

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

Unique Broadband Systems Ltd., *et al.*,

Debtors in a Foreign Proceeding.<sup>1</sup>

Chapter 15

Case No. 19-11321 (KG)

Joint Administration Requested

*RE: D.1.5*

**ORDER (I) SPECIFYING FORM AND MANNER OF SERVICE OF THE  
RECOGNITION HEARING NOTICE UNDER SECTIONS 105(a), 1514 AND 1515  
OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2002 AND 9007,  
(II) SCHEDULING HEARING, AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> of BDO Canada Limited, solely in its capacity as court-appointed receiver (the “Receiver”), manager, and authorized foreign representative of Unique Broadband Systems Ltd. (“UBS”) and UBS-Axcera, Inc. (“UBS-Axcera,” and, with UBS, the “Debtors”), and not in its personal or corporate capacity, for entry of an order under sections 105(a), 1514 and 1515 of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2002 and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), scheduling the Recognition Hearing and specifying the form and manner of service of the Recognition Hearing Notice, all as more fully described in the Motion; and this Court having jurisdiction over this matter under 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; and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b)(2)(P); and a hearing having been held to consider the relief

<sup>1</sup> The Debtors and the last four digits of their U.S. Federal Employer Identification Numbers or other unique identifier are as follows: Unique Broadband Systems Ltd. (2249) (Ontario Corporation No.) and UBS-Axcera, Inc. (3865) (FEIN). The Debtors’ mailing address is 400 Spinnaker Way, Concord, ON L4K 5Y9, Canada. The Receiver and Foreign Representative is BDO Canada Limited, 20 Wellington Street East, Suite 500 Toronto, ON M5E 1C5, Canada.

<sup>2</sup> Capitalized terms not defined in this Order are defined in the Motion.

requested in the Motion; and upon the Cerrato Declaration filed contemporaneously with the Motion; and after due deliberation and good and sufficient cause appearing for approval of the Motion;

**IT IS HEREBY ORDERED THAT:**

1. The relief requested in the Motion is GRANTED as set forth herein.
2. The Court will hold a hearing on the relief requested by the Petitions and the Recognition Motion, including recognition of the Canadian Proceeding as a foreign main proceeding, or, in the alternative, a foreign nonmain proceeding, on July 10, 2019 at 4:00 p.m. (prevailing Eastern Time).
3. The Recognition Hearing Notice substantially in the form attached hereto as **Exhibit 1** is hereby approved.
4. Within three business days of entry of this Order (or as soon thereafter as is reasonably practicable), the Receiver shall serve or cause to be served on the Notice Parties by mail copies of the Recognition Hearing Notice, along with copies of the Petitions, Provisional Order, and Recognition Motion (including the proposed Final Order).
5. Service of the Recognition Hearing Notice in accordance with this Order is approved as adequate and sufficient notice on all interested parties under the Bankruptcy Rules and the Bankruptcy Code.
6. Except as otherwise ordered by the Court, the Receiver shall serve, or cause to be served, all papers filed by the Receiver in these chapter 15 cases, for which notice or service is required by Court order, the Bankruptcy Code, or the Bankruptcy Rules, on the Master Service List by mail.

7. Responses or objections to the Petitions, recognition of the Canadian Proceeding as a foreign main proceeding or foreign nonmain proceeding, or the Recognition Motion and the relief requested therein must (i) be in writing, (ii) detail the factual and legal bases for the response or objection, (iii) comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and (iv) be filed with the Office of the Clerk of the Court, 824 N. Market Street, Third Floor, Wilmington, Delaware 19801, and served upon the following counsel for the Receiver so as to be received no later than 4:00 p.m. seven (7) days prior to the Recognition Hearing: (i) Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market St., 16th Floor, P.O. Box 1347, Wilmington, Delaware 19801, Facsimile: (302) 658-3989, Attention: Derek C. Abbott ([dabbott@mnat.com](mailto:dabbott@mnat.com)) and Matthew B. Harvey ([mharvey@mnat.com](mailto:mharvey@mnat.com)); and (ii) Thornton Grout Finnigan LLP, Suite 3200, Canadian Pacific Tower, 100 Wellington St. West, Toronto (Ontario), Canada M5K 1K7, Facsimile: (416) 304-1313, Attention: D.J. Miller ([djmillier@tgf.ca](mailto:djmillier@tgf.ca)) and Rachel Bengino ([rbengino@tgf.ca](mailto:rbengino@tgf.ca)).

8. All notice requirements specified in section 1514(c) of the Bankruptcy Code, except as may be set forth herein, are hereby waived or otherwise deemed inapplicable to these cases.

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

10. The Receiver is authorized to take all actions and incur or pay all costs or expenses necessary to effectuate the relief granted under this Order in accordance with the Motion.

11. This Court shall retain jurisdiction with respect to any and all matters relating to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware

June 13, 2019

  
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THE HONORABLE KEVIN GROSS  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1**

Notice of Recognition Hearing

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

Unique Broadband Systems Ltd., *et al.*,

Debtors in a Foreign Proceeding.<sup>1</sup>

Chapter 15

Case No. 19-11321 (KG)

Joint Administration Requested

**NOTICE OF (I) FILING OF CHAPTER 15 PETITIONS, (II) ENTRY  
OF PROVISIONAL ORDER, (III) MOTION FOR RECOGNITION OF  
FOREIGN PROCEEDING AND RELATED RELIEF, AND (IV)  
HEARING ON PETITIONS AND RELATED RELIEF**

**PLEASE TAKE NOTICE** that on [●], 2019, BDO Canada Limited, solely in its capacity as court-appointed receiver (the “Receiver”), manager, and authorized foreign representative of Unique Broadband Systems Ltd. (“UBS”) and UBS-Axcera, Inc. (“UBS-Axcera,” and, with UBS, the “Debtors”), and not in its personal or corporate capacity, and in connection with the pending proceeding (the “Canadian Proceeding”) under the *Courts of Justice Act* and *Bankruptcy and Insolvency Act* in the Superior Court of Justice (Commercial List) in Ontario, Canada (the “Canadian Court”), filed (i) petitions (the “Petitions”) for recognition of the Canadian Proceeding as a foreign main proceeding, or in the alternative, a foreign nonmain proceeding, of the Debtors in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) under chapter 15 of title 11 of the United States Code (the “Bankruptcy Code”), and (ii) the *Motion of the Receiver as Authorized Foreign Representative for Entry of Provisional and Final Orders Granting Recognition of Foreign Proceeding and Certain Related Relief under Sections 105(a), 362, 365, 1517, 1519, 1520 and 1521 of the Bankruptcy Code* (the “Recognition Motion”), seeking recognition of the Canadian Proceeding as a foreign main proceeding, or in the alternative, a foreign nonmain proceeding under section 1517 of the Bankruptcy Code and related relief. Copies of the Petitions are attached hereto as **Exhibits 1A and 1B**. A copy of the Recognition Motion is attached hereto as **Exhibit 2**.

**PLEASE TAKE FURTHER NOTICE** that on June 13, 2019, the Bankruptcy Court entered an order granting provisional and injunctive relief, and related relief [D.I. ●] pursuant to, among other authority, sections 105(a) and 1519 of the Bankruptcy Code (the “Provisional Order”) with respect to the Debtors, their assets, and their contracts in the United States. The Provisional Order, among other relief, enjoins actions in the United States in contravention of the orders of the Canadian Court in the Canadian Proceeding from the entry of such Provisional Order through and including the date of the Recognition Hearing (as defined

<sup>1</sup> The Debtors and the last four digits of their U.S. Federal Employer Identification Numbers or other unique identifier are as follows: Unique Broadband Systems Ltd. (2249) (Ontario Corporation No.) and UBS-Axcera, Inc. (3865) (FEIN). The Debtors’ mailing address is 400 Spinnaker Way, Concord, ON L4K 5Y9, Canada. The Receiver and Foreign Representative is BDO Canada Limited, 20 Wellington Street East, Suite 500 Toronto, ON M5E 1C5, Canada.

below), enjoins certain creditor action with respect to the Debtors and their assets in the United States, and enjoins contract counterparties from terminating contracts with the Debtors, all as set forth in detail in the Provisional Order. A copy of the Provisional Order is attached hereto as **Exhibit 3**.

**PLEASE TAKE FURTHER NOTICE** that a hearing has been scheduled for **July 10, 2019, at 4:00 p.m.** (prevailing Eastern Time), to consider the Petitions and the relief requested by the Receiver in the Recognition Motion on a final basis (the "Recognition Hearing"), including recognition of the Canadian Proceeding as a foreign main proceeding, or in the alternative, a foreign nonmain proceeding, under chapter 15 of the Bankruptcy Code and giving full force and effect to orders entered in the Canadian Proceeding, and related relief and any objections or responses thereto.

**PLEASE TAKE FURTHER NOTICE** that responses or objections to the Petitions, recognition of the Canadian Proceeding as a foreign main proceeding or foreign nonmain proceeding, or the Recognition Motion and the relief requested therein must (i) be in writing, (ii) detail the factual and legal bases for the response or objection, (iii) comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and (iv) be filed with the Office of the Clerk of the Court, 824 N. Market Street, Third Floor, Wilmington, Delaware 19801, and served upon the following counsel for the Receiver so as to be received by **July 10, 2019 at 4:00 p.m. (prevailing Eastern Time)**: (i) Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market St., 16th Floor, P.O. Box 1347, Wilmington, Delaware 19801, Facsimile: (302) 658-3989, Attention: Derek C. Abbott ([dabbott@mnat.com](mailto:dabbott@mnat.com)) and Matthew B. Harvey ([mharvey@mnat.com](mailto:mharvey@mnat.com)); and (ii) Thornton Grout Finnigan LLP, Suite 3200, Canadian Pacific Tower, 100 Wellington St. West, Toronto (Ontario), Canada M5K 1K7, Facsimile: (416) 304-1313, Attention: D.J. Miller ([djmiller@tgf.ca](mailto:djmiller@tgf.ca)) and Rachel Bengino ([rbengino@tgf.ca](mailto:rbengino@tgf.ca)).

**PLEASE TAKE FURTHER NOTICE** that all parties wishing to appear at the Recognition Hearing by telephone must, in accordance with the *Instructions for Telephonic Appearances Effective April 5, 2005, revised May 11, 2018*, contact CourtCall via telephone (for callers calling from within the United States of America: 866-582-6878; for callers calling from outside of the United States of America: 310-743-1886) or facsimile (for parties sending facsimiles from within the United States of America: 866-533-2946; for parties sending facsimiles from outside of the United States of America: 310-743-1850) **by no later than noon (prevailing Eastern Time) one business day prior to the Recognition Hearing** to register their telephonic appearances. At the same time, you must notify the counsel listed above of your intent to appear by telephone at the Recognition Hearing.

**PLEASE TAKE FURTHER NOTICE** that if no objection or response is timely filed and served as provided above, the Bankruptcy Court may grant the relief requested in the Petitions and the Recognition Motion without further notice or hearing.

**PLEASE TAKE FURTHER NOTICE** that the Recognition Hearing may be adjourned from time to time without further notice other than an announcement in open court at the Recognition Hearing of the adjourned date or dates of the hearing.

**PLEASE TAKE FURTHER NOTICE** that the Receiver does not currently intend to conduct a claims process in these chapter 15 cases. To the extent there is a claims process established in the Canadian Proceeding, parties are directed to the Canadian Proceeding, Court File No.: CV-19-620769-00CL.

Copies of the Petitions, Recognition Motion and other filings in these cases are presently available on the Bankruptcy Court's Electronic Case Filing System, which can be accessed from the Bankruptcy Court's website at <https://ecf.deb.uscourts.gov> (a PACER login and a password are required to retrieve a document).

Dated: June 13, 2019  
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

*/s/ DRAFT*

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*Counsel for the Receiver as Foreign Representative*



**Exhibit 1A and 1B**

Chapter 15 Petitions for Recognition

*[Intentionally omitted from filed version;  
to be included in mailing]*

**Exhibit 2**

Recognition Motion

*[Intentionally omitted from filed version;  
to be included in mailing]*

**Exhibit 3**

Provisional Order

*[Intentionally omitted from filed version;  
to be included in mailing]*