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

<p><i>In re</i> Inscape Corporation,  Debtor in a Foreign Proceeding.</p>	<p>Chapter 15 Case No. 23-</p>
<p><i>In re</i> Inscape Inc.,  Debtor in a Foreign Proceeding.</p>	<p>Chapter 15 Case No. 23-</p>
<p><i>In re</i> Inscape (New York) Inc.,  Debtor in a Foreign Proceeding.</p>	<p>Chapter 15 Case No. 23-</p>

**MOTION FOR ORDER, PURSUANT TO BANKRUPTCY RULE 1015(b),  
DIRECTING JOINT ADMINISTRATION OF CHAPTER 15 CASES**

Upon consideration of the verified petition (the “Verified Petition”)<sup>1</sup> of Inscape Corporation, the foreign representative (the “Foreign Representative”) of the above-captioned debtors (the “Debtors”), which are the subject of jointly-administered proceedings under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 as amended, (the “CCAA”) in the Ontario Superior Court of Justice in Toronto, Ontario, Canada (the “Canadian Proceedings”), submits this motion (the “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A**, directing joint administration of the Debtors’ chapter 15 cases for procedural purposes only. In support of this Motion, the Foreign Representative respectfully states as follows:

### **Background**

1. On the date hereof, the Foreign Representative filed chapter 15 petitions for each of the Debtors, the *Verified Petition for Entry of Order Recognizing Foreign Main Proceedings and Granting Additional Relief*, and the *Declaration of Eric Ehgoetz in Support of Verified Petition for Entry of an Order Recognizing Foreign Main Proceedings and Granting Additional Relief* (the “Ehgoetz Declaration”). A further description of the Debtors’ business and the events leading up to the commencement of the Canadian Proceedings and these chapter 15 cases is included in the Ehgoetz Declaration, which is incorporated herein by reference.

### **Jurisdiction and Venue**

2. This Court has subject matter jurisdiction over this Motion pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(P). Venue is proper in this district pursuant to 28 U.S.C. § 1410(1).

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Verified Petition and the Ehgoetz Declaration (as defined herein).

3. The statutory bases for the relief requested herein are sections 101(2) and 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

**Relief Requested**

4. The Foreign Representative requests entry of an order, substantially in the form attached hereto as **Exhibit A**, (a) directing joint administration of the Debtors’ chapter 15 cases for procedural purposes only, and (b) granting related relief. Specifically, the Foreign Representative requests that the Court maintain one file and one docket for all of the jointly-administered chapter 15 cases under the case of Inscape Corporation, and that the cases be administered under a consolidated caption, substantially as follows:

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

<i>In re</i>	Chapter 15
Inscape Corporation, <i>et al.</i> , <sup>1</sup>	Case No. 23-
Debtors in a Foreign Proceeding.	Jointly Administered

5. The Foreign Representative also requests that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors’ chapter 15 cases other than the case of Inscape:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of the chapter 15 cases of Inscape Corporation; Inscape Inc.; and Inscape (New York) Inc. All further pleadings

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<sup>1</sup> 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: (i) Inscape Corporation (“Inscape”) (BN 1738), (ii) Inscape Inc., a Delaware Corporation (“Inscape Delaware”) (FEIN 1804), and (iii) Inscape (New York) Inc., a New York Corporation (“Inscape New York”) (FEIN 7231).

and other papers shall be filed in and all further docket entries shall be made in Case No. 23-.

6. Further, the Foreign Representative requests that the Court authorize the Debtors to utilize a combined service list for the jointly-administered cases and that the combined notices be sent to creditors of the Debtors' estates and other parties in interest as applicable.

### **Basis for Relief Requested**

7. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). The Debtors are “affiliates” as that term is defined in Bankruptcy Code section 101(2). Accordingly, the Bankruptcy Code and Bankruptcy Rules each authorize the Court to grant the relief requested herein.

8. In addition, Bankruptcy Code section 105(a) provides the Court with the power to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions” of the Bankruptcy Code. 11 U.S.C. § 105(a).

9. Joint administration is generally non-controversial, and courts in this jurisdiction routinely order joint administration in cases with multiple, related debtors. *See, e.g., In re U.S.J. – Acucar E Alcool S.A.*, Case No. 22-10320 (DSJ) (Bankr. S.D.N.Y. April 4, 2022); *In re Virgin Australia Holdings Ltd.*, Case No. 20-11024 (PB) (Bankr. S.D.N.Y. May 1, 2020); *In re Nygard Holdings (USA) Ltd.*, Case No. 20-10828 (DSJ) (Bankr. S.D.N.Y. March 20, 2020); *In re Perforadora Oro Negro, S. de R.L. de C.V.*, Case No. 18-11094 (MG) (Bankr. S.D.N.Y. April 23, 2018); *In re OIC Run-Off Ltd. and The London and Overseas Insurance Co. Ltd.*, Case No. 15-13054 (SCC) (Bankr. S.D.N.Y. Nov. 19, 2015); *In re OAS S.A.*, Case No. 15-10937 (SMB) (Bankr. S.D.N.Y. Apr. 16, 2015); *In re Aralco S.A. – Indústria e Comércio*, Case No. 15-10419 (MKV) (Bankr. S.D.N.Y. Feb. 27, 2015); *In re Bumi Inv. Pte Ltd*, Case No. 14-13296 (MKV)

(Bankr. S.D.N.Y. Dec. 30, 2014); *In re Lupatech S.A.*, Case No. 14-11559 (SMB) (Bankr. S.D.N.Y. May 28, 2014).

10. As set forth in the Ehgoetz Declaration, given the integrated nature of the Debtors' operations, joint administration of these chapter 15 cases will provide significant administrative convenience to the parties in interest and this Court and its personnel. Many of the motions, hearings, and orders that will arise in these chapter 15 cases will affect each and every Debtor entity.

11. Moreover, the existence of multi-jurisdictional international proceedings involving certain of the Debtors and other entities in the corporate structure adds additional complexity to the efficient administration of the Debtors' cases that the relief requested herein will help to ameliorate. The entry of an order directing joint administration of these chapter 15 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration will also allow the U.S. Trustee, the Court, and all parties in interest to monitor these chapter 15 cases with greater ease and efficiency.

12. In addition, joint administration will not adversely affect the Debtors' respective constituencies because this Motion requests only administrative, not substantive, consolidation of the Debtors' estates. Parties in interest will not be harmed by joint administration of these chapter 15 cases because the relief sought in this Motion is purely procedural and is in no way intended to affect substantive rights. All creditors and other parties in interest will retain all their claims or rights against the individual Debtor entity against which they have such claims or as to which they have such rights. Finally, the Debtors submit that parties in interest will benefit from the cost reductions associated with the joint administration of these chapter 15 cases.

13. Accordingly, the Debtors submit the joint administration of these chapter 15 cases is in the best interests of their estates, their creditors, and all other parties in interest.

**Motion Practice**

14. This Motion includes citations to the applicable rules and statutory provisions upon which the relief requested herein is predicated and a discussion of their application to this Motion. Accordingly, the Debtors submit this Motion satisfies Rule 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York.

**Notice**

15. The Foreign Representative requests that the Court grant this Motion without notice to interested parties. The Foreign Representative proposes to notify all interested parties of these chapter 15 cases in the method set forth in Foreign Representative's *Motion for Order Scheduling Recognition Hearing and Specifying Form and Manner of Service of Notice*, which was filed contemporaneously herewith. In light of the nature of the relief requested, the Foreign Representative submits, and requests that this Court hold, that no further notice is required.

**No Prior Request**

16. The Foreign Representative has not previously sought the relief requested herein from this or any other court.

WHEREFORE the Foreign Representative respectfully requests the Court enter the proposed order, substantially in the form attached hereto as **Exhibit A**, (i) directing joint administration of the Debtors' chapter 15 cases, and (ii) granting related relief.

Dated: January 23, 2023  
New York, New York

Respectfully submitted,  
WILLKIE FARR & GALLAGHER LLP  
By:

/s/ Weston T. Eguchi  
Weston T. Eguchi  
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**Exhibit A**

**Proposed Order**

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

<i>In re</i> Inscape Corporation, Debtor in a Foreign Proceeding.	Chapter 15 Case No. 23-
<i>In re</i> Inscape Inc., Debtor in a Foreign Proceeding.	Chapter 15 Case No. 23-
<i>In re</i> Inscape (New York) Inc., Debtor in a Foreign Proceeding.	Chapter 15 Case No. 23-

**ORDER DIRECTING JOINT ADMINISTRATION OF CHAPTER 15 CASES**

Upon consideration of the motion (the “Motion”) of Inscape Corporation, as the foreign representative (the “Foreign Representative”) of the above-captioned debtors (the “Debtors”), for entry of an order (this “Order”), (i) directing joint administration of the Debtors’ chapter 15 cases for procedural purposes only, and (ii) granting related relief, as more fully set forth in the Motion; and upon consideration of the *Declaration of Eric Ehgoetz in Support of Petition for Entry of an Order Recognizing Foreign Main Proceedings and Granting Additional Relief* (the

“Ehgoetz Declaration”); and the Court having subject matter jurisdiction to consider the Motion and to grant the relief requested therein in accordance with 28 U.S.C. § 1334; 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 of these chapter 11 cases and the Motion in this District is proper pursuant to 28 U.S.C. § 1410; and no notice of the Motion being required under the circumstances; and upon the Motion, the Ehgoetz Declaration and other pleadings filed on the docket, and the Court having determined the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and all other parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is HEREBY

ORDERED THAT:

1. The Motion is GRANTED in its entirety.
2. The above-captioned chapter 15 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 23-.
3. The caption of the jointly administered cases should read substantially as follows:

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

*In re*

Inscape Corporation, *et al.*,<sup>1</sup>

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 23-

Jointly Administered

4. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors other than Inscape Corporation to reflect the joint administration of the Debtors' chapter 15 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of the chapter 15 cases of: Inscape Corporation; Inscape Inc.; and Inscape (New York) Inc. All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 23-.

5. One consolidated docket, one file, and one consolidated service list shall be maintained and kept by the Clerk of the Court.

6. Nothing contained in the Motion or this Order shall be deemed or construed as directing nor otherwise effecting a substantive consolidation of these chapter 15 cases and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

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<sup>1</sup> 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: (i) Inscape Corporation ("Inscape") (BN 1738), (ii) Inscape Inc., a Delaware Corporation ("Inscape Delaware") (FEIN 1804), and (iii) Inscape (New York) Inc., a New York Corporation ("Inscape New York") (FEIN 7231).

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

Dated: January \_\_, 2023  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE