

Hearing Date: January 24, 2024 at 10:00 a.m. (prevailing Eastern Time)  
Objection Deadline: January 17, 2024 at 4:00 p.m. (prevailing Eastern Time)

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*Counsel to the Foreign Representative*

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

In re:	)	Chapter 15
	)	
Inscape Corporation, <i>et al.</i> , <sup>1</sup>	)	Case No. 23-10074
	)	
Debtors in a Foreign Proceeding.	)	(Jointly Administered)
	)	

**NOTICE OF HEARING ON FINAL REPORT AND  
PETITIONER'S MOTION FOR ORDER CLOSING CHAPTER 15 CASES**

PLEASE TAKE NOTICE that, a hearing (the “**Hearing**”) will take place before the Honorable Michael E. Wiles of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) on **January 24, 2024 at 10:00 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard, to consider the *Final Report and Petitioner’s Motion for Order Closing Chapter 15 Cases* (the “**Motion**”) annexed hereto. In accordance with General Order M-543, dated March 20, 2020 (Morris, C.J.), a copy of which may be viewed on the Court’s website at <http://www.nysb.uscourts.gov/sites/default/files/m543.pdf>, the Hearing will be conducted telephonically unless otherwise ordered by the Court. Any parties wishing to

<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).

participate must do so telephonically by making arrangements through CourtSolutions LLC (<http://www/court-solutions.com>).

**PLEASE TAKE FURTHER NOTICE** that responses or objections, if any, to the Motion must: (a) be made in writing; (b) state with particularity the grounds therefor; (c) be filed with the Bankruptcy Court with a copy delivered to the Judge's Chambers; and (d) be served upon: counsel to the Foreign Representative, Weston T. Eguchi, Esq. and Jamie M. Eisen, Esq., 787 Seventh Avenue, New York, New York 10019 ([weguchi@willkie.com](mailto:weguchi@willkie.com) and [jeisen@willkie.com](mailto:jeisen@willkie.com)), so as to be filed and received no later than **January 17, 2024 at 4:00 p.m. (prevailing Eastern Time)** (the **"Objection Deadline"**).

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

**PLEASE TAKE FURTHER NOTICE** that if you wish to be heard with respect to the Motion, you must attend the Hearing. The Hearing may be adjourned from time to time in open Court or by the Foreign Representative filing a notice with the Court.

Dated: December 20, 2023  
New York, New York

Respectfully submitted,  
WILLKIE FARR & GALLAGHER LLP

By:

/s/ Weston T. Eguchi  
Weston T. Eguchi  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 15
	)	
Inscap Corporation, <i>et al.</i> , <sup>2</sup>	)	Case No. 23-10074
	)	
Debtors in a Foreign Proceeding.	)	(Jointly Administered)
	)	

**FINAL REPORT AND PETITIONER'S MOTION  
FOR ORDER CLOSING CHAPTER 15 CASES**

Inscap Corporation, 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 the above-captioned debtors (the “Debtors” or the “Company”), hereby submits this final report and motion to close (the “Final Report and Motion to Close”), pursuant to sections 350 and 1517(d) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 5009 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 5009-2(a) of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), for entry of an order, substantially in the form of the proposed order attached hereto as

<sup>2</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) Inscap Corporation (“Inscap”) (BN 1738), (ii) Inscap Inc., a Delaware Corporation (“Inscap Delaware”) (FEIN 1804), and (iii) Inscap (New York) Inc., a New York Corporation (“Inscap New York”) (FEIN 7231).

**Exhibit A** (the “Proposed Order”), closing these Chapter 15 cases (the “Chapter 15 Cases”), and granting such other and further relief as this Court deems just and proper. In support of the relief requested herein, the Petitioner respectfully represents as follows:

**JURISDICTION AND VENUE**

1. 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 Bankruptcy Rule 7008, to the entry of a final order by the Court in connection with the relief requested herein 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.

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

3. Venue is proper before the Court pursuant to 28 U.S.C. § 1410.

4. The statutory predicates for the relief requested herein are sections 350 and 1517(d) of the Bankruptcy Code.

**FINAL REPORT**

**I. The Canadian Proceedings**

5. The Debtors are subject to a liquidation proceeding (the “Canadian Proceedings”) commenced under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, C. C-36, as amended (the “CCAA”), pending before the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”).

6. On January 12, 2023, the Debtors commenced court-supervised restructuring proceedings under the CCAA. On the same day, the Canadian Court entered an order (the “Initial”

Order”), which, among other things, appointed Alvarez & Marsal Canada Inc. (“A&M”) as monitor (the “Monitor”) of the business and financial affairs of the Debtors.

7. On January 20, 2023, the Canadian Court entered an amended order (the “Amended and Restated Initial Order”), which, among other things, (i) authorized either one of Inscope Corporation to act as the Foreign Representative in respect of the Canadian Proceedings for the purposes of having such proceedings recognized in a jurisdiction outside of Canada and (ii) authorized the Foreign Representative to apply for foreign recognition of the Canadian Proceedings, as necessary, in any jurisdiction outside of Canada, including in the United States pursuant to Chapter 15 of title 11 of the United States Code 11 U.S.C. §§ 101 -1532.

**II. Recognition of the Canadian Proceeding Under Chapter 15 and Orderly Wind-Down of the Company**

8. On January 23, 2023, each of the Debtors commenced these cases by filing a *Chapter 15 Petition for Recognition of a Foreign Proceeding* [Docket No. 1] with the United States Bankruptcy Court for the Southern District of New York (the “Court”). In addition, the Debtors filed a *Motion for Joint Administration* [Docket No. 6] seeking to jointly administer these cases under *In re Inscope Corp.*, Case No. 23-10074 (Bankr. S.D.N.Y.). On January 24, 2023, the Court entered an order jointly administering these cases [Docket No. 6].

9. On March 1, 2023, this Court entered the *Order Recognizing Foreign Main Proceedings and Granting Additional Relief* [Docket No. 22] (the “Recognition Order”). Pursuant to the Recognition Order, this Court granted recognition of the Canadian Proceedings as foreign main proceedings. Thus, the Foreign Representative and the Debtors were granted all relief afforded to a foreign representative and to foreign debtors pursuant to section 1520 of the Bankruptcy Code.

10. On March 24, 2023, the Canadian Court entered the *Ancillary Relief Order*, which authorized the Debtors to make distributions to HUK 116 Limited (“Hilco”), the Debtors’ secured creditor, up to the amount of its secured indebtedness, and without further order of the Canadian Court. In accordance with such order, Hilco was paid approximately \$3.6 million in satisfaction of its secured debt.

11. Throughout the Canadian Proceedings, the Monitor filed eight reports, providing the Canadian Court with updates relating to, among other things, the wind-down of the Debtors’ business. The Monitor’s Eighth Report, dated November 22, 2023, reported to the Canadian Court that the status of the Company’s orderly wind down is now substantially complete and recommended that the Canadian Court terminate the Canadian Proceedings.

### **III. The Motion Record of the Applicants**

12. By motion dated November 17, 2023 (the “Motion”), the Debtors requested an order from the Canadian Court authorizing the Debtors to take all steps to cause the termination of the Canadian Proceedings under the CCAA and the discharge of the Monitor. By order dated November 28, 2023 (the “CCAA Termination Order”), the Canadian Court granted the Motion and authorized, among other things, the discharge of A&M as Monitor and the termination of the Canadian Proceedings upon the Monitor’s service of an executed certificate on the service list in the Canadian Proceedings (the “Monitor’s Termination Certificate”) certifying that, to the best of the knowledge and belief of the Monitor, all matters to be attended to in connection with the Canadian Proceedings have been completed. Upon such service by the Monitor, the CCAA Termination Order provided that the Canadian Proceedings shall be terminated without any further act or formality (the “CCAA Termination Time”). The CCAA Termination Order also directed the Monitor to file a copy of the Monitor’s Termination Certificate with the Canadian Court and

post a copy of the Monitor's Termination Certificate on the case website<sup>3</sup> as soon as practicable following the CCAA Termination Time. On December 19, 2023, the Monitor filed and served the Monitor's Termination Certificate and posted a copy of such certificate on the case website. Accordingly, the CCAA Termination Time has now occurred.

### **RELIEF REQUESTED**

#### **I. These Chapter 15 Cases Should Be Closed**

13. As the CCAA Termination Order has been entered and the CCAA Termination Time has occurred, there are no remaining material steps to complete to wind down the Company and the Debtors will do all things necessary to effect the dissolution of the Company under the CCAA. There is no longer any reason for these Chapter 15 Cases to remain open. Accordingly, the Petitioner respectfully requests that, upon expiration of the relevant 30-day notice period, this Court enter an order, substantially in the form of the Proposed Order, closing these Chapter 15 Cases as soon as practicable, without prejudice to the Foreign Representative's or the Debtors' ability to seek to reopen these Chapter 15 Cases at a later time, should the need to reopen these cases arise.

14. Section 1517(d) of the Bankruptcy Code provides that "[a] case under this chapter [15] may be closed in the manner prescribed under section 350." 11 U.S.C. § 1517(d). Section 350 of the Bankruptcy Code provides that "[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case." 11 U.S.C. § 350.

15. Here, the Debtors' orderly wind down is substantially complete, the Canadian Proceedings have been terminated and all matters to be attended to in connection with the Canadian Proceedings have been completed. Accordingly, there is no further need for relief from this Court,

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<sup>3</sup> The case website is <https://www.alvarezandmarsal.com/InscapeCorporation>.

and these Chapter 15 Cases should be closed. See In re Lupatech S.A., 611 B.R. 496, 504 (Bankr. S.D.N.Y. 2020) (closing Chapter 15 cases “as it appears the purposes of the cases have been met and the cases have been fully administered”).

16. Pursuant to Bankruptcy Rule 5009(c), a foreign representative in a chapter 15 case must file and serve a final report when the purpose of the foreign representative’s appearance in the bankruptcy court is completed. Such a report must describe “the nature and results of the representative’s activities in the court.” Fed. R. Bankr. P. 5009(c). If no objection is filed to the report within 30 days of the foreign representative filing a certificate the notice has been given, it shall be presumed that the Chapter 15 case has been fully administered, and the case may be closed.

17. In accordance with Bankruptcy Rule 5009(c), the Final Report has been served on the Office of the United States Trustee, the Company, all persons or bodies authorized to administer foreign proceedings of the Company, and all parties to litigation pending in the United States in which the Company was a party at the time of the commencement of these Chapter 15 Cases.

18. Other than the relief requested herein, there are no outstanding matters in these Chapter 15 Cases. Moreover, the Debtors do not anticipate any further requests for relief from this Court.

19. Accordingly, the Petitioner submits that it is appropriate and necessary for the Court to enter an order closing these Chapter 15 Cases as soon as reasonably practicable.

### **NOTICE**

20. Notice of the relief requested herein shall be provided in accordance with the procedures set forth in *Order Scheduling Recognition Hearing and Specifying Form and Manner of Service of Notice* [Docket No. 9]. The Debtors respectfully submit that no further notice is required.



**NO PRIOR REQUEST**

21. No previous request for the relief sought herein has been made by the Petitioner or the Debtors to this or any other court.

**CONCLUSION**

**WHEREFORE**, the Petitioner, as the Foreign Representative in respect of the Debtors, respectfully requests this Court enter the Proposed Order, substantially in the form attached hereto, closing these Chapter 15 Cases, and granting such other and further relief as this Court deems just and proper.

Dated: December 20, 2023  
New York, New York

Respectfully submitted,  
WILLKIE FARR & GALLAGHER LLP

By:

/s/ Weston T. Eguchi

Weston T. Eguchi

Jamie M. Eisen

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New York, N.Y. 10019

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*Counsel to the Foreign Representative*

**Exhibit A**

Proposed Order

Hearing Date: January 24, 2024 at 10:00 a.m. (prevailing Eastern Time)  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 15
	)	
Inscape Corporation, <i>et al.</i> , <sup>1</sup>	)	Case No. 23-10074
	)	
Debtors in a Foreign Proceeding.	)	(Jointly Administered)
	)	

**ORDER CLOSING CHAPTER 15 CASES**

Upon consideration of the Final Report and Petitioner’s Motion for Order Closing Chapter 15 Cases (the “Final Report and Motion”);<sup>2</sup> and due and sufficient notice of the Final Report and Motion having been given; and no objections or responses to the Final Report and Motion having been filed; and it appearing that the relief requested in the Final Report and Motion is in the best interests of the Company, its creditors, and all other interested entities, including the Debtors, and that the legal and factual bases set forth in the Final Report and Motion establish just cause for the relief herein; and after due deliberation 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

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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).

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Final Report and Motion.

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 of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012.

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. On January 23, 2023, these Chapter 15 Cases were commenced by each of the Debtors filing a voluntary *Chapter 15 Petition for Recognition of a Foreign Proceeding*.

F. On March 1, 2023, this Court entered the *Order Recognizing Foreign Main Proceedings and Granting Additional Relief* [Docket No. 22], pursuant to which, among other things, this Court granted recognition of the Canadian Proceedings as foreign main proceedings.

G. By order dated November 28, 2023 (the “CCAA Termination Order”), the Canadian Court authorized, among other things, the discharge of A&M as Monitor and the termination of the Canadian Proceedings upon the Monitor’s service of an executed certificate on the service list in the Canadian Proceedings (the “Monitor’s Termination Certificate”) certifying that, to the best of the knowledge and belief of the Monitor, all matters to be attended to in connection with the Canadian Proceedings have been completed. Upon such service by the Monitor, the CCAA Termination Order provided that the Canadian Proceedings shall be terminated without any further act or formality (the “CCAA Termination Time”). The CCAA

Termination Time occurred on December 19, 2023, the date on which the Monitor's Termination Certificate was filed with the Canadian Court and served.

H. Appropriate notice of the Final Report and Motion was given, which notice is adequate for all purposes, and no other or further notice need be given.

I. The Foreign Representative is entitled to the relief requested in the Final Report and Motion pursuant to sections 105(a), 350, and 1517(d) of the Bankruptcy Code, Federal Rule of Bankruptcy Procedure 5009(c), and Local Rule 5009-2(a).

J. Thirty (30) days have passed since the Petitioner filed its certificate of service in respect of the Final Report and Motion, and no objections have been filed.

**NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

1. These Chapter 15 Cases are closed pursuant to sections 350 and 1517(d) of the Bankruptcy Code, without prejudice to reopening pursuant to section 350. The Office of the Clerk of the Court is respectfully directed to close the above-captioned cases.

2. Notwithstanding any applicable Bankruptcy Rules to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

3. This Court shall retain jurisdiction with respect to the enforcement, amendment or modification of this Order, the Recognition Order, and any request for additional relief in or related to these Chapter 15 Cases.

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

\_\_\_\_\_  
The Honorable Michael E. Wiles  
United States Bankruptcy Judge