

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

In re:

Monette Farms Ltd., *et al.*,¹

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 26-10547-LSS

(Jointly Administered)

Re: D.I. 4

**CERTIFICATION OF COUNSEL REGARDING FOREIGN REPRESENTATIVE'S
ORDER GRANTING VERIFIED PETITION FOR (I) RECOGNITION OF FOREIGN
MAIN PROCEEDINGS, (II) RECOGNITION OF FOREIGN REPRESENTATIVE, AND
(III) RELATED RELIEF UNDER CHAPTER 15 OF THE BANKRUPTCY CODE**

The undersigned hereby certifies as follows:

1. On April 22, 2026, FTI Consulting Canada Inc., the court-appointed monitor and authorized foreign representative (in such capacity, the "Foreign Representative") for the above-captioned debtors (the "Debtors"), which are the subject of proceedings (the "Canadian Proceedings") under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, pending before the Court of King's Bench of Alberta (the "Canadian Court"), filed the *Verified Petition for (i) Recognition of Foreign Main Proceedings, (ii) Recognition of Foreign Representative, and (iii) Related Relief Under Chapter 15 of the Bankruptcy Code* [D.I. 4] (the "Verified Petition").²

¹ The Debtors in these Chapter 15 cases, along with the last four digits of each Debtor's U.S. Federal Employer Identification Number ("FEIN") or Canada Revenue Agency Business Number ("BN"), are: Monette Farms Ltd. (BN 0221); Monette Land Corp. (BN 9609); DMO Holdings Ltd. (BN 3689); Goat's Peak Winery Ltd (BN 0281); Monette Farms BC Ltd. (BN 3314); Monette Farms Ontario Corp. (BN 3538); NexGen Seeds Ltd. (BN 3684); Monette Produce Ltd. (BN 0959); Monette Seeds Ltd. (BN 5307); Monette Farms Land GP Ltd. (BN 9220); Monette Farms Land II GP Ltd. (BN 2423); Monette Farms BC GP Ltd. (BN 0958), DMO Holdings USA, Inc. (FEIN 7641); 1012595 DE INC. (FEIN 4459); Monette Seeds USA LLC (FEIN 7430); Monette Farms Arizona, LLC (FEIN 4502); Monette Farms USA, Inc. (FEIN 2442); Monette Produce, LLC (FEIN 9419). The Debtors' executive headquarters are located at: 280023 Range Road 14, Rocky View County, AB T4B 4L9, Canada. The Foreign Representative's service address for purposes of these Chapter 15 Cases is 520 5th Ave SW, Suite 1610, Calgary, AB T2P 3R7, Canada.

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

2. On April 23, 2026, the Court entered the *Order Scheduling Recognition Hearing and Specifying the Form and Manner of Service of Notice* [D.I. 30] (the “Scheduling Order”).

3. Pursuant to the Scheduling Order, objections to entry of an order granting the Verified Petition were due no later than May 7, 2026 at 4:00 p.m. (ET) (the “Objection Deadline”).

4. Counsel to the Foreign Representative received informal comments from the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”).

5. Attached hereto as **Exhibit A** is a revised proposed form of order granting the Verified Petition (the “Proposed Order”), which incorporates the comments of the U.S. Trustee along with other changes by the Foreign Representative as detailed in the *Supplement in Support of Verified Petition for (i) Recognition of Foreign Main Proceedings, (ii) Recognition of Foreign Representative, and (iii) Related Relief Under Chapter 15 of the Bankruptcy Code* [D.I. 39].

6. No other party filed an answer, objection, or other responsive pleading to the Verified Petition on the Court’s docket.

7. For the convenience of the Court and other interested parties, a blackline comparison of the Proposed Order against the form of order filed with the Verified Petition is attached hereto as **Exhibit B**.

8. In accordance with the Court’s electronic order processing procedures, a clean copy of the Revised Recognition Order shall be uploaded to CM/ECF. Accordingly, the Foreign Representative respectfully requests that the Court enter the Revised Recognition Order at the earliest convenience of the Court.

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Dated: May 11, 2026
Wilmington, Delaware

Respectfully submitted,

/s/ Stephen J. Astringer

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Counsel to the Foreign Representative

E HIBIT A

Re i ed Pr ed Order

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

In re:

Monette Farms Ltd., *et al.*,¹

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 26-10547-LSS

(Jointly Administered)

ORDER GRANTING VERIFIED PETITION FOR (I) RECOGNITION OF FOREIGN MAIN PROCEEDINGS, (II) RECOGNITION OF FOREIGN REPRESENTATIVE, AND (III) RELATED RELIEF UNDER CHAPTER 15 OF THE BANKRUPTCY CODE

Upon consideration of the *Verified Petition for (I) Recognition of Foreign Main Proceedings (II) Recognition of Foreign Representative, and (III) Related Relief Under Chapter 15 of the Bankruptcy Code* [D.I. 4] (the “Verified Petition”, together with the chapter 15 petitions filed for each of the Debtors, the “Chapter 15 Petitions”),² the Helkaa Declaration, the Supplemental Helkaa Declaration,³ the Oliver Declaration, the Supplemental Oliver Declaration,⁴ the Supplemental Brief,⁵ and the Provisional Relief Motion (together, the “Chapter 15 Pleadings”), filed on April 21, 2026 or May 11, 2026, by or on behalf of the Foreign Representative, FTI

¹ The Debtors in these Chapter 15 cases, along with the last four digits of each Debtor’s U.S. Federal Employer Identification Number (“FEIN”) or Canada Revenue Agency Business Number (“BN”), are: Monette Farms Ltd. (BN 0221); Monette Land Corp. (BN 9609); DMO Holdings Ltd. (BN 3689); Goat’s Peak Winery Ltd (BN 0281); Monette Farms BC Ltd. (BN 3314); Monette Farms Ontario Corp. (BN 3538); NexGen Seeds Ltd. (BN 3684); Monette Produce Ltd. (BN 0959); Monette Seeds Ltd. (BN 5307); Monette Farms Land GP Ltd. (BN 9220); Monette Farms Land II GP Ltd. (BN 2423); Monette Farms BC GP Ltd. (BN 0958); DMO Holdings USA, Inc. (FEIN 7641); 1012595 DE Inc. (FEIN 4459); Monette Seeds USA LLC (FEIN 7430); Monette Farms Arizona, LLC (FEIN 4502); Monette Farms USA, Inc. (FEIN 2442); Monette Produce, LLC (FEIN 9419). The Debtors’ executive headquarters are located at: 280023 Range Road 14, Rocky View County, AB T4B 4L9, Canada. The Foreign Representative’s service address for purposes of these Chapter 15 Cases is 520 5th Ave SW, Suite 1610, Calgary, AB T2P 3R7, Canada.

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

³ See *Supplemental Declaration of Deryck Helkaa in Support of Verified Petition* [D.I. 40].

⁴ See *Supplemental Declaration of Jeffery Oliver in Support of Verified Petition* [D.I. 41].

⁵ See *Supplement in Support of Verified Petition for (I) Recognition of Foreign Main Proceedings (II) Recognition of Foreign Representative, and (III) Related Relief Under Chapter 15 of the Bankruptcy Code* [D.I. 39].

Consulting Canada Inc. (“FTI”), in its capacity as the duly authorized foreign representative of the above captioned debtors (the “Debtors”), which are the subject of the proceedings (the “Canadian Proceedings”) under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended, the “CCAA”), pending before the Court of King’s Bench of Alberta (the “Canadian Court”), and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. 1334 and 157 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012; and it appearing that venue is proper before this Court pursuant to 28 U.S.C. 1410; and the Court having considered and reviewed the Chapter 15 Pleadings and having held a hearing to consider the relief requested in the Chapter 15 Petitions (the “Hearing”); and it appearing that timely notice of the filing of the Chapter 15 Pleadings and the Hearing has been given pursuant to the *Order Scheduling Recognition Hearing and Specifying the Form and Manner of Service of Notice* and that no other or further notice need be provided; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

A. The findings and conclusions set forth herein constitute this Court’s findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052 and 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. These cases were properly commenced pursuant to sections 1504, 1509 and 1515 of the title 11 of the United States Code (the “Bankruptcy Code”), and the Chapter 15 Petitions meet the requirements of sections 1504 and 1515 of the Bankruptcy Code.

C. 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 as of February 29, 2012.

D. This is a core proceeding pursuant to 28 U.S.C. 157(b)(2)(P).

E. Venue is proper in this district pursuant to 28 U.S.C. 1410.

F. The Canadian Proceedings are “foreign proceedings” within the meaning of section 101(23) of the Bankruptcy Code.

G. Canada is the center of main interests of each of the Debtors and, accordingly, the Canadian Proceedings are “foreign main proceedings” within the meaning of sections 1502(4) and 1517(b)(1) of the Bankruptcy Code and are entitled to recognition as foreign main proceedings in respect of each of the Debtors.

H. The Foreign Representative, FTI, is a “person,” as such term is defined in section 101(41) of the Bankruptcy Code, has been duly appointed by the Debtors, and has been declared by the Canadian Court as authorized to act as the “foreign representative” with respect to the Canadian Proceedings within the meaning of section 101(24) of the Bankruptcy Code.

I. The Foreign Representative has satisfied the requirements set forth in Bankruptcy Rules 1007(a)(4) and 2002(q).

J. The Canadian Proceedings are entitled to recognition by the Court pursuant to section 1517(a) of the Bankruptcy Code, and the Debtors have satisfied the eligibility requirements of section 109(a) of the Bankruptcy Code, as applicable.

K. The Debtors and the Foreign Representative are entitled to all of the relief set forth in section 1520 of the Bankruptcy Code.

L. Appropriate notice of the filing of, and the Hearing on, the Chapter 15 Cases was given, is deemed adequate for all purposes, and no other or further notice need be given.

M. The relief granted hereby is necessary and appropriate, in the interests of the public and of international comity, not inconsistent with the public policy of the United States, and warranted pursuant to the Bankruptcy Code.

N. The relief granted hereby is necessary to effectuate the purposes and objectives of chapter 15 and to protect the Debtors, their property and the interests of their creditors and other parties in interest.

O. Absent the relief granted hereby, the Debtors and their directors and officers may be subject to the prosecution of judicial, quasi-judicial, arbitration, administrative or regulatory actions or proceedings in connection with the Canadian Proceedings or otherwise against the Debtors and their directors and officers or their property, thereby interfering with and causing harm to the Debtors, their creditors, and other parties in interest and, as a result, the Debtors, their creditors, and such other parties in interest would suffer irreparable injury for which there is no adequate remedy at law.

P. Each of the injunctions contained in this Order (i) is within the Court's jurisdiction, (ii) is essential to the success of the Debtors' restructuring in the Canadian Proceedings, (iv) confers material benefits on, and is in the best interests of, the Debtors and their creditors, and (v) is important to the overall objectives of such restructuring.

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Chapter 15 Petitions and the Relief Requested are granted as set forth herein.

2. The Canadian Proceedings are granted recognition with respect to each of the Debtors as foreign main proceedings (as defined in section 1502(4) of the Bankruptcy Code) pursuant to sections 1517(a) and (b)(1) of the Bankruptcy Code.

3. FTI is recognized as the “foreign representative” as defined in section 101(24) of the Bankruptcy Code in respect of the Canadian Proceedings.

4. The Debtors and the Foreign Representative are granted all of the relief set forth in section 1520 of the Bankruptcy Code including, without limitation, the application of the protection afforded by the automatic stay under section 362(a) of the Bankruptcy Code to the Debtors and their property that is now within or in the future is located within the territorial jurisdiction of the United States.

5. The Initial Order and the Amended and Restated Initial Order (to the extent it supersedes the Initial Order), including any and all existing and future extensions, amendments, restatements, and/or supplements authorized by the Canadian Court, are hereby recognized, enforced, and given full force and effect on a final basis in the United States to the same extent that they are given effect in Canada.

6. Pursuant to 11 U.S.C. 1521(a)(1) (3), and (7), all persons and entities, other than the Foreign Representative and its representatives and agents, are hereby enjoined (to the extent they have not been stayed under section 1520(a)) from:

- a. execution against the Debtors or their property;
- b. the commencement or continuation, including the issuance or employment of process, of a judicial, quasi-judicial, administrative, regulatory, arbitral, or other action or proceeding, or to recover a claim, including, without limitation, any and all unpaid judgments, settlements or otherwise against the Debtors;
- c. taking or continuing any act to create, perfect, or enforce a lien or other security interest, setoff or other claim against the Debtors or any of their property or proceeds thereof;

- d. transferring, relinquishing, or disposing of any property of the Debtors to any person or entity (as that term is defined in section 101(15) of the Bankruptcy Code);
- e. commencing or continuing an individual action or proceeding concerning the Debtors assets, rights, obligations or liabilities;
- f. declaring or considering the filing of the Canadian Proceedings or the Chapter 15 Cases a default or event of default under any agreement, contract, lease, or arrangement of the kind described in section 365(e) of the Bankruptcy Code;

provided, in each case, that such injunctions shall be effective solely within the territorial jurisdiction of the United States; and *provided further* that nothing herein shall: (x) prevent any entity from filing any claims against the Debtors in the Canadian Proceedings or (y) prevent any entity from seeking relief from the Canadian Court in the Canadian Proceedings or this Court in these Chapter 15 Cases, as applicable, for relief from the injunctions contained in the Order.

7. Pursuant to 11 U.S.C. 1521(a)(6), all prior relief granted to the Debtors or the Foreign Representative by this Court pursuant to section 1519(a) of the Bankruptcy Code shall be extended and that certain *Order Granting Provisional Relief* [D.I. 33] (the “Provisional Relief Order”) shall remain in full force and effect on a final basis, notwithstanding anything to the contrary contained therein.

8. Any loans made by the DIP Lenders in accordance with the DIP Term Sheet are extended in “good faith” as contemplated by section 364(e) of the Bankruptcy Code, such that the validity of DIP Loans, and the priority of the DIP Lender’s Charge in respect of the Debtors’ property located within the territorial jurisdiction of the United States shall not be affected by any reversal or modification of the Provisional Relief Order or this Order on appeal unless the validity of DIP Loans or the priority of the DIP Lender’s Charge were stayed pending appeal.

9. The Foreign Representative, the Debtors, and their respective agents are authorized to serve or provide any notices required under the Bankruptcy Rules or local rules of this Court.

10. The Foreign Representative, the Debtors, and/or each of their respective successors, agents, representatives, advisors, or counsel shall be entitled to the protections contained in sections 306 and 1510 of the Bankruptcy Code.

11. Notwithstanding any provision in the Bankruptcy Rules to the contrary, including, but not limited to, Bankruptcy Rules 7062 and 1018, (i) this Order shall be effective immediately and enforceable upon its entry; (ii) the Foreign Representative and the DIP Lender are not subject to any stay in the implementation, enforcement or realization of the relief granted in this Order; and (iii) the Foreign Representative and the Debtors are authorized and empowered, and may in their discretion and without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Order.

12. A copy of this Order shall be served (i) within five (5) business days of its entry, by electronic mail to the extent email addresses are available and otherwise by U.S. mail, overnight or first-class postage prepaid, upon the Core Notice Parties (as defined in the *Motion of Foreign Representative for Entry of an Order Scheduling Recognition Hearing and Specifying the Form and Manner of Service of Notice* [Doc. No. 8]) and such other entities as the Court may direct. Such service shall constitute good and sufficient service and adequate notice for all purposes.

13. The Court shall retain jurisdiction with respect to the enforcement, amendment, or modification of this Order, any request for additional relief and any request by an entity for relief from the provisions of this Order, for cause shown, that is properly commenced and within the jurisdiction of the Court.

14. This Order shall constitute a final order within the meaning of 28 U.S.C. 158(a).

E HIBIT B

B i e P r e d Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Monette Farms Ltd., *et al.*,¹

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 26-10547-LSS

(Jointly Administered)

~~(Joint Administration Requested)~~

ORDER GRANTING VERIFIED PETITION FOR (I) RECOGNITION OF FOREIGN MAIN PROCEEDINGS, (II) RECOGNITION OF FOREIGN REPRESENTATIVE, AND (III) RELATED RELIEF UNDER CHAPTER 15 OF THE BANKRUPTCY CODE

Upon consideration of the *Verified Petition for (I) Recognition of Foreign Main Proceedings (II) Recognition of Foreign Representative, and (III) Related Relief Under Chapter 15 of the Bankruptcy Code* [D.I. ~~_4~~] (the ~~“Verified Petition”~~, together with the chapter 15 petitions filed for each of the Debtors, the ~~“Chapter 15 Petitions”~~),² the Helkaa Declaration, the [Supplemental Helkaa Declaration](#),³ the Oliver Declaration, [the Supplemental Oliver Declaration](#),⁴ [the Supplemental Brief](#),⁵ and the Provisional Relief Motion (together ~~with the Chapter 15 Petitions, the Helkaa Declaration, and the Oliver Declaration~~, the

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³ See [Supplemental Declaration of Jeffrey Helkaa in Support of Verified Petition](#) [D.I. 40].

⁴ See [Supplemental Declaration of Jeffery Oliver in Support of Verified Petition](#) [D.I. 41].

⁵ See [Supplement in Support of Verified Petition for \(I\) Recognition of Foreign Main Proceedings \(II\) Recognition of Foreign Representative, and \(III\) Related Relief Under Chapter 15 of the Bankruptcy Code](#) [D.I. 39].

“Chapter 15 Pleadings”), ~~each~~ filed on April 21, 2026 or May 11, 2026, by or on behalf of the Foreign Representative, FTI Consulting Canada Inc. (“FTI”), in its capacity as the duly ~~appointed~~ authorized foreign representative of the above captioned debtors (the “Debtors”), which are the subject of the proceedings (the “Canadian Proceedings”) under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended, the “CCAA”), pending before the Court of King’s Bench of Alberta (the “Canadian Court”), and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. 1334 and 157 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012; and it appearing that venue is proper before this Court pursuant to 28 U.S.C. 1410; and the Court having considered and reviewed the Chapter 15 Pleadings and having held a hearing to consider the relief requested in the Chapter 15 Petitions (the “Hearing”); and it appearing that timely notice of the filing of the Chapter 15 Pleadings and the Hearing has been given pursuant to the *Order Scheduling Recognition Hearing and Specifying the Form and Manner of Service of Notice* and that no other or further notice need be provided; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

A. The findings and conclusions set forth herein constitute this Court’s findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052 and 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. These cases were properly commenced pursuant to sections 1504, 1509 and 1515 of the title 11 of the United States Code (the “Bankruptcy Code”), and the Chapter 15 Petitions meet the requirements of sections 1504 and 1515 of the Bankruptcy Code.

C. 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 as of February 29, 2012.

D. This is a core proceeding pursuant to 28 U.S.C. 157(b)(2)(P).

E. Venue is proper in this district pursuant to 28 U.S.C. 1410.

F. The Canadian Proceedings are “foreign proceedings” within the meaning of section 101(23) of the Bankruptcy Code.

G. ~~The Canadian Proceedings are pending in~~ Canada, which is the ~~country in which the Debtors have their~~ center of main interests of each of the Debtors and, ~~as such~~ accordingly, the Canadian Proceedings are “foreign main proceedings” within the meaning of sections 1502(4) and 1517(b)(1) of the Bankruptcy Code and are entitled to recognition as foreign main proceedings in respect of each of the Debtors.

H. The Foreign Representative, FTI ~~Consulting Canada Inc.~~, is a “person,” as such term is defined in section 101(41) of the Bankruptcy Code, has been duly appointed by the Debtors, and has been declared by the Canadian Court as authorized to act as the “foreign representative” with respect to the Canadian Proceedings within the meaning of section 101(24) of the Bankruptcy Code.

I. The ~~Petitions for Recognition meet all of~~ Foreign Representative has satisfied the requirements set forth in ~~section 1515 of the Bankruptcy Code and~~ Bankruptcy Rules 1007(a)(4) and 2002(q).

J. The Canadian Proceedings are entitled to recognition by the Court pursuant to section 1517(a) of the Bankruptcy Code, and the Debtors have satisfied the eligibility requirements of section 109(a) of the Bankruptcy Code, as applicable.

K. The Debtors and the Foreign Representative are entitled to all of the relief set forth in section 1520 of the Bankruptcy Code.

L. Appropriate notice of the filing of, and the Hearing on, the Chapter 15 ~~eases~~Cases was given, is deemed adequate for all purposes, and no other or further notice need be given.

M. The relief granted hereby is necessary and appropriate, in the interests of the public and of international comity, not inconsistent with the public policy of the United States, and warranted pursuant to ~~sections 105(a), 362, 363, 364, 365, 1507(a), 1509(b)(2)–(3), 1516, 1520, 1521, 1522, and 1525 of the Bankruptcy Code, and will not cause hardship to creditors of the Debtors or other parties in interests that is not outweighed by the benefits of granting that relief.~~

N. The relief granted hereby is necessary to effectuate the purposes and objectives of chapter 15 and to protect the Debtors, ~~their property~~ and the interests of their creditors and other parties in interest.

O. Absent the relief granted hereby, the Debtors and their directors and officers may be subject to the prosecution of judicial, quasi-judicial, arbitration, administrative or regulatory actions or proceedings in connection with the Canadian Proceedings or otherwise against the Debtors and their directors and officers or their property, thereby interfering with and causing harm to the Debtors, their creditors, and other parties in interest ~~in the Canadian Proceedings~~ and, as a result, the Debtors, their creditors, and such other parties in interest would suffer irreparable injury for which there is no adequate remedy at law.

~~P. Absent the requested relief, the efforts of the Debtors, the Canadian Court, and the Foreign Representative in conducting the Canadian Proceedings and effecting their restructuring or sale process therein may be thwarted by the actions of certain creditors, a result that will obstruct the purposes of chapter 15 as reflected in section 1501(a) of the Bankruptcy Code.~~

P. ~~—~~Each of the injunctions contained in this Order (i) is within the Court's jurisdiction, (ii) is essential to the success of the Debtors' restructuring in the ~~CCAA Proceeding~~ Canadian Proceedings, (iv) confers material benefits on, and is in the best interests of, the Debtors and their creditors, and (v) is important to the overall objectives of ~~the~~ such restructuring.

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Chapter 15 Petitions and the Relief Requested are granted as set forth herein, ~~and any objections thereto are overruled with prejudice.~~

2. The Canadian Proceedings are granted recognition with respect to each of the Debtors as foreign main proceedings (as defined in section 1502(4) of the Bankruptcy Code) pursuant to sections 1517(a) and (b)(1) of the Bankruptcy Code.

3. ~~FTI Consulting Canada Inc.~~ is recognized as the "foreign representative" as defined in section 101(24) of the Bankruptcy Code in respect of the Canadian Proceedings.

4. The Debtors and the Foreign Representative are granted all of the relief set forth in section 1520 of the Bankruptcy Code including, without limitation, the application of the protection afforded by the automatic stay under section 362(a) of the Bankruptcy Code to ~~the Group and~~ the Debtors' ~~current and former officers and directors~~ and their property that is now within or in the future is located within the territorial jurisdiction of the United States.

~~5. ——— Any and all Provisional Relief (as defined in the Provisional Relief Motion) not granted in the Provisional Relief Order, if any, is hereby granted pursuant to section 1521(a)(7) of the Bankruptcy Code.~~

5. ~~6.~~ The Initial Order ~~or~~ and the Amended and Restated Initial Order (to the extent it supersedes the Initial Order), including any and all existing and future extensions, amendments, restatements, and/or supplements authorized by the Canadian Court, are hereby recognized, enforced, and

given full force and effect; on a final basis, ~~with respect to the Group and the Debtors' current and former officers and directors and their property that now or in the future is located within the territorial jurisdiction of~~ in the United States to the same extent that they are given effect in Canada.

6. ~~7.~~ Pursuant to 11 U.S.C. – 1521(a)(1) (3), and (7), all persons and entities, other than the Foreign Representative and ~~his~~its representatives and agents, are hereby enjoined (to the extent they have not been stayed under section 1520(a)) from:

- a. execution against ~~the Group and~~ the Debtors' ~~current and former officers and directors and~~ or their property ~~that is within the territorial jurisdiction of the United States;~~
- b. the commencement or continuation, including the issuance or employment of process, of a judicial, quasi-judicial, administrative, regulatory, arbitral, or other action or proceeding, or to recover a claim, including, without limitation, any and all unpaid judgments, settlements or otherwise against the ~~Group and the Debtors' current and former officers and directors, which in either case is in any way related to, or would interfere with, the administration of the Debtors' estates in the Canadian Proceedings~~Debtors;
- c. taking or continuing any act to create, perfect, or enforce a lien or other security interest, setoff or other claim against ~~the Group and~~ the Debtors' ~~current and former officers and directors~~ or any of their property or proceeds thereof;
- d. transferring, relinquishing, or disposing of any property of ~~the Group and~~ the Debtors' ~~current and former officers and directors~~ to any person or entity (as that term is defined in section 101(15) of the Bankruptcy Code) ~~other than the Foreign Representative;~~
- e. commencing or continuing an individual action or proceeding concerning ~~the Group's and~~ the Debtors' ~~current and former officers and directors'~~ assets, rights, obligations or liabilities; ~~and~~
- f. declaring or considering the filing of the Canadian Proceedings or ~~these chapter~~the Chapter 15 ~~eases~~Cases a default or event of default under any agreement, contract, lease, or arrangement of the kind described in section 365(e) of the Bankruptcy Code;

provided, in each case, that such injunctions shall be effective solely within the territorial jurisdiction of the United States; and *provided further* that nothing herein shall: (x) prevent any entity from filing any claims against the Debtors in the Canadian Proceedings or (y) prevent any entity from seeking relief from

the Canadian Court in the Canadian Proceedings or this Court in these Chapter 15 Cases, as applicable, for relief from the injunctions contained in the Order.

~~8. Pursuant to 11 U.S.C. 1521(a)(5) and 1521(b), the administration, realization, and distribution of the Debtors' assets within the territorial jurisdiction of the United States is entrusted to the Foreign Representative and the Foreign Representative is hereby established as the exclusive representative of the Debtors in the United States.~~

7. ~~9.~~ Pursuant to 11 U.S.C. ~~1521~~ 1521(a)(6) and 1521(a)(7), all prior relief granted to the Debtors or the Foreign Representative by this Court pursuant to section 1519(a) ~~or 1521~~ of the Bankruptcy Code shall be extended and that certain *Order granting Provisional Relief* [D.I. ~~-33~~] (the "Provisional Relief Order") shall remain in full force and effect on a final basis, notwithstanding anything to the contrary contained therein.

~~10. Pursuant to sections 364(c) and 364(d) of the Bankruptcy Code, the DIP Lenders are hereby granted valid, binding, enforceable, and automatically perfected liens (the "U.S. DIP Liens") on all property of the Debtors now owned or hereafter acquired that is located within the territorial jurisdiction of the United States, as security for all obligations of the Debtors under the DIP Credit Facility. The U.S. DIP Liens shall have the same priority as the DIP Charge granted by the Canadian Court under the Initial Order and the Amended and Restated Initial Order and shall be deemed granted on a provisional basis as of the date of entry of the Provisional Relief Order and confirmed on a final basis as of the date of entry of this Order. The U.S. DIP Liens shall be deemed perfected without the necessity of filing or recording any financing statement, mortgage, or other instrument or document in any jurisdiction, or taking any other action to validate or perfect such liens. Any advances made under the DIP Credit Facility shall be deemed to have been made in "good faith" as contemplated by section 364(e) of the Bankruptcy Code.~~

~~11. No action, inaction or acquiescence by the DIP Agent or the DIP Lenders, including,~~

~~without limitation, funding the Debtors' ongoing operations under this Order, shall be deemed to be or shall be considered as evidence of any alleged consent by the DIP Agent or the DIP Lenders to a charge against the collateral pursuant to sections 506(c), 552(b) or 105(a) of the Bankruptcy Code. The DIP Agent and the DIP Lenders shall not be subject in any way whatsoever to the equitable doctrine of "marshaling" or any similar doctrine with respect to the collateral.~~

~~12. ——— No person or entity shall be entitled, directly or indirectly, whether by operation of sections 506(c), 552(b) or 105 of the Bankruptcy Code or otherwise, to direct the exercise of remedies or seek (whether by order of this Court or otherwise) to marshal or otherwise control the disposition of any collateral or property after a Default or an Event of Default under the DIP Term Sheet, or termination or breach under the DIP Credit Facility, the Initial Order, the Amended and Restated Initial Order (upon is entry by the Canadian Court) or this Order.~~

8. Any loans made by the DIP Lenders in accordance with the DIP Term Sheet are extended in "good faith" as contemplated by section 364(e) of the Bankruptcy Code, such that the validity of DIP Loans, and the priority of the DIP Lender's Charge in respect of the Debtors' property located within the territorial jurisdiction of the United States shall not be affected by any reversal or modification of the Provisional Relief Order or this Order on appeal unless the validity of DIP Loans or the priority of the DIP Lender's Charge were stayed pending appeal.

9. ~~13.~~ The Foreign Representative, the Debtors, and their respective agents are authorized to serve or provide any notices required under the Bankruptcy Rules or local rules of this Court.

10. ~~14. No action taken by the~~ The Foreign Representative, the Debtors, and/or each of their respective successors, agents, representatives, advisors, or counsel ~~in preparing, disseminating, applying for, implementing, or otherwise acting in furtherance of or in connection with the Canadian Proceedings, this order, these chapter 15 cases, or any adversary proceeding herein, or any further proceeding~~

~~commenced hereunder,~~ shall be ~~deemed entitled~~ to ~~constitute a waiver of the rights or benefits afforded such persons under~~ the protections contained in sections 306 and 1510 of the Bankruptcy Code.

11. ~~15.~~ Notwithstanding any provision in the Bankruptcy Rules to the contrary, including, but not limited to, Bankruptcy Rules 7062 and 1018, (i) this Order shall be effective immediately and enforceable upon its entry; (ii) the Foreign Representative and the DIP Lender are not subject to any stay in the implementation, enforcement or realization of the relief granted in this Order; and ~~(eiii)~~ the Foreign Representative and the Debtors are authorized and empowered, and may in their discretion and without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Order.

12. ~~16.~~ A copy of this Order shall be served (i) within five (5) business days of ~~its entry of this order,~~ by electronic mail to the extent email addresses are available and otherwise by U.S. mail, overnight or first-class postage prepaid, upon the Core Notice Parties (as defined in the *Motion of Foreign Representative for Entry of an Order Scheduling Recognition Hearing and Specifying the Form and Manner of Service of Notice* [Doc. No. 8]) and such other entities as the Court may direct. Such service shall ~~be~~ constitute good and sufficient service and adequate notice for all purposes.

13. ~~17.~~ The Court shall retain jurisdiction with respect to the enforcement, amendment, or modification of this Order, any request for additional relief and any request by an entity for relief from the provisions of this Order, for cause shown, that is properly commenced and within the jurisdiction of the Court.

14. ~~18.~~ This Order ~~shall be effective and enforceable immediately upon entry and~~ shall constitute a final order within the meaning of 28 U.S.C. 158(a).