

Jason S. Brookner (TX Bar No. 24033684)
Lydia R. Webb (TX Bar No. 24083758)
Sean R. Burns (TX Bar No. 24139177)
GRAY REED
1601 Elm Street, Suite 4600
Dallas, Texas 75201
Telephone: (214) 954-4135
Facsimile: (469) 953-1332
Email: jbrookner@grayreed.com
lwebb@grayreed.com
sburns@grayreed.com

Robert A. Britton (admitted *pro hac vice*)
Claudia R. Tobler (admitted *pro hac vice*)
Xu Pang (admitted *pro hac vice*)
**PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP**
1285 Avenue of the Americas
New York, New York 10019
Telephone: (212) 373-3000
Facsimile: (212) 757-3990
Email: rbritton@paulweiss.com
ctobler@paulweiss.com
xpang@paulweiss.com

Counsel to the Foreign Representative

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:)	
)	Chapter 15
SANDVINE CORPORATION, <i>et al.</i> , ¹)	
)	Case No. 24-33617 (SGJ)
)	
Debtors in a Foreign Proceeding.)	(Jointly Administered)
)	

**CERTIFICATE OF NO OBJECTION
REGARDING THE FOREIGN REPRESENTATIVE'S FINAL REPORT
FOR SANDVINE OP (UK) LTD. AND MOTION FOR ENTRY OF AN ORDER
(I) CLOSING ITS CHAPTER 15 CASE AND (II) GRANTING RELATED RELIEF**

Pursuant to the *Procedures for Complex Cases in the Northern District of Texas*, the undersigned counsel certifies as follows:

1. On March 12, 2025, Sandvine Corporation (the "Foreign Representative"), in its capacity as the duly authorized foreign representative of the above-captioned debtors (collectively, the "Debtors"), subject to proceedings commenced under the Companies' Creditors

¹ The Debtors in these chapter 15 cases, along with the Debtors' unique identifiers, are: Sandvine Corporation (Business No.: 885025916), New Procera GP Company (Company Registration No.: WC-7044), Sandvine Holdings UK Limited (Company No.: 10533653), Sandvine OP (UK) Ltd. (Company No.: 10791762), Procera Networks, Inc. (EIN: 33-0974674), and Procera Holding, Inc. (EIN: 47-4070338). The location of the Debtors' service address for purposes of these chapter 15 cases is: 410 Albert St Suite 201, Waterloo, ON N2L 3V3, Canada. Copies of materials filed with the applicable court in the CCAA proceedings and these chapter 15 cases are available on the website of the CCAA monitor: <https://www.ksvadvisory.com/experience/case/sandvine>.

Arrangement Act, R.S.C. 1985, c. C-36 in the Ontario Superior Court of Justice (Commercial List) (the “CCAA Proceedings”), filed the *Foreign Representative’s final report for Sandvine OP (UK) Ltd. and Motion for Entry of an Order (I) Closing Its Chapter 15 Case and (II) Granting Related Relief* [Docket No. 85] (the “Closing Motion”) pursuant to 11 U.S.C. §§ 105(a), 350(a), 1517(d) and 1518, with the United States Bankruptcy Court for the Northern District of Texas (Dallas Division) (the “Court”).

2. The Closing Motion was served on the parties requiring notice pursuant to Bankruptcy Rule 2002(q), as indicated in the certificate of service filed at Docket No. 86.

3. The deadline for parties to file responses or objections to the Closing Motion was April 14, 2025 at 4:00 p.m. (prevailing Central Time).

4. As of the date hereof, no objections or responses to the Closing Motion have been filed on the Court’s docket, and the Foreign Representative is unaware of any formal or informal objections to the Closing Motion. Accordingly, the Foreign Representative requests that the Court enter at its earliest convenience the proposed order filed and served with the Closing Motion, a copy of which is attached hereto as **Exhibit A**.

Respectfully submitted this 15th day of April, 2025.

GRAY REED

By: /s/ Jason S. Brookner

Jason S. Brookner (TX Bar No. 24033684)

Lydia R. Webb (TX Bar No. 24083758)

Sean R. Burns (TX Bar No. 24139177)

1601 Elm Street, Suite 4600

Dallas, Texas 75201

Telephone: (214) 954-4135

Facsimile: (214) 953-1332

Email: jbrookner@grayreed.com

lwebb@grayreed.com

sburns@grayreed.com

-and-

**PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP**

Robert A. Britton (admitted *pro hac vice*)

Claudia R. Tobler (admitted *pro hac vice*)

Xu Pang (admitted *pro hac vice*)

1285 Avenue of the Americas

New York, New York 10019

Telephone: (212) 373-3000

Facsimile: (212) 757-3990

Email: rbritton@paulweiss.com

ctobler@paulweiss.com

xpang@paulweiss.com

Counsel to the Foreign Representative

Certificate of Service

I certify that on April 15, 2025, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Northern District of Texas.

/s/ Jason S. Brookner

Jason S. Brookner

Exhibit A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

SANDVINE CORPORATION, *et al.*,¹

Debtors in a Foreign Proceeding.

)
) Chapter 15
)
) Case No. 24-33617 (SGJ)
)
) Jointly Administered

**ORDER ENTERING FINAL DECREE AND CLOSING THE
CHAPTER 15 CASE OF SANDVINE OP (UK) LTD.**

Upon consideration of the *Foreign Representative's Final Report for Sandvine OP (UK) Ltd. and Motion for Entry of an Order (I) Closing its Chapter 15 Case and (II) Granting Related Relief* [Docket No. 85] (the "Final Report and Motion"),² seeking entry of an order (this "Order")

¹ The Debtors in these chapter 15 cases, along with the Debtors' unique identifiers, are: Sandvine Corporation (Business No.: 885025916), New Procera GP Company (Company Registration No.: WC-7044), Sandvine Holdings UK Limited (Company No.: 10533653), Sandvine OP (UK) Ltd. (Company No.: 10791762), Procera Networks, Inc. (EIN: 33-0974674), Procera Holding, Inc. (EIN: 47-4070338). The location of the Debtors' service address for purposes of these chapter 15 cases is: 410 Albert St Suite 201, Waterloo, ON N2L 3V3, Canada. Copies of materials filed with the applicable court in the CCAA Proceedings, and these chapter 15 cases are available on the website of the CCAA monitor: <https://www.ksvadvisory.com/experience/case/sandvine>.

² Capitalized terms used but not defined herein have the definitions ascribed to them in the Transaction Agreement or the Motion, as applicable.

pursuant to sections 105(a), 350(a), 1517(d), and 1518(1) of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 5009(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), closing the chapter 15 case of Sandvine OP (UK) Ltd., all as more fully set forth in the Final Report and Motion; and the Foreign Representative having included a final report as part of the Motion and given notice of its filing to those parties required by Bankruptcy Rule 5009(c); and upon consideration of the Final Report and Motion and all pleadings related thereto; and this Court having jurisdiction to consider the Final Report and Motion; and upon the record of all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Final Report and Motion is consistent with the purpose of chapter 15 of the Bankruptcy Code and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, **IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:**

1. The relief requested in the Final Report and Motion is **GRANTED** in its entirety.
2. The Final Report and Motion satisfy the requirements of Bankruptcy Rule 5009(c).

The chapter 15 case of Sandvine OP has been fully administered.

3. All objections, if any, to the Final Report and Motion or the relief requested therein that have not been withdrawn, waived, or settled by stipulation filed with the Court, and all reservations of rights included therein, are hereby overruled on the merits with prejudice.

4. Pursuant to sections 350(a), 1517(d), and 1518(1) of the Bankruptcy Code, the chapter 15 case of Sandvine OP (UK) Ltd. captioned Case No. 24-33620-(SGJ) is hereby closed, effective immediately upon entry of this Order and final decree.

5. A docket entry shall be made in Case No. 24-33620-(SGJ) reflecting the entry of this Order.

6. The entry of this Order and final decree is without prejudice to the rights of the Debtors, or any party in interest, to seek to reopen the chapter 15 case of Sandvine OP (UK) Ltd. for cause pursuant to section 350(b) of the Bankruptcy Code.

7. Any orders heretofore entered by this Court in the chapter 15 case of Sandvine OP (UK) Ltd. shall survive entry of this Order.

8. The Foreign Representative and the Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

9. This Court shall retain jurisdiction with respect to any and all matters, claims, rights, or disputes arising from or related to the implementation or interpretation of this Order or the Post-Closing Administration Order in the United States.

10. Notwithstanding the provisions of Bankruptcy Rules 6004(h) and 6006(d) or any applicable provisions of the Bankruptcy Rules or Complex Case Procedures, this Order shall not be stayed after the entry hereof, but shall be effective and enforceable immediately upon entry, and the fourteen (14) day stay provided in Bankruptcy Rules 6004(h) and 6006(d) is hereby expressly waived and shall not apply. The Debtors and the Foreign Representative are not subject to any stay in the implementation, enforcement, or realization of the relief granted in this Order.

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

END OF ORDER

Submitted by:

Jason S. Brookner (TX Bar No. 24033684)

Lydia R. Webb (TX Bar No. 24083758)

Sean R. Burns (TX Bar No. 24139177)

GRAY REED

1601 Elm Street, Suite 4600

Dallas, Texas 75201

Telephone: (214) 954-4135

Facsimile: (214) 953-1332

Email: jbrookner@grayreed.com

lwebb@grayreed.com

sburns@grayreed.com

- and -

Robert A. Britton (admitted *pro hac vice*)

Claudia R. Tobler (admitted *pro hac vice*)

Xu Pang (admitted *pro hac vice*)

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

1285 Avenue of the Americas

New York, New York 10019

Telephone: (212) 373-3000

Facsimile: (212) 757-3990

Email: rbritton@paulweiss.com

ctobler@paulweiss.com

xpang@paulweiss.com

Counsel to the Foreign Representative