient administration of the Canadian Proceeding. In contrast, the harm to any particular creditor from a stay pending recognition is minimal and subject to the right of any creditor to request relief therefrom.

26. Accordingly, the purported harm to any particular creditor by a stay is greatly outweighed by the harm caused to all of the Debtor's other stakeholders, if the Debtor's ability to pursue a value-maximizing sale in the Canadian Proceeding were compromised.

D. The Provisional Relief will not Disserve the Public Interest.

27. The provisional relief sought hereunder will not disserve the public interest. Rather, granting the provisional relief promotes the public interest. *See Cornfeld v. Invs. Overseas Servs.*,

Ltd., 471 F.Supp. 1255, 1259 (S.D.N.Y. 1979), *aff'd* 614 F.2d 1286 (2d Cir. 1979) (explaining that “American public policy would be furthered, for the firm policy of American courts is the staying of actions against a corporation which is the subject of a bankruptcy proceeding in another jurisdiction.”). Parties in interest will have an opportunity to participate in the Canadian Proceeding, which considers and balances the needs of the various creditor constituencies in a collective orderly process, and to participate in any hearing on the granting of final relief in this Court. The provisional relief sought here would be temporary, pending a decision on recognition, and would not hamper the ability of creditors to assert their rights in the Canadian Proceeding. The harm to the Debtor and its assets that would occur absent granting the provisional relief would be far greater than any potential prejudice to stakeholders that might wish to pursue their individual remedies in the United States in disregard of the Canadian Proceeding.

28. Accordingly, the Foreign Representative has demonstrated that the Debtor meets the standards applicable to an injunction, and thus, an emergency provisional stay pending the Court’s decision on recognition should be granted.

BASIS FOR EMERGENCY RELIEF

29. Pursuant to Bankruptcy Rule 6003 and Local Rule 9013-1(i), the Foreign Representative requests emergency consideration of this Motion. The Foreign Representative seeks emergency provisional relief under Bankruptcy Code sections 105(a) and 1519, imposing a stay to protect the Debtor and its assets until and through the Court’s decision on the chapter 15 petition filed contemporaneously with this Motion. Prior to entry of a recognition order, the Debtor does not automatically have the protection of Bankruptcy Code section 362. Emergency provisional relief is necessary to prevent creditors and other parties from taking action against the Debtor and its assets in the United States that could disrupt the administration of the Canadian Proceeding and interfere with a value-maximizing sale process for the benefit of all stakeholders.

WAIVER OF FEDERAL RULE OF CIVIL PROCEDURE 65(C)

30. Bankruptcy Rule 7065 expressly provides that “a temporary restraining order or preliminary injunction may be issued on application of a debtor, trustee, or debtor in possession without compliance with Rule 65(c).” To the extent rule 65 of the Federal Rules of Civil Procedure applies, the Foreign Representative believes that the security requirements imposed by rule 65(c) are unwarranted under the circumstances and requests a waiver of such requirements pursuant to Bankruptcy Rule 7065.

NOTICE

31. The Foreign Representative has provided notice of this Motion via email or first class mail to: (a) the Office of the United States Trustee; (b) the United States Attorney for the Southern District of Texas; (c) all persons or bodies authorized to administer the Canadian Proceeding; (d) all parties to litigation pending in the United States in which the Debtor is a party as of the date hereof (if any); (e) all known equity holders of the Debtor; (f) all parties against whom the Debtor, on the Petition Date, is seeking relief pursuant to Bankruptcy Code section 1519; and (g) such other parties in interest that have requested notice pursuant to Bankruptcy Rule 2002. In light of the relief requested, the Foreign Representative submits that no further notice is necessary.

WHEREFORE, the Foreign Representative respectfully requests that the Court enter the proposed Order granting the relief requested herein and such other and further relief as may be just and proper.

Dated: February 20, 2024.

Respectfully submitted,

MUNSCH HARDT KOPF & HARR, P.C.

By: /s/ John D. Cornwell

John D. Cornwell

Texas Bar No. 24050450

Brenda L. Funk

Texas Bar No. 24012664

Alexander R. Perez

Texas Bar No. 24074879

700 Milam Street, Suite 800

Houston, Texas 77002

Telephone: (713) 222-1470

Facsimile: (713) 222-1475

jcornwell@munsch.com

bfunk@munsch.com

arperez@munsch.com

***Counsel for FTI Consulting Canada
Inc., solely in its capacity as court-
appointed receiver and manager of
Flo-Back Equipment Inc.***

CERTIFICATE OF ACCURACY

Pursuant to Local Rule 9013-1(i), the undersigned hereby certifies the accuracy of the reasons for expedited consideration set forth in the foregoing motion.

/s/ John D. Cornwell _____
John D. Cornwell

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 15 Case
	§	
FLO-BACK EQUIPMENT INC.,	§	
	§	Case No. 24-90059 (MI)
Debtor in a Foreign Proceeding.	§	
	§	

**ORDER GRANTING FOREIGN REPRESENTATIVE’S EMERGENCY MOTION
FOR PROVISIONAL RELIEF PURSUANT TO BANKRUPTCY CODE SECTION 1519**

Upon the motion (the “Motion”)¹ of FTI Consulting Canada Inc. (“FTI”), solely in its capacity as court appointed receiver and manager (“Receiver” or “Foreign Representative”) of Flo-Back Equipment Inc. (“FBE” or the “Debtor”), seeking provisional relief under the Bankruptcy Code to protect the Debtor and its assets within the territorial jurisdiction of the United States pending recognition of the Canadian Proceeding; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and the relief requested in the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P); and that this Court may enter a final order consistent with Article III of the United States Constitution; venue being proper before the Court pursuant to 28 U.S.C. § 1410; adequate and sufficient notice of the Motion having been given by the Foreign Representative; it appearing that the relief requested in the Motion is necessary and beneficial to the Debtor; and no objections or other responses having been filed that have not been overruled, withdrawn or otherwise resolved; and after due deliberation and sufficient cause appearing therefor, it is hereby **FOUND** that:

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

A. The findings and conclusions set forth herein constitute this Court's findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052, made applicable to this proceeding pursuant to Bankruptcy Rule 9014. To the extent any of the following findings of fact constitute conclusions of law, they are adopted as such. To the extent any of the following conclusions of law constitute findings of fact, they are adopted as such.

B. As evidenced by the Receivership Order, the Canadian Court has determined that the filing or continuation of any action or proceeding in Canada against the Debtor or its assets and the exercise of rights and remedies against the Debtor or its assets should be enjoined pursuant to applicable Canadian law.

C. Unless a provisional stay is issued, there is material risk that a party may take certain actions against the Debtor or its assets in the United States. Any such actions could (a) interfere with the jurisdictional mandate of this Court under chapter 15 of the Bankruptcy Code, (b) interfere with and cause harm to the administration of the Canadian Proceeding and (c) undermine the Debtor's efforts to achieve a value-maximizing sale in the Canadian Proceeding for the benefit of all of the Debtor's stakeholders. Accordingly, there is a material risk that the Debtor may suffer immediate and irreparable injury (with no adequate remedy at law), and it is therefore necessary that the Court grant the relief set forth in this order (this "Order").

D. The interest of the public will best be served by this Court's entry of this Order.

E. The Foreign Representative and the Debtor are entitled to the full protections and rights available pursuant to Bankruptcy Code sections 1519(a)(1)-(3) and 362 because such relief is urgently needed to protect the Debtor, its assets located in the territorial jurisdiction of the United States and the interests of all of the Debtor's creditors until this Court rules on the Debtor's chapter 15 petition.

ACCORDINGLY, IT IS HEREBY ORDERED THAT:

1. Pending entry of an order recognizing the Canadian Proceeding, Bankruptcy Code sections 1519(a)(1) and 362 shall apply provisionally, with respect to the Debtor and its property in the territorial jurisdiction of the United States. For the avoidance of doubt, and without limiting the generality of the foregoing, the relief granted by this Order shall impose a stay within the territorial jurisdiction of the United States of:

- a. the filing or continuation, including the issuance or employment of process, of a judicial, administrative or other action or proceeding against the Debtor that was or could have been commenced before the filing of the Debtor's chapter 15 case, or to recover a claim against the Debtor that arose before the filing of the Debtor's chapter 15 case;
- b. the enforcement, against the Debtor or against the property of the Debtor, of a judgment obtained before the filing of the Debtor's chapter 15 case;
- c. any act to obtain possession of property of the Foreign Debtor or of property from the Debtor or to exercise control over property of the Debtor;
- d. any act to create, perfect or enforce any lien against property of the Debtor;
- e. any act to create, perfect or enforce against property of the Debtor any lien to the extent that such lien secures a claim that arose before the filing of the Debtor's chapter 15 case;
- f. any act to collect, assess or recover a claim against the Debtor that arose before the filing of the Debtor's chapter 15 case; and
- g. the setoff of any debt owing to the Debtor that arose before the filing of the Debtor's chapter 15 case against any claim against the Debtor.

3. Pending entry of an order recognizing the Canadian Proceeding, Bankruptcy Code sections 1519(a)(2) and 1519(a)(3) shall apply provisionally, with respect to the Debtor and its property in the territorial jurisdiction of the United States. For the avoidance of doubt, and without limiting the generality of the foregoing, the relief granted by this Order shall include the following:

- a. entrusting the administration or realization of all or part of the Debtor's assets located in the United States to the Foreign Representative or another person authorized by the Court in order to protect and preserve the value of assets that, by

their nature or because of other circumstances, are perishable, susceptible to devaluation or otherwise in jeopardy;

- b. suspending the right to transfer, encumber or otherwise dispose of any assets of the Debtor to the extent this right has not been suspended under section 1520(a) of the Bankruptcy Code; and
- c. providing for the examination of witnesses, the taking of evidence or the delivery of information concerning the Debtor's assets, affairs, rights, obligations or liabilities.

4. To the extent Bankruptcy Code section 362 is not applicable, a stay substantially equivalent to the stay sought in paragraph 2 above shall be imposed pursuant to Bankruptcy Code section 105(a).

5. Pursuant to Bankruptcy Rule 7065, the security provisions of Rule 65(c) of the Federal Rules of Civil Procedure are waived.

6. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (a) this Order shall be effective immediately and enforceable upon entry; (b) the Foreign Representative is not subject to any stay in the implementation, enforcement or realization of the relief granted in this Order; and (c) the Foreign Representative is authorized and empowered, and may, in its discretion and without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Order.

7. Notice of this Order will be provided to: (a) the Office of the United States Trustee; (b) the United States Attorney for the Southern District of Texas; (c) all persons or bodies authorized to administer the Canadian Proceeding; (d) all parties to litigation pending in the United States in which the Debtor is a party as of the date hereof (if any); (e) all known known vendors of the Debtor; (f) all known equity holders of the Debtor; (g) all parties against whom the Debtor, on the Petition Date, is seeking relief pursuant to Bankruptcy Code section 1519; and (h) such

other parties in interest that have requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, no other or further notice is required.

8. Service in accordance with this Order shall be deemed good and sufficient service and adequate notice for all purposes. The Foreign Representative, the Debtor, and their respective agents are authorized to serve or provide any notices required under the Local Rules.

9. This Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation, enforcement, amendment or modification of this Order, and any requests for any additional relief in this chapter 15 case.

Dated: _____, 2024

UNITED STATES BANKRUPTCY JUDGE