

Steven W. Golden
Jeffrey M. Dine
Mary F. Caloway (*pro hac vice* pending)
Victoria A. Newmark (*pro hac vice* pending)
PACHULSKI STANG ZIEHL & JONES LLP
1700 Broadway, 36th Floor
New York, New York 10019
Telephone: 212-561-7700
Facsimile: 212-561-7777

Counsel to the Foreign Representative

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

IOVATE HEALTH SCIENCES
INTERNATIONAL INC.,¹ et al.

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 25- 11958 (MG)

(Joint Administration Requested)

**MOTION FOR PROVISIONAL RELIEF IN AID OF CANADIAN
PROCEEDING PURSUANT TO SECTION 1519 OF THE BANKRUPTCY CODE**

¹ The Debtors in the Canadian Proceeding, along with the last four digits of each Debtor's United States Tax Identification Number or Canadian Business Number, as applicable, are as follows: (i) Iovate Health Sciences International Inc. (0696), (ii) Iovate Health Sciences U.S.A. Inc. (3542), and (iii) Northern Innovations Holding Corp. (3909).

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Iovate Health Sciences International Inc. (“Iovate International”), in its capacity as the authorized foreign representative (the “Foreign Representative”) of foreign debtors Iovate International, Iovate Health Sciences U.S.A. Inc. (“Iovate USA”), and Northern Innovations Holding Corp. (“Northern Innovations” and, together with Iovate International and Iovate USA, the “Debtors”) in respect of that certain insolvency proceeding (together with any successor proceeding, the “Canadian Proceeding”) commenced pursuant to section 50.4 of Canada’s *Bankruptcy and Insolvency Act* (R.S.C. 1985, c. B-3) (the “BIA”), pending before the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”), by and through its undersigned counsel, respectfully submits this motion (the “Motion”), pursuant to Rule 65 of the Federal Rules of Civil Procedure, made applicable to this proceeding through Rule 7065 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and sections 105(a) and 1519 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the “Bankruptcy Code”), for entry of an order substantially in the form attached as **Exhibit A** (the “Provisional Relief Order”).

In support of this Motion, the Foreign Representative relies on the *Declaration of Wesley Parris in Support of (I) Verified Chapter 15 Petitions, (II) Foreign Representative’s Motions for Orders Granting Provisional Relief and Final Relief in Aid of Canadian Proceeding, and (III) Certain Related Relief* (the “Parris Declaration”) and the *Declaration of Harvey G. Chaiton in Support of (I) Verified Chapter 15 Petitions, (II) Foreign Representative’s Motions for Orders Granting Provisional Relief and Final Relief in Aid of Canadian Proceeding, and (III) Certain Related Relief* (the “Chaiton Declaration”), each filed contemporaneously herewith and incorporated herein by reference. In further support of this Motion, the Foreign Representative respectfully represents to the Court as follows:

I. PRELIMINARY STATEMENT

1. On September 5, 2025, Iovate Health Sciences International Inc. (“Iovate International”), Iovate Health Sciences U.S.A. Inc. (“Iovate USA”), and Northern Innovations Holding Corp. (“Northern Innovations” and, together with Iovate International and Iovate USA, the “Debtors”) each filed a Notice of Intention to Make a Proposal (an “NOI”) pursuant to section 50.4 of the BIA. KSV Restructuring Inc. (“KSV”) was appointed as the Debtors’ proposal trustee (the “Proposal Trustee”). That same date, the Office of the Superintendent of Bankruptcy Canada issued for each Debtor a *Certificate of Filing of a Notice of Intention to Make a Proposal Subsection 50.4* (the “Certificates of Filing”)² that, pursuant to subsection § 69(1) of the BIA, stayed all proceedings against the Debtors (the “Canadian Stay”). On September 9, 2025, the Canadian Court granted an Order (the “Foreign Representative Order”)³, *inter alia*, (a) approving the administrative consolidation of the Canadian Proceeding, (b) authorizing Debtor Iovate International to act as a foreign representative for the Debtors, and (c) authorizing the Foreign Representative to apply to a United States Bankruptcy Court for relief pursuant to chapter 15 of the Bankruptcy Code.

2. On the date hereof (the “Petition Date”), the Foreign Representative filed the Verified Petitions (as defined below) and the *Motion for (I) Recognition of Foreign Main Proceeding, (II) Recognition of Foreign Representative, and (III) Related Relief Under Chapter 15 of the Bankruptcy Code* (the “Recognition Motion”), seeking, among other things, recognition of its status as the Debtors’ foreign representative, recognition of the Canadian Proceeding as a “foreign main proceeding” under section 1517 of the Bankruptcy Code, and certain related relief.

² True and correct copies of the Certificates of Filing are attached to the Parris Declaration as Exhibit A.

³ A true and correct copy of the Foreign Representative Order is attached to the Parris Declaration as Exhibit B.

In order to provide the Debtors with the breathing space and stability necessary to implement their restructuring through the Canadian Proceeding, the Foreign Representative seeks certain provisional relief between the date hereof and this Court's entry of the Foreign Representative's proposed order recognizing the Canadian Proceeding as a foreign main proceeding, and requests, among other things, that this Court immediately order the application of sections 361, 362, and 365(e) of the Bankruptcy Code to these Chapter 15 Cases. Absent such relief, the Debtors may be exposed to a potentially adverse action in the United States by a judgment creditor seeking enforcement of a substantial judgment in disregard of the priority and rights of other creditors.

3. The relief requested in this Motion, including and in particular the extension of the Canadian Stay in the United States pursuant to section 1519(a) of the Bankruptcy Code, is critical to the Debtors because Orgain, Inc. ("Orgain"), a competitor and judgment creditor of certain of the Debtors, is seeking to enforce a \$12.5 million (plus interest) judgment in state court proceedings in Arkansas (and other places). Orgain's efforts to this time have already caused Walmart, one of Debtors' largest customers, to withhold millions of dollars of payments it owes to Debtors.

4. Additionally, the Debtors' commencement of the Canadian Proceeding and these Chapter 15 Cases may trigger an event of default under certain of the Debtors' critical executory contracts, which contain arguably unenforceable provisions permitting termination upon the Debtors' filing of a case under any section or chapter of the Bankruptcy Code. The provisional relief requested by the Debtors, which is generally afforded to debtors in chapter 15 recognition proceedings, is required to prevent individual creditors from acting to frustrate the purpose of the Canadian Proceedings by disregarding the Canadian Stay.

5. Chapter 15 of the Bankruptcy Code is intended to prevent precisely these negative effects on a debtor's restructuring in a foreign country by complementing and facilitating corporate rehabilitation in another country. Therefore, and for reasons further described herein, the Foreign Representative respectfully submits that provisional relief is urgently needed to ensure there will not be disruption to the Canadian Proceeding, to prevent harm to the Debtors, and to aid the Debtors' restructuring.

II. JURISDICTION, VENUE, AND STATUTORY BASIS

6. The United States Bankruptcy Court for the Southern District of New York (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 as well as the *Amended Standing Order of Reference* dated January 31, 2012, Reference M-431, *In re Standing Order of Reference Re: Title 11*, 12 Misc. 00032 (S.D.N.Y Feb. 2, 2012) (Preska, CJ). This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P). The Foreign Representative confirms its consent, pursuant to Bankruptcy Rule 7008, 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.

7. Venue is proper under 28 U.S.C. § 1410 because each of the Debtors' principal assets in the United States are located within the Southern District of New York.

8. The bases for the relief requested herein are sections 105(a), 361, 362, 365, 1519, and 1521 of the Bankruptcy Code.

III. BACKGROUND

9. The Recognition Motion and the Parris Declaration describe the Debtor's business, corporate structure, and the events leading up to the Canadian Proceeding and these Chapter 15 Cases and are incorporated herein by reference.

10. On September 9, 2025, the Canadian Court entered an order (the “Foreign Representative Order”) that, among other things, authorized and empowered Iovate International to act as foreign representative of the Debtors. Indeed, by the Foreign Representative Order, the Canadian Court expressly requested the assistance of the courts in the United States in the following provisions:

THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Iovate Entities, the Proposal Trustee and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and provide such assistance to the Iovate Entities and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant foreign representative status to Iovate International in any foreign proceeding, or to assist the Iovate Entities and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

THIS COURT ORDERS that Iovate International be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, including in the United States, for the recognition of this Order and the Proposal Proceedings for assistance in carrying out the terms of this Order, and Iovate International is authorized and empowered to act as a foreign representative in respect of the Proposal Proceedings for the purpose of having the Proposal Proceedings recognized in a jurisdiction outside of Canada.

THIS COURT ORDERS that Iovate International is authorized and empowered, as a foreign representative of the Iovate Entities and the Proposal Proceedings, to apply to the United States Bankruptcy Court for relief pursuant to Chapter 15 of the *United States Bankruptcy Code*, and any other provisions of the *United States Bankruptcy Code*.

A. Judgment Enforcement Against Debtors

11. In 2018, Orgain (one of the Debtors’ largest competitors) brought suit against certain of the Debtors in the United States District Court of Central District of California (the “CA District Court”). On April 17, 2024, judgment was granted in favor of Orgain against Iovate International and Iovate USA in the amount of USD \$10,035,481 in damages, together with costs.

The parties subsequently entered into settlement negotiations, which resulted in a May 3, 2024 agreement in principle regarding the settlement terms. However, disputes later arose regarding whether a binding settlement had been reached.

12. On August 30, 2024, Orgain brought a motion to enforce the settlement agreement. The CA District Court granted that motion and, on November 17, 2024, issued an Amended Judgment awarding Orgain USD \$12,500,000 in satisfaction of its claims (the “Amended Judgment”).⁴ Iovate International and Iovate USA are jointly and severally liable for payment of the Amended Judgment.

13. Since entry of the Amended Judgment, the Debtors and Orgain have attempted to reach a consensual resolution of their disputes, although no such agreement has been reached. However, since entry of the Amended Judgment, Orgain has since sought its enforcement against the Debtors by attempting to garnish receivables from certain of the Debtors’ major customers, including Walmart, Amazon, GNC, and Vitamin Shoppe.

14. On April 29, 2025, Orgain commenced enforcement efforts in Arkansas, where one of the Debtors’ major customers, Walmart Inc. (“Walmart”), including its subsidiary Sam’s Club, is located. On June 27, 2025, Orgain directed a Writ of Garnishment to Walmart. On August 25, 2025, Iovate International and Iovate USA were unsuccessful in obtaining an order of the Circuit Court of Benton County, Arkansas (the “Arkansas Court”) quashing Orgain’s writ of garnishment issued to Walmart. Walmart has been withholding payments to Iovate since about August 4, 2025; payments from Walmart to Iovate have averaged about \$5.8 million per month (year to date) and, as of September 5, 2025, the outstanding accounts receivable from Walmart to the Debtors is

⁴ A true and correct copy of the Amended Judgment is attached to the Parris Declaration as Exhibit E.

approximately \$15.4 million. Payments remitted by Walmart are a critical element of Debtors' cash flow as well as collateral for the secured Credit Facility.

15. Walmart remits payments owed to the Debtors to an Iovate USA bank account in New York for both Walmart and Sam's Club purchases. The Debtors use the payments from Walmart to fund a significant portion of their day-to-day operations, including payroll and accounts payable. Without payments from Walmart, the Debtors will be required to start making cuts and stretching payables within two or three weeks.

16. Moreover, the Debtors' Credit Facility is secured by a first-priority lien on essentially all of their assets, including accounts receivable from Walmart and other customers. The Debtors' Lenders (to whom the Debtors owe about \$115 million) assert a right under the Credit Agreement to redirect payment of accounts receivable in the event of a default thereunder. As a result of the Arkansas Court's refusal to quash the writ of garnishment, the Lenders stated that they had concluded that their collateral is, or may be, prejudiced to the full extent of the amount of the Orgain writ.

B. Other Potential Consequences

17. As referenced above (and in addition to the deleterious effects of enforcement of the Amendment Judgment), absent the provisional relief requested herein, the commencement of the Canadian Proceeding and Chapter 15 Cases could have severe adverse consequences to the Debtors. First, if the Lenders were to enforce their rights under the Credit Facility and other related documents, it would be extremely destructive to the Debtors' business and value. On August 27, 2025, the Debtors received letters from the Lenders (the "Demand Letters")⁵ that asserted several Events of Default under the Credit Agreement had occurred, demanded immediate repayment of

⁵ True and correct copies of the Demand Letters are attached to the Parris Declaration as Exhibit D.

the outstanding indebtedness under the Credit Agreement, and delivered notices of intention to enforce security under section 244 of the BIA.

18. Second, the Debtors' commencement of the Canadian Proceeding and these Chapter 15 Cases are, or may be asserted to be, triggers, events of default, and subsequent cross-defaults under certain of the Debtors' executory contracts. Further, certain of the Debtors' executory contracts contain provisions permitting termination upon the Debtors' filing of a case under any section or chapter of the Bankruptcy Code. The relief requested by the Foreign Representative is required to prevent individual creditors or contract counterparties frustrating the purpose of the Canadian Proceeding by disregarding Canadian Stay, the foremost of which is the fair and efficient administration of the Canadian Proceeding to maximize the value for all creditors.

IV. RELIEF REQUESTED

19. Pursuant to sections 105(a), 1519, and 1521 of the Bankruptcy Code, the Foreign Representative respectfully requests that the Court enter the Provisional Relief Order, substantially in the form attached hereto as **Exhibit A**, granting the following provisional relief pending recognition of the Canadian Proceeding:

- a. Recognition and enforcement in the United States, on a provisional basis, of the Canadian Proceeding and the Canadian Stay:
- b. The Foreign Representative shall be the representative of the Debtors with full authority to administer the Debtors' assets and affairs in the United States.
- c. Section 361 of the Bankruptcy Code shall apply with respect to each of the Debtors and the property of each of the Debtors that is within the territorial jurisdiction of the United States.
- d. Section 362 of the Bankruptcy Code shall apply with respect to each of the Debtors and the property of each of the Debtors that is within the territorial jurisdiction of the United States. For the avoidance of doubt and without limiting the generality of the foregoing, the Provisional Relief Order shall impose a stay within the territorial jurisdiction of the United States of:

- i. The commencement or continuation—including the issuance or employment of process—of any judicial, administrative, or any other action or proceeding involving or against the Debtors or their assets or proceeds thereof or to recover a claim or enforce any judicial, quasi-judicial, regulatory, administrative, or other judgment, assessment, order, lien or arbitration award against the Debtors or their assets or proceeds thereof or to exercise any control over the Debtors’ assets located in the United States except as authorized by the Foreign Representative in writing;
 - ii. The creation, perfection, seizure, attachment, enforcement, or execution of liens or judgments against the Debtors’ property in the United States or from transferring, encumbering or otherwise disposing of or interfering with the Debtors’ assets or agreements in the United States without the express consent of the Foreign Representative;
 - iii. Any act to collect, assess, or recover a claim against any of the Debtors that arose before the commencement of the Debtors’ Chapter 15 Cases; and
 - iv. The setoff of any debt owing to any of the Debtors that arose before the commencement of the Debtors’ Chapter 15 Cases against any claim against of the Debtors.
- e. For counterparties to certain of the Debtors’ executory contracts, section 365(e) of the Bankruptcy Code shall apply with respect to each of the Debtors and the property of each of the Debtors that is within the territorial jurisdiction of the United States.
- f. The Foreign Representative shall have the rights and protections to which the Foreign Representative is entitled under chapter 15 of the Bankruptcy Code, including, but not limited to, the protections limiting the jurisdiction of United States Courts over the Foreign Representative in accordance with section 1510 of the Bankruptcy Code and the granting of additional relief in accordance with sections 1519(a)(3) and 1521 of the Bankruptcy Code.
- g. Notwithstanding any provision in the Bankruptcy Rules to the contrary, (i) the Provisional Relief Order shall be effective immediately and enforceable upon entry; (ii) the Foreign Representative is not subject to any stay in the implementation, enforcement, or realization of the relief granted in the Provisional Relief Order; and (iii) 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 the Provisional Relief Order.

V. BASIS FOR RELIEF

20. The Foreign Representative has contemporaneously filed the Verified Petitions and the Recognition Motion, seeking recognition and a ruling that the Canadian Proceeding is a foreign main proceeding under section 1517 of the Bankruptcy Code. Section 1519 of the Bankruptcy Code permits the Court “from the time of filing a petition for recognition until [it] rules on the petition” to grant provisional relief pending recognition of the foreign proceeding where such relief is “urgently needed to protect the assets of the debtor or the interests of the creditors.”⁶ Subsections 1519(a)(1)-(3) of the Bankruptcy Code define the scope of available provisional relief, which includes:

- a. staying execution of the debtor’s assets;
- b. 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 assets that, by their nature or because of other circumstances, are perishable, susceptible to devaluation or otherwise in jeopardy; and
- c. any relief referred to in paragraph (3), (4), or (7) of section 1521(a).

A. Provisional Relief Is Appropriate to Maintain the Status Quo

21. The Foreign Representative seeks imposition of sections 361, 362 and 365(e) of the Bankruptcy Code for the purpose of maintaining the status quo until the Court rules on the Recognition Motion. Accordingly, the Foreign Representative seeks provisional relief under sections 105(a) and 1519 of the Bankruptcy Code. The Foreign Representative intends to seek continuation of the stay via section 1521(a)(1) of the Bankruptcy Code upon the granting of foreign main recognition.

⁶ 11 U.S.C. § 1519(a).

22. The provisional relief requested here is an “effective mechanism” to implement the chapter 15 policies of promoting cooperation between courts of the United States and courts of foreign countries involved in cross-border restructuring cases. The “fair and efficient administration of cross border [cases] that protects the interest of all creditors, and other interested entities,” including the Debtors, is essential to the “protection and maximization of the value of the [Debtors’] assets.”⁷

23. Furthermore, the provisional relief sought herein is of a type frequently granted in chapter 15 cases. Bankruptcy courts have routinely imposed the section 362 stay and ordered similar relief as is requested herein to maintain the status quo pending recognition or disposition of foreign proceedings in ancillary cases under both chapter 15 and its predecessor (section 304 of the Bankruptcy Code),⁸ including in respect of recognition proceedings that relate to restructurings of corporations in Canadian courts under BIA section 50.4.⁹

**B. Provisional Relief Is Urgently Needed to
Protect the Debtors’ Assets and Restructuring Efforts**

24. The provisional relief is urgently needed here to protect the Debtors’ assets and to protect the interests of creditors as a whole.¹⁰ Although a “petition for recognition of a foreign proceeding shall be decided upon at the earliest possible time,” there is necessarily a gap between the time the petition for recognition is filed and the time the court makes a decision on whether a proceeding should be recognized.¹¹ Prior to recognition, a chapter 15 debtor is not automatically entitled to the automatic stay or any other provisions of the Bankruptcy Code, which, in this case,

⁷ 11 U.S.C. § 1501(a).

⁸ See, e.g., *In re Giftcraft Ltd.*, No. 25-11030 (MG), 2025 Bankr. LEXIS 1350 (Bankr. S.D.N.Y. June 4, 2025); see also *In re Li-Cycle Holdings Corp.*, No. 25-10991 (PB) (Bankr. S.D.N.Y. May 14, 2025), ECF No. 12; *In re Ted Baker Canada Inc.*, No. 24-10699 (Bankr. S.D.N.Y. Apr. 26, 2024), ECF No. 22.

⁹ See, e.g., *In re Cogent Fibre Inc.*, No. 15-11877 (SMB) (Bankr. S.D.N.Y. July 21, 2015), ECF No. 13; *In re Electro Sonic, Inc.*, Case No. 14-10240 (Bankr. D. Del. Feb. 11, 2014), ECF NO. 18.

¹⁰ See 11 U.S.C. § 1519(a).

¹¹ *Id.* § 1517(c).

necessitates an order granting provisional relief. Provisional relief should be granted “where relief is urgently needed to protect the assets of the debtor or the interests of the creditors.”¹²

25. Without the limited application of section 362, there is a real and significant risk that Orgain will use the writ of garnishment procedure in Arkansas to appropriate assets of the Debtors that are needed for its operations and that are within its Lenders’ United States-perfected security interests. These acts would interfere with Debtors’ operations and with the Canadian Court’s ability to adjudicate the Canadian Proceeding, which would not only hinder the orderly administration of the Debtors’ affairs but threaten to unravel the restructuring that the Debtors seek to implement pursuant thereto. This risk is precisely what bankruptcy courts in this district have found justifies provisional relief under section 1519 of the Bankruptcy.¹³

C. The Request for Relief Meets the Standards for a Preliminary Injunction

26. Provisional relief under chapter 15 of the Bankruptcy Code is conditioned on a foreign representative demonstrating that a debtor meets the standards applicable to an injunction.¹⁴ In the Second Circuit, a party seeking a preliminary injunction must establish: (a) a likelihood of success on the merits (which, for relief under Bankruptcy Code § 1519 is the grant of recognition); (b) irreparable harm if provisional relief is not granted; (c) that the balance of hardships tips in the movant’s favor; and (d) that public interest favors provisional relief.¹⁵ Provisional relief is automatically extended upon entry of an order of recognition of the foreign

¹² *Id.* § 1519(a).

¹³ *See, e.g., Giftcraft*, 2025 Bankr. LEXIS 1350, at *32 (enforcement actions against US assets would constitute irreparable harm); *In re Avila*, 296 B.R. 95, 114 (Bankr. S.D.N.Y. 2003) (finding that, under former section 304 of the Bankruptcy Code, irreparable harm would be caused by permitting creditors to execute judgments against bond proceeds because it would “diminish the recovery available to other creditors and possibly wreck the reorganization”).

¹⁴ 11 U.S.C. § 1519(e). *See Giftcraft*, 2025 Bankr. LEXIS 1350, at *17 (applying the standards for preliminary injunction to determine whether provisional relief should be granted)

¹⁵ *Giftcraft*, 2025 Bankr. LEXIS 1350, at *17; *Lyondell Chem. Co. v. Centerpoint Energy Gas Servs. (In re Lyondell Chem. Co.)*, 402 B.R. 571, 588 (Bankr. S.D.N.Y. 2009) (applying the “traditional preliminary injunction standard as modified to fit the bankruptcy context”).

proceeding.¹⁶ Section 105(a) of the Bankruptcy Code also provides that “the court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.”¹⁷ A request for injunctive relief under section 105(a) “is regarded as a request for a preliminary injunction,” which has been modified to “fit the bankruptcy context.”¹⁸

1. There Is a Substantial Likelihood of Recognition of the Canadian Proceeding as a Foreign Main Proceeding

27. In a request for provisional relief under chapter 15, the “likelihood of success on the merits” refers to the likelihood that the bankruptcy court will recognize the foreign proceeding. The first factor turns on the likelihood that the Foreign Representative will obtain recognition of the Canadian Proceeding.

28. As fully set out in the Recognition Motion and the accompanying declarations, the Foreign Representative is likely to succeed in obtaining recognition of the Canadian Proceeding as a foreign main proceeding.¹⁹ As those papers demonstrate, in short, the Canadian Proceeding is a “foreign main proceeding” and Iovate International is a “foreign representative” as those terms are defined in the Bankruptcy Code. In addition, these Chapter 15 Cases were duly and properly commenced by filing the verified chapter 15 petitions accompanied by all fees, documents, and information required by the Bankruptcy Code and the Bankruptcy Rules. Upon recognition of the Canadian Proceeding as a foreign main proceeding, section 362 of the Bankruptcy Code will automatically apply in these Chapter 15 Cases pursuant to section 1520(a)(1) of the Bankruptcy Code.²⁰ Moreover, the application of section 365(e) on an interim basis, preventing contract

¹⁶ See 11 U.S.C. § 1521(a)(6); *see also Vitro v. ACP Master, Ltd. (In re Vitro)*, 455 B.R. 571, 579 (Bankr. N.D. Tex. 2011) (“any provisional relief granted under [section] 1519 prior to recognition is automatically extended upon entry of an order of recognition of the foreign proceeding.”).

¹⁷ 11 U.S.C. § 105(a).

¹⁸ *Nevada Power Co. v. Calpine Corp. (In re Calpine Corp.)*, 365 B.R. 401, 409 (Bankr. S.D.N.Y. 2007).

¹⁹ *See Giftcraft*, 2025 Bankr. LEXIS 1350 at *26 (“Courts routinely recognize Canadian insolvency proceedings as ‘foreign proceedings’ . . .”).

²⁰ 11 U.S.C. § 1520(a)(1).

counterparties from terminating their prepetition contracts with the Debtors, is entirely consistent with the injunctive relief afforded by the automatic stay under section 362.

2. The Debtors Will Suffer Irreparable Harm Absent Provisional Relief

29. Application of provisional relief pursuant to sections 362 and 365(e) of the Bankruptcy Code in these cases is critical to the prevention of irreparable damage to the Debtors' reorganization proceeding in Canada. These Chapter 15 Cases were commenced for the purpose of obtaining the assistance of this Court in respect of the Canadian Proceeding and to give effect in the United States to the Canadian Stay and orders of the Canadian Court. As set out in the Parris Declaration and in the Recognition Motion, the Debtors have valuable assets in the United States. Unless the Provisional Relief Order is granted and Orgain's judgment enforcement is enjoined, the Debtors face the risk that Orgain will succeed on its enforcement actions to recover against the Debtors' United States assets. Orgain's action, if successful, would diminish the value of the Debtors' assets and harm the Debtors' restructuring process. The purpose of chapter 15 is to provide such protection by, among other things, ensuring that all of a debtor's creditors are enjoined from taking action against the debtor's assets, thereby preventing some creditors from getting an unfair advantage over others. The relief requested herein is necessary to protect against these risks.²¹ A number of courts have recognized the need to provide provisional relief in order to ensure the orderly distribution of a debtor's assets in a single proceeding and prevent piecemeal enforcement against a debtor's assets across multiple jurisdictions.²²

²¹ See *Giftcraft, Ltd.*, 2025 Bankr. LEXIS 1350 at *32-33 (creditor enforcement would "diminish the value of the [moving debtors'] assets to the detriment of all stakeholders," constituting irreparable harm).

²² See, e.g., *In re Energy Coal S.P.A.* 582 B.R. 619, 626-27 (Bankr. D. Del. 2018) (stating that harm to an estate exists where orderly determination of claims and fair distribution of assets are disrupted); *Victrix S.S. Co., S.A. v. Salen Dry Cargo, A.B.* 825 F.2d 709 (2d Cir. 1987) (same); *In re Banco Nacional de Obras y Servicios Publicos, S.N.C.*, 91 B.R. 661, 664 (Bankr. S.D.N.Y. 1988) (stating that injunctive relief is necessary "to prevent individual American creditors from arrogating to themselves property belonging to the creditors as a group"); *In re Lines*, 81 B.R.

3. The Balance of Hardships Favors Debtors and Provisional Relief Will Benefit Creditors

30. Section 1522 of the Bankruptcy Code permits courts to grant relief under section 1519 if the “interests of the creditors and other interested entities, including the debtor, are sufficiently protected.”²³ Legislative history of this section suggests it was intended to ensure “the foreign proceeding [is not] seriously and unjustifiably injuring United States creditors.”²⁴

31. In contrast to the hardships described above, preservation of the status quo through imposition of the automatic stay and prevention of contract termination while the Foreign Representative and the Debtors undertake the reorganization process in the Canadian Proceeding will not prejudice creditors. Indeed, creditors as a whole will benefit from such relief.²⁵ The Provisional Relief Order specifically provides that any creditor that believes it has been harmed by the provisional relief granted therein may file a motion with the Court seeking relief therefrom.²⁶ Granting the request for provisional relief will benefit the Debtors’ creditors because it will ensure the value of the Debtors’ assets is preserved, protected, and maximized for the benefit of all of the creditors.

4. The Public Interest Favors Granting Provisional Relief

32. As noted above, the requested interim relief is consistent with the policies underlying the Bankruptcy Code, including the provision of a breathing spell for a debtor and the equitable treatment of all creditors.²⁷ Additionally, granting the requested relief is in the public

267, 270 (Bankr. S.D.N.Y. 1988) (stating that “the premature piecing out of property involved in a foreign liquidation proceeding constitutes irreparable injury”).

²³ 11 U.S.C. § 1522.

²⁴ H. Rep. No. 109-31, 109th Cong., 1st Sess. 11 (2005).

²⁵ *In re Innua Can.*, No. 09-16362, 2009 Bankr. LEXIS 994, at *11 (Bankr. D.N.J. Mar. 25, 2009) (finding a temporary maintaining of the status quo pending recognition of the foreign proceedings actually served to benefit creditors “by allowing for an orderly administration of the Foreign Debtors’ financial affairs,” tipping the balance of harm in favor of the foreign representative).

²⁶ *See Giftcraft*, 2025 Bankr. LEXIS 1350, at *33.

²⁷ 11 U.S.C. § 1501(a).

interest because it will facilitate the Debtors' efforts to complete a court-supervised restructuring for the benefit of its creditors and other stakeholders—including those in the United States.²⁸ Moreover, granting provisional relief is in the public interest because it promotes cooperation between jurisdictions in cross-border insolvencies, which is an express purpose of chapter 15 of the Bankruptcy Code. For these reasons, bankruptcy courts have frequently granted requests for similar provisional relief in chapter 15 cases.²⁹

VI. NOTICE

33. Notice of this provisional relief application will be served by email or, where email is unavailable, overnight mail to all entities against whom provisional relief is being sought under section 1519 of the Bankruptcy Code. The Foreign Representative submits that no other or further notice is necessary or required.

VII. NO PRIOR REQUEST

34. No previous request for the relief requested herein has been made to this Court or any other court.

VIII. WAIVER OF FEDERAL RULE OF CIVIL PROCEDURE 65(C)

35. 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).”³⁰ To the extent Rule 65 of the Federal Rules of Civil Procedure applies, the Foreign Representative believes that the security requirements imposed by

²⁸ See *Giftcraft*, 2025 Bankr. LEXIS 1350, at *33-34; *Rehabworks, Inc. v. Lee (In re Integrated Health Servs.)*, 281 B.R. 231, 239 (Bankr. D. Del. 2002) (“In the context of a bankruptcy case, promoting a successful reorganization is one of the most important public interests.”).

²⁹ See, e.g., *In re Giftcraft Ltd.*, 2025 Bankr. LEXIS 1350 (granting provisional relief); see also *In re Oak & Fort Corp.*, No. 25-11282 (MG) (Bankr. S.D.N.Y. June 23, 2025), ECF No. 21; *In re Li-Cycle Holdings Corp.*, No. 25-10991 (PB) (Bankr. S.D.N.Y. May 14, 2025), ECF No. 12; *In re Ted Baker Canada Inc.*, No. 24-10699 (MEW) (Bankr. S.D.N.Y. April 25, 2014), ECF No. 17.

³⁰ Fed. R. Bankr. P. 7065.

Rule 65(c) are unwarranted under the circumstances and, accordingly, respectfully requests a waiver of such requirements pursuant to Bankruptcy Rule 7065.³¹

IX. SATISFACTION OF LOCAL RULE 9013-1(A)

36. This Application satisfies Rule 9013-1(a) of the local Bankruptcy Rules for the Southern District of New York because it “specif[ies] the rules and statutory provisions upon which it is predicated and the legal authorities that support the requested relief.”

X. CONCLUSION

37. For the reasons set forth herein, the Foreign Representative respectfully requests that the Court enter an order granting provisional relief in the form attached as **Exhibit A** hereto, and grant such other, further, and different relief as to the Court may seem just and proper.

Dated: September 9, 2025

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Steven W. Golden

Steven W. Golden

Jeffrey M. Dine

Mary F. Caloway

Victoria A. Newmark

1700 Broadway, 36th Floor

New York, New York 10019

Telephone: 212-561-7700

Facsimile: 212-561-7777

Counsel to the Foreign Representative

³¹ *Giftcraft*, 2025 Bankr. LEXIS 1350 at *37 (finding security not required where debtors were under supervision of Canadian court and relief would be in place only a short time until recognition would be decided).

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

IOVATE HEALTH SCIENCES INTERNATIONAL
INC.,¹ *et al.*

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 25-11958 (MG)

(Joint Administration Requested)

**ORDER GRANTING PROVISIONAL RELIEF
PURSUANT TO SECTION 1519 OF THE BANKRUPTCY CODE**

Upon the motion for certain provisional and injunctive relief (the “Motion”) filed by Iovate Health Sciences International Inc. (“Iovate International”), in its capacity as the authorized foreign representative (the “Foreign Representative”) of foreign debtors Iovate International, Iovate Health Sciences U.S.A. Inc. (“Iovate USA”), and Northern Innovations Holding Corp. (“Northern Innovations”) and together with Iovate International and Iovate USA, the “Debtors”) in respect of that certain insolvency proceeding (the “Canadian Proceeding”) commenced pursuant to section 50.4 of Canada’s *Bankruptcy and Insolvency Act* (R.S.C. 1985, c. B-3) (the “BIA”), pending before the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”) seeking entry of an order (this “Order”) pursuant to sections 105(a), 362, 363, 364, 365, 1517, 1519, 1521, and 1522 of the Bankruptcy Code; and upon this Court’s review and consideration of the Motion, Verified Petitions, Recognition Motion, Parris Declaration, and Chaiton Declaration;² this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and

¹ The Debtors in the Canadian Proceeding, along with the last four digits of each Debtor’s United States Tax Identification Number or Canadian Business Number, as applicable, are as follows: (i) Iovate Health Sciences International Inc. (0696); (ii) Iovate Health Sciences U.S.A., Inc. (3542); and (iii) Northern Innovations Holding Corp. (3909).

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

1334, and 11 U.S.C. §§ 109 and 1501, and the *Amended Standing Order of Reference to Bankruptcy Judges of the District Court for the Southern District of New York*, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P); and venue being proper before this Court pursuant to 28 U.S.C. § 1410(1) and (3); and appropriate, sufficient, and timely notice of the filing of the Motion and the hearing thereon having been given pursuant to rules 1011(b) and 2002(q) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); and upon the record established at such hearing; it appearing that the relief requested in the Motion is necessary and beneficial to the Debtors and it appearing that the relief set forth herein is necessary and appropriate to avoid immediate and irreparable harm to the Debtors; 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 AND DETERMINED THAT:**

1. 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.

2. The Foreign Representative has demonstrated a substantial likelihood of success on the merits that, as to each of the Debtors, (a) the Canadian Proceeding constitutes a “foreign main proceeding” as defined in section 1502(4) of the Bankruptcy Code; (b) the Foreign Representative is a “foreign representative” as defined in section 101(24) of the Bankruptcy Code; and (c) all statutory

elements for recognition of the Canadian Proceeding will be satisfied in accordance with section 1517 of the Bankruptcy Code.

3. The commencement or continuation of any action or proceeding in the United States against the Debtors should be enjoined pursuant to sections 105(a) and 1519 of the Bankruptcy Code to permit the expeditious and economical administration of the Canadian Proceeding, and such relief will either (a) not cause an undue hardship to other parties in interest or (b) any hardship to parties is outweighed by the benefits of the relief requested; and that the Court will determine that the additional relief sought herein, including the relief under section 362, 364, and 365 is necessary to effectuate the purpose of chapter 15 and the assets of the Debtors and the interests of creditors as contemplated by section 1521 of the Bankruptcy Code.

4. Unless a preliminary injunction is issued with respect to the Debtors, there is a material risk that the Debtors' creditors or other parties-in-interest in the United States could use the Canadian Proceeding and these Chapter 15 Cases as a pretext to exercise certain remedies or to terminate executory contracts or unexpired leases with respect to the Debtors.

5. Such acts 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 Debtors' efforts to administer the Canadian Proceeding, (c) interfere with the Debtors' operations, and (d) undermine the Debtors' efforts to achieve an equitable result for the benefit of all of the Debtors' creditors. Accordingly, there is a material risk that the Debtors may suffer immediate and irreparable injury, and it is therefore necessary that the Court enter this Order.

6. The Foreign Representative has demonstrated that, in the interest of comity, the purpose of chapter 15 is carried out by granting recognition and giving effect to the Canadian Proceeding, the Foreign Representative Order, and the Canadian Stay.

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

8. The Foreign Representative and the Debtors are entitled to the full protections and rights available pursuant to section 1519(a)(1)-(3) of the Bankruptcy Code.

BASED ON THE FOREGOING FINDINGS OF FACT AND AFTER DUE DELIBERATION AND SUFFICIENT CAUSE APPEARING THEREFORE, IT IS HEREBY ORDERED THAT:

9. The Motion is granted to the extent set forth herein.

10. Beginning on the date of this Order and continuing until the date of the entry of an order of this Court on the Recognition Motion (unless otherwise extended pursuant to section 1519(b) of the Bankruptcy Code), with respect to the Debtors:

- a. the Foreign Representative shall be the representative of the Debtors with full authority to administer the Debtors' assets and affairs in the United States.
- b. section 361 of the Bankruptcy Code shall apply with respect to each of the Debtors and the property of each of the Debtors that is within the territorial jurisdiction of the United States.
- c. section 362 of the Bankruptcy Code shall apply with respect to each of the Debtors and the property of each of the Debtors that is within the territorial jurisdiction of the United States. For the avoidance of doubt and without limiting the generality of the foregoing, this Order shall impose a stay within the territorial jurisdiction of the United States of:
 - i. the commencement or continuation, including the issuance or employment of process of, any judicial, administrative, or any other action or proceeding involving or against the Debtors or their assets or proceeds thereof, or to recover a claim or enforce any judicial, quasi-judicial, regulatory, administrative, or other judgment, assessment, order, lien, or arbitration award against the Debtors or their assets or proceeds thereof, or to exercise any control over the Debtors' assets, located in the United States except as authorized by the Foreign Representative in writing;

- ii. the creation, perfection, seizure, attachment, enforcement, or execution of liens or judgments against the Debtors' property in the United States or from transferring, encumbering, or otherwise disposing of or interfering with the Debtors' assets or agreements in the United States without the express consent of the Foreign Representative;
 - iii. any act to collect, assess, or recover a claim against any of the Debtors that arose before the commencement of the Debtors' Chapter 15 Cases; and
 - iv. the setoff of any debt owing to any of the Debtors that arose before the commencement of the Debtors' Chapter 15 Cases against any claim against the Debtors.
- d. for counterparties to certain of the Debtors' executory contracts and unexpired leases, without limitation, section 365(e) of the Bankruptcy Code shall apply with respect to each of the Debtors and the property of each of the Debtors that is within the territorial jurisdiction of the United States.
- e. the Foreign Representative shall have the rights and protections to which the Foreign Representative is entitled under chapter 15 of the Bankruptcy Code, including, but not limited to, the protections limiting the jurisdiction of United States Courts over the Foreign Representative in accordance with section 1510 of the Bankruptcy Code and the granting of additional relief in accordance with sections 1519(a)(3) and 1521 of the Bankruptcy Code.
- f. notwithstanding any provision in the Bankruptcy Rules to the contrary, (i) this Order shall be effective immediately and enforceable upon entry, (ii) the Foreign Representative is not subject to any stay in the implementation, enforcement, or realization of the relief granted in this Order, and (iii) the Foreign Representative is authorized and empowered, and may, in his discretion and without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Order.

11. The Foreign Representative, in connection with its appointment as the "foreign representative" in these cases, and the Debtors, are hereby granted the full protections and rights available pursuant to section 1519(a)(1)-(3) of the Bankruptcy Code, including, for the avoidance of doubt and without limitation, section 542 of the Bankruptcy Code.

12. To the extent applicable, pursuant to Bankruptcy Rule 7065, the security provisions of rule 65(c) of the Federal Rules of Civil Procedure are waived.

13. Service in accordance with this Order shall be deemed good and sufficient service and adequate notice for all purposes. 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.

14. The banks and financial institutions with which the Debtors maintain bank accounts or on which checks are drawn or electronic payment requests made in payment of prepetition or postpetition obligations are authorized and directed to continue to service and administer the Debtors' bank accounts without interruption and in the ordinary course and to receive, process, honor, and pay any and all such checks, drafts, wires, and automatic clearing house transfers issued, whether before or after the Petition Date and drawn on the Debtors' bank accounts by respective holders and makers thereof and at the direction of the Foreign Representative or the Debtors, as the case may be.

15. The Foreign Representative is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

16. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

17. This Court shall retain exclusive jurisdiction with respect to the enforcement, amendment or modification of this Order, any requests for additional relief or any adversary proceeding brought in and through these Chapter 15 Cases, 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 this Court.