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

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In re:	: Chapter 15
	:
NOVELION THERAPEUTICS INC.,	: Case No. 21-_____ (____)
	:
Debtor in a Foreign Proceeding.	:
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**PETITIONER'S MOTION FOR PROVISIONAL RELIEF
PURSUANT TO SECTION 1519 OF THE BANKRUPTCY CODE**

Alvarez & Marsal Canada Inc., as the duly authorized foreign representative (the "Foreign Representative" or the "Petitioner"), as defined by section 101(24) of title 11 of the United States Code (the "Bankruptcy Code"), of Novelion Therapeutics Inc. ("Novelion" or the "Company"), hereby moves (the "Motion") this Court, pursuant to section 1519 of title 11 of the United States Code (the "Bankruptcy Code") for entry of an order, substantially in the form of the proposed order attached hereto as **Exhibit A** (the "Provisional Relief Order"), (i) granting provisional relief in the form of an order enforcing the Interim Distribution Order (as defined below) in the United States, and (ii) granting such other and further relief as this Court deems just and proper. In support of this Motion, the Petitioner relies upon (i) the *Petitioner's Verified Petition Under Chapter 15 for Recognition of the Canadian Proceeding and Request for Related*

Relief (the “Verified Petition”),¹ and (ii) the *Memorandum of Law in Support of (A) Petitioner’s Verified Petition Under Chapter 15 for Recognition of the Canadian Proceeding and Request for Related Relief, and (B) Motion for Provisional Relief* (the “Memorandum of Law”), each of which was filed contemporaneously herewith and is incorporated herein by reference. In further support of the relief requested herein, the Petitioner respectfully represents as follows:

PRELIMINARY STATEMENT

1. The Company formerly operated as a British Columbia biopharmaceutical business dedicated to developing and commercializing treatments and therapies for individuals living with rare diseases. The Company is now in the final stages of a liquidation proceeding under the laws of British Columbia. The claims bar date established in the liquidation proceeding has passed, and all creditor claims have been agreed and paid in full. All that remains is for the Company to distribute its remaining assets to shareholders in accordance with the governing laws of British Columbia and complete a dissolution of the corporate entity

2. The Canadian Court has authorized the Petitioner to cause the Company to make an interim distribution of the Company’s remaining assets to shareholders. However, the distribution cannot be completed until Citibank N.A., New York Branch (“Citi NY”), which acts as transfer agent for the assets in the United States, has received a United States court order confirming that the directions provided to, among others, Citi NY, in the Interim Distribution Order are enforceable in the United States. Accordingly, the Petitioner filed the Verified Petition and this Motion to seek an order enforcing the Interim Distribution Order in the United States to

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Verified Petition.

provide Citi NY, and any other relevant party, with confirmation that the directions provided to them under the Interim Distribution Order are enforceable in the United States.

3. The requested relief is necessary to advance key objectives of Chapter 15, namely to facilitate (1) the fair and efficient administration of cross-border insolvencies that protects the interest of all interested parties, and (2) cooperation between the courts of the United States and Canada, and cooperation between the United States courts and the Petitioner. Absent the relief requested herein, the Petitioner's efforts to liquidate the Company in accordance with governing law, the Liquidation Plan (as defined below), and the orders of the Canadian Court would be impeded and hindered, a result that would be contrary to the purposes of Chapter 15. Moreover, the Canadian Court has requested this Court's assistance in aid of the Canadian Proceeding. Granting the relief requested will fulfill the Canadian Court's request, which is exactly the type of cooperation that Chapter 15 is meant to foster.

JURISDICTION AND VENUE

4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012. The Petitioner and the Company confirm their consent, pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), 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.

5. The Petitioner properly commenced this chapter 15 case pursuant to sections 1504 and 1509 of the Bankruptcy Code by filing the Petition under section 1515 of the Bankruptcy Code.

6. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

7. Venue is proper before the Court pursuant to 28 U.S.C. § 1410, as the Company has assets in the form of \$25,000 in a non-interest bearing client trust account with Citi Private Bank in New York.

8. The statutory predicates for the relief requested herein are sections 105(a), 1521(a)(7), and 1519 of the Bankruptcy Code.

BACKGROUND

9. As described in greater detail in the Verified Petition, the Company is subject to a liquidation proceeding (the “Canadian Proceeding”) commenced under the *Business Corporations Act*, S.B.C. 2002 c. 57 (the “BCBCA”), pending before the Supreme Court of British Columbia, Vancouver Registry (the “Canadian Court”). On January 9, 2020, the Canadian Court issued an order (the “Liquidation Order”) approving the appointment of the Petitioner as the liquidator of the Company. In addition, the Canadian Court directed that the Company’s liquidation be carried out in accordance with the terms of the Company’s Plan of Liquidation and Distribution (the “Liquidation Plan”), which the Company had developed in consultation with the Petitioner prior to commencing the Canadian Proceeding.

10. In accordance with the Liquidation Plan and other orders of the Canadian Court, the deadline for creditors to file proofs of claim or dispute the amount of their claims as determined by the Petitioner, as liquidator, was May 29, 2020. All claims against the Company have been agreed and fully paid. The Company’s remaining principal asset consists of 2,498,050 American Depositary Receipts (the “ADRs”) of Amryt Pharma plc (“Amryt”) for which Citi NY, is depositary.

11. By order dated December 16, 2020 (the “Interim Distribution Order”), the Canadian Court authorized the Petitioner, on behalf of the Company, to cause the Company to make an interim distribution of the ADRs (approximately 84.5% of the ADRs) to shareholders. The Petitioner, on behalf of the Company, has attempted to effectuate the distributions in accordance with the terms of the Interim Distribution Order, which expressly directs all persons, including transfer agents, custodians, and depositary banks to take all steps to complete the distribution. However, the Petitioner understands that the distribution cannot be completed until Citi NY, which acts as transfer agent for the ADRs in the United States, has received a United States court order confirming that the Distribution Order is enforceable in the United States.

12. Pursuant to the Liquidation Order and the Interim Distribution Order, the Canadian Court authorized the Petitioner to apply to any court for the “recognition” of the Liquidation Order and the Interim Distribution Order, respectively. Indeed, the Canadian Court expressly requested this Court’s assistance with respect to those orders and asked the Court “to grant representative status” to the Petitioner. Accordingly, the Petitioner commenced this Chapter 15 case and filed this Motion to seek an order enforcing the Interim Distribution Order in the United States to provide Citi NY, and any other relevant party, with confirmation that the Interim Distribution Order is enforceable in the United States.

13. Additional information about the Company’s business, the facts and circumstances surrounding the Company, the Canadian Proceeding, and the commencement of this Chapter 15 case can be found in the Verified Petition, which is hereby incorporated by reference.

RELIEF REQUESTED

14. Pursuant to Section 1519(a)(1) of the Bankruptcy Code, the Petitioner respectfully requests immediate entry of the Provisional Relief Order, substantially in the form attached hereto as **Exhibit A**, enforcing the Interim Distribution Order and facilitating the transactions thereunder. Pursuant to the Provisional Relief Order, the Petitioner would be authorized to supervise the administration, realization, and distribution of the Company's assets within the territorial jurisdiction of the United States, including directing Citi NY and all other entities to take any and all lawful actions necessary to give effect in the United States to the Interim Distribution Order for that purpose, and such entities would be directed to take such actions.

15. Section 1519(a) of the Bankruptcy Code provides:

From the time of filing a petition for recognition until the court rules on the petition, the court may, at the request of the foreign representative, where relief is urgently needed to protect the assets of the debtor or the interests of the creditors, grant relief of a provisional nature, including -

(2) 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

(3) any relief referred to in paragraph (3), (4), or (7) of section 1521(a).

11 U.S.C. § 1519(a). Section 1519(a)(3) of the Bankruptcy Code authorizes the Court to grant, on a provisional basis, any relief available pursuant to section 1521(a)(7). Section 1521(a)(7) provides that the Court may grant a foreign representative any relief available to a trustee, subject to certain exceptions that are not applicable in this case. Authorization to make distributions of a debtor's assets, and corresponding direction for distribution agents and similar

parties to take all steps necessary or advisable to facilitate such distributions, is an essential feature of the Bankruptcy Code that clearly falls within this provision. In addition, section 105(a) of the Bankruptcy Code further allows the Court to “issue any order . . . necessary or appropriate to carry out the provisions of [title 11].” 11 U.S.C. § 105(a).

16. As set forth in the Memorandum of Law, the Petitioner has satisfied the standards for the relief requested by this Motion. In particular, the Petitioner has demonstrated that (i) there is a likelihood of success (i.e., obtaining Chapter 15 recognition); (ii) there is a risk of irreparable harm in the absence of relief; (iii) the balance of harms tips in favor of the moving party; and (iv) the public interest weighs in favor of granting the relief requested. Indeed, absent the relief requested, the shareholders who are slated to receive the ADRs could suffer irreparable harm if they are not provided the opportunity, notwithstanding the Petitioner’s diligent efforts, to make their own investment decisions with respect to the ADRs that are currently held by the Company and that are to be distributed to these shareholders. The Amryt Pharma plc shares are publicly traded securities subject to possible market fluctuations beyond the Petitioner’s control. In contrast, creditors, who have been paid in full, are sufficiently protected and will suffer no harm should the relief be granted. The Petitioner understands that Citi NY does not oppose the relief sought herein.

NOTICE

17. Pursuant to the *Motion for Entry of an Order Specifying Form and Manner of Service of Notice*, the Petitioner has requested an order shortening notice of the hearing on this Motion. The Petitioner respectfully submits that there is sufficient cause to shorten notice and schedule a hearing on the Motion within seven days of the filing thereof. In particular, as set forth above and in the Verified Petition, the Amryt Pharma plc shares are publicly traded

securities subject to possible market fluctuations beyond the Petitioner's control. Absent the relief requested, there will be a risk of irreparable harm.

CONCLUSION

WHEREFORE, the Petitioner respectfully requests this Court (i) enter the Provisional Relief Order, substantially in the form attached hereto, and (ii) grant such other and further relief as this Court deems just and proper.

[Signature on following page]

Dated: February 8, 2021
New York, New York

/s/ Eric Daucher

Eric Daucher

Francisco Vazquez

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Counsel to the Petitioner

Exhibit A

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

-----	X
In re:	: Chapter 15
	: :
NOVELION THERAPEUTICS INC.,	: Case No. 21-_____ (____)
	: :
Debtor in a Foreign Proceeding.	: :
-----	X

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

Upon the motion (the “Motion”)¹ of Alvarez & Marsal Canada Inc. (the “Petitioner”), in its capacity as the liquidator of the above captioned corporation (the “Company”) in a proceeding (the “Canadian Proceeding”) commenced under the *Business Corporations Act*, S.B.C. 2002 c. 57 (the “BCBCA”), pending before the Supreme Court of British Columbia, Vancouver Registry (the “Canadian Court”) and as the duly authorized foreign representative as defined by section 101(24) of title 11 of the United States Code (the “Bankruptcy Code”), for entry of an Order Granting Provisional Relief Pursuant to Section 1519 of the Bankruptcy Code; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with section 1334 of title 28 of the United States Code, sections 109 and 1501 of the Bankruptcy Code, and the *Amended Standing Order of Reference from the United States District Court for the District of New York*, dated as of January 31, 2012 (the “Amended Standing Order”); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to section 157(b) of title 28 of the United States Code; and due and proper notice of the Motion having been provided under the circumstances; and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

(the “Hearing”); and the appearances of all interested parties having been noted in the record of the Hearing; and upon (i) the *Petitioner’s Verified Petition Under Chapter 15 for Recognition of the Canadian Proceeding and Request for Related Relief* (the “Verified Petition”), (ii) the *Memorandum of Law in Support of (A) Petitioner’s Verified Petition Under Chapter 15 for Recognition of the Canadian Proceeding and Request for Related Relief, and (B) Motion for Provisional Relief*, and (iii) the *Declaration of Kieran Siddall in Support of (A) Petitioner’s Verified Petition Under Chapter 15 for Recognition of the Canadian Proceeding and Request for Related Relief, and (B) Motion for Provisional Relief* (collectively, the “Chapter 15 Papers”), filed contemporaneously with the Motion, the record of the Hearing and all of the proceedings before the Court in this Chapter 15 case; and the Court having found and determined that the provisional relief sought in the Motion is in the best interests of the Company, its creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation thereon and sufficient cause appearing therefor,

THIS COURT HEREBY FINDS AND DETERMINES 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 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. This Court has jurisdiction to consider this matter pursuant to section 1334 of title 28 of the United States Code and the Amended Standing Order.

C. This is a core proceeding pursuant to section 157(b)(2)(P) of title 28 of the United States Code.

D. Venue for this proceeding is proper before this Court pursuant to section 1410 of title 28 of the United States Code.

E. Service of the Motion was due, proper, and sufficient under the circumstances and no other notice is required.

F. On February 8, 2021, this Chapter 15 case was commenced by the Petitioner's filing of a voluntary Chapter 15 Petition for Recognition of a Foreign Proceeding for the Debtor contemporaneously with the filing of the Verified Petition. Attached to the Verified Petition was a copy of the Liquidation Order issued by the Canadian Court in the Canadian Proceeding approving the appointment of the Petitioner as the liquidator of the Company, approving the Liquidation Plan, and granting additional relief.

G. In addition, a copy of the Interim Distribution Order was attached to the Verified Petition, pursuant to which the Canadian Court authorized the Petitioner, as the liquidator of the Company, to cause the Company to make certain distributions to shareholders.

H. The Petitioner has demonstrated a substantial likelihood of success on the merits that (a) the Canadian Proceeding is a "foreign main proceeding" as that term is defined in section 1502(4) of the Bankruptcy Code, (b) the Petitioner is a "foreign representative" as that term is defined in section 101(24) of the Bankruptcy Code, (c) all statutory elements for recognition of the Canadian Proceeding are satisfied in accordance with section 1517 of the Bankruptcy Code, and (d) upon recognition of the Canadian Proceeding as a foreign main proceeding, section 362 of the Bankruptcy Code will automatically apply in this Chapter 15 case pursuant to section 1520(a)(1) of the Bankruptcy Code.

I. The Petitioner has demonstrated that (a) the relief granted hereby would permit the fair and efficient administration of the Canadian Proceeding for the benefit of all stakeholders and (b) the relief requested in the Motion will neither cause an undue hardship nor create any hardship to parties in interest that is not outweighed by the benefits of the relief granted herein. Moreover, absent the relief granted hereby, the Petitioner's efforts to liquidate the Company in accordance with the BCBCA, the Liquidation Plan, and the orders of the Canadian Court would be impeded and hindered, a result that would be contrary to the purposes of Chapter 15 as set forth in, *inter alia*, section 1501(a) of the Bankruptcy Code. In particular, absent the relief granted hereby, certain persons have advised that they cannot carry out the administrative action necessary to implement the Interim Distribution Order and any actions related thereto. Such actions or inactions could threaten, frustrate, delay, and impede the Canadian Proceeding and implementation of the Liquidation Plan, the Liquidation Order, and the Interim Distribution Order, and, as a result, the Petitioner, the Company and other parties in interest would suffer irreparable harm for which there is no adequate remedy at law.

J. The Petitioner has also demonstrated that the relief granted hereby (i) is urgently needed to protect the interests of the Petitioner, the Company, and its stakeholders, (ii) is essential to the success of the Canadian Proceeding, the Liquidation Plan, and the Interim Distribution Order, (iii) is an integral element of the Canadian Proceeding, the Liquidation Plan, and the Interim Distribution Order and/or integral to their effectuation, and (iv) confers material benefits on and is in the best interests of the Petitioner and the Company and its stakeholders, including without limitation the shareholders.

K. In addition, the Petitioner has demonstrated that (i) the interests of the Company, the Company's creditors, and other interested parties are sufficiently protected, and (ii) injury

will result to any party that is greater than the harm to the Company's assets and property in the absence of the relief requested in the Motion.

L. The interests of the public and public policy of United States will be served by entry of this Order.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is granted as set forth herein.
2. The Interim Distribution Order is hereby given full force and effect on a provisional basis in the United States until otherwise ordered by this Court.
3. The Petitioner's authorization and power, as liquidator of the Company, to supervise the administration, realization, and distribution of the Company's assets within the territorial jurisdiction of the United States, including, but not limited to, directing or instructing any person or entity in the United States to take any and all lawful actions necessary to give effect to the Interim Distribution Order and the transactions contemplated thereunder, including distributing the ADRs is hereby confirmed.
4. No action taken by the Petitioner in preparing, disseminating, applying for, implementing, or otherwise acting in furtherance of the Canadian Proceeding, the Liquidation Plan, the Liquidation Order, or the Interim Distribution Order, any other orders of the Canadian Court, or any order entered in this Chapter 15 case or in any adversary proceedings or contested matters in connection therewith, shall be deemed to constitute a waiver of the immunity afforded the Petitioner pursuant to sections 306 and 1510 of the Bankruptcy Code.
5. Notwithstanding any applicability of any Bankruptcy Rules, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. The Petitioner is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

7. This Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____, 2021
New York, New York

Honorable _____
United States Bankruptcy Judge