

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----X
In re:

3MotionAI Inc.,

Chapter 15

Case No. 25-11864 (CTG)

Debtor in a foreign proceeding.

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**MOTION OF FOREIGN REPRESENTATIVE FOR ENTRY OF PROVISIONAL
AND FINAL ORDERS GRANTING RECOGNITION OF FOREIGN MAIN
PROCEEDING AND CERTAIN RELATED RELIEF PURSUANT TO SECTIONS
362, 364(e), 1517, 1519, 1520, 1521, AND 105(a) OF BANKRUPTCY CODE**

TDB Restructuring Limited (“TDB Restructuring”) is the authorized foreign representative (the “Foreign Representative”) of the above-captioned debtor (“3Motion” or the “Debtor”), who has filed a Form 33 Notice of Intention to Make a Proposal, dated September 3, 2025 (the “NOI”), under section 50.4 (1) of Canada’s Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended (the “BIA”), as confirmed by the Certificate of Filing re Estate No. 3267656 (the “Certificate”) issued by the Office of the Superintendent of Bankruptcy Canada (the “BIA Proceeding”), pending before the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”). By this motion (the “Motion”), the Foreign Representative seeks entry of provisional and final orders granting recognition of the BIA Proceeding as a foreign main proceeding and certain related relief, pursuant to sections 362, 364(e), 1517, 1519, 1520, 1521, and 105(a) of title 11 of the United States Code (the “Bankruptcy Code”). In support thereof, the Foreign Representative respectfully represents:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this matter pursuant to 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. This case has been properly commenced by the filing of petition for recognition of the BIA Proceeding pursuant to sections 1504 and 1515 of the Bankruptcy Code.

2. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P). Pursuant to Rule 9013-1(f) of the *Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware* (the “Local Rules”), the Foreign Representative consents 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 consistent with Article III of the United States Constitution.

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

RELIEF REQUESTED

4. Pursuant to sections 362, 364(e), 1517, 1519, 1520, 1521, and 105(a) of the Bankruptcy Code, the Foreign Representative seeks (a) entry of a provisional order (the “Provisional Order”) (i) recognizing and enforcing in the United States (the “U.S.”), on an interim basis, the initial order issued on October 1, 2025 (the “BIA Initial Order”),¹ by the Canadian Court, (ii) applying section 362 of the Bankruptcy Code and any additional relief available to a trustee except under sections 522, 544, 545, 547, 548, 550, and 724(a) of the Bankruptcy Code in this chapter 15 case on an interim basis, pursuant to sections 1519(a), 1521(a)(3), (4) and (7), and 105(a) of the Bankruptcy Code, (iii) appointing TDB Restructuring as 3Motion’s Foreign Representative for purposes of commencing and prosecuting this chapter 15 proceeding and (iv) granting such other and further relief as the Court deems just and proper; and (b) a final order (the “Final Order”), after notice and a hearing (i) recognizing the BIA Proceeding as a foreign main

¹ A copy of the BIA Initial Order is attached to the Tannenbaum Declaration (defined below) as Exhibit A.

proceeding pursuant to section 1517 of the Bankruptcy Code, (ii) giving full force and effect in the U.S. to the BIA Initial Order, including any and all extensions or amendments thereof authorized by the Canadian Court and extending the protections of the Provisional Order to 3Motion on a final basis, (iii) approving the DIP Facility and granting the DIP Lender certain protections afforded by section 364(e) of the Bankruptcy Code, (iv) approving the terms of a sale and investment solicitation process (the “SISP”), and (v) granting such other and further relief as the Court deems just and proper.

5. Proposed forms of order approving the relief requested herein on an interim basis is annexed hereto as Exhibit A (the “Provisional Order”) and, pending a final hearing on the Motion, on a final basis as Exhibit B (the “Final Order”).

6. In support of this Motion, the Foreign Representative refers the Court to the statements and arguments contained in the (a) *Declaration of Bryan A. Tannenbaum In Support of (I) Verified Chapter 15 Petition; (II) Foreign Representative’s Motion for Orders Granting Provisional and Final Relief in Aid of Foreign Main Proceeding and (III) Certain Related Relief* [D.I. 3] (the “Tannenbaum Declaration”), and (b) *Memorandum of Law of Foreign Representative in Support of (I) Verified Chapter 15 Petition and (II) Motion of Foreign Representative for Orders Granting Provisional and Final Relief in Aid of Foreign Main Proceeding* (the “Memorandum of Law”), which were filed contemporaneously herewith and are incorporated herein by reference.

BACKGROUND²

A. THE BUSINESS ENTERPRISE OF 3MOTION

a. Background, Ownership and Operations

² All factual assertions in the Motion are supported by the Tannenbaum Declaration. In addition all terms not otherwise defined herein shall have the meanings ascribed to them in the Tannenbaum Declaration.

7. 3Motion is a privately held corporation, incorporated pursuant to the laws of Ontario with its headquarters located in Oakville, Ontario. 3Motion operates as a technology and artificial intelligence company.

8. 3Motion is currently insolvent with no secured debt and unsecured debt of approximately CAD \$4.3 million, excluding disputed litigation claims. The 3Motion Cash Flow shows that the opening cash for the week of September 6, 2025 was CAD \$305,450 with closing cash for the week of November 29, 2025 at CAD \$47,799 – insufficient to pay the arbitration award held by Accentiko (as defined below) of CAD \$387,377.61. Finally, 3Motions’s financial statements show in the profit and loss statement for the first 9 months of 2025 revenue at CAD CAD \$3,219,562. While there was testimony that “the technology assets are believed to be far more valuable than book value,” 2024 showed a loss of \$1.23 million, with accumulated deficits increased from CAD \$3,774,326 in 2023 to CAD \$5,004,484 in 2024 and trending further negative in 2025. It is clear that, absent the BIA Proceeding, incorporating the SISP and the DIP Loan of CAD \$750,000, 3Motion is unable to pay its debts as they become due, demonstrating insolvency under the liquidity test.

9. Thus, 3Motion initiated the BIA Proceeding with the support of its shareholders in order to stabilize the business enterprise, protect the viability of the business, implement the SISP, and develop and implement a proposal to distribute the proceeds thereof to its creditors – all under the supervision of TDB Restructuring, the Proposal Trustee.

10. 3Motion’s primary business activities include developing its own proprietary technology to analyze and process intricate human motion data from various video sources. This technology can then be integrated into 3Motion’s customers’ products and services, which once done, gives its customers access to valuable data insights previously obtainable only through

expensive motion capture labs and complex wearable suits and sensors. 3Motion's primary technology that achieves the foregoing is known as the 3DNeuroNet Engine, and combines computer vision, artificial intelligence and machine learning all in one platform to deliver activity-specific data. 3Motion's technology has applications in various fields including health technology, occupational and workplace safety, and sports performance enhancement and training and is based in large part on the US Patent (as defined below).

11. Together with the Hanoun Family Trust, Reed Hanoun, 3Motion's founder and sole director and officer ("RH") owns approximately 18% of 3Motion's equity, with the remainder of its shares owned by 65 other investors.

12. The equity financing of the company consisted of share investments and investments made via Simple Agreements for Future Equity (each known as a "SAFE", an instrument originally developed by Silicon Valley entrepreneurs to finance tech companies). As SAFE investments have attributes of debt and equity, the Proposal Trustee will address the question of what rank the SAFEs have vis a vis other creditors in a future proposal to creditors it may submit in the BIA Proceeding or a bankruptcy proceeding.

b. Business Assets

13. 3Motion's assets consist primarily of the six software applications:

- (a) RiskAI – offers workplace solutions;
- (b) ROSA - offers office ergonomics solutions;
- (c) PerformAI - offers fitness testing solutions;
- (d) HealthAI - offers physical therapy solutions.
- (e) ProPlayAI – offers baseball pitching mechanics analysis; and
- (f) Sports AI – offers multi-sport biomechanics analysis which can be tailored to specific sports.

14. The intellectual property supporting these 6 applications consists of copyright in the software for each application, trademark protection for the branding of each application, a

patent for Prolay AI technology issued and administered by the U.S. Patent and Trademark Office (the “US Patent”), and trade secrets and know how pertinent to each application.

15. In addition to the 6 software applications, 3Motion has licensing contracts with customers who are users of those modules, and accounts receivable owing by those customers of approximately CAD \$738,737 as of the date of the NOI.

16. 3Motion has one large non-current account receivable – an arbitration award in the amount of CAD \$978,913 against an Ohio corporation, PT Genie, LLC. That award and related assets may be purchased as part of the SISP.

B. CREDITORS & EMPLOYEES

a. Secured Creditors

17. 3Motion has no secured creditors.

18. In order to simplify the BIA process, 3Motion paid in full from cash on hand a secured loan of approximately CAD\$220,000 in favor of Royal Bank of Canada (“RBC”) prior to the filing of the NOI. 3Motion is in the process of having the registration in favour of RBC discharged.

b. Unsecured Creditors

19. As of August 25, 2025, 3Motion’s books and records show that there are approximately 26 unsecured creditors (inclusive of the SAFEs which constitute a significant portion of the unsecured debt) with claims totaling approximately CAD\$4.3 million. A list of the 26 creditors holding unsecured claims is included in the NOI.

c. Contingent Creditors: Pending Litigation Against 3Motion

20. 3Motion is involved in two material actions.

21. One action is an arbitration in Ontario, Canada brought by Accentiko Inc. (“Accentiko”), a software development company headquartered in the United States, arising from a commercial dispute over 3Motion products. This action has resulted in an arbitration award against 3Motion in the amount of CAD \$387, 377.61, plus interest and costs. Accentiko was in the process of converting the award to a judgment when the NOI filing was made, staying that proceeding.

22. A second and more significant action is the lawsuit brought by VelocityEHS Holdings, Inc. (“Velocity”) against 3Motion in the Delaware Chancery Court in the United States (the “Velocity Litigation”). In the Velocity Litigation, Velocity is seeking (i) injunctive relief preventing 3Motion from competing in certain business sectors; and (ii) damages of between USD \$1,613,997 and USD \$5,379,990 based on an alleged loss of revenue due to 3Motion’s alleged breach of its non-competition obligations under a ‘Platforms Acquisition and Development Agreement’ entered into between Velocity and 3Motion on March 2, 2022. The dispute essentially concerns the scope of a non-compete provision in the March 2022 agreement. 3Motion denies any wrongdoing and disputes both liability and damages and asserts that nothing is owing and that, even if there were, that damages are nominal. Although Velocity seeks injunctive relief, no interim injunction was either sought nor obtained.

23. The document production deadline has expired in the Velocity Litigation and Velocity had been seeking to conduct depositions and take other steps in the case. However, on October 1, 2025, the Delaware Chancery Court approved a stipulation between Velocity and 3Motion (the “Delaware Stipulation”) setting October 30, 2025 as the completion date for fact discovery and various other deadlines for expert discovery and pre-trial matters through early

March 2026, with a trial date scheduled from March 16-18, 2026. The Stipulation was expressly without prejudice to the right of 3Motion to seek Chapter 15 relief.

d. Employees

24. Since its inception 3Motion has had a small number of direct employees and subcontracted various services, as is typical of technology companies. 3Motion currently has no employees.

C. CIRCUMSTANCES LEADING UP TO THE BIA PROCEEDING AND THE CHAPTER 15 FILING

25. The primary cause of 3Motion's financial difficulties has been the exhaustion of its cash resources. The expense of defending the Velocity Litigation has imposed a significant financial burden, diverting liquidity and disrupting operations.

26. Velocity is a large, well-resourced privately-held US company with over 600 employees which claims to be the global leader in its Employee Health and Safety software platform sector. It has retained, as co-counsel, the services of Weil Gotshal, a large, well-respected and aggressive Wall Street law firm, in the Velocity Litigation. An effect of the Velocity Litigation could be to suppress competition, as one of Velocity's competitors, Benchmark, is a significant investor in 3Motion. However, the cost of trying to prove that effect or seek remedies under anti-competition law would be cost-prohibitive for 3Motion.

27. Defending the Velocity Litigation has caused a substantial cash drain on 3Motion's working capital and has also distracted management's focus on growing the business. Moreover, the existence of the Velocity Litigation has chilled 3Motion's ability to secure new investment and fund its working capital.

28. With cash flow constraints intensifying, and access to external financing severely impacted, the Foreign Representative, together with 3Motion and their respective professionals, has

determined that the BIA Proceeding, as reinforced by this Chapter 15 case, is necessary to provide a framework to stabilize 3Motion's operations with a stay of proceedings, preserve its value, arrange the orderly marketing and sale of its business and assets, and develop a proposal for the distribution of the proceeds. This course is the only realistic option at this time for 3Motion and is in the best interests of its stakeholders.

D. CASH FLOW & DIP FINANCING APPROVED BY THE CANADIAN COURT IN THE BIA INITIAL ORDER

29. As required by the BIA, 3Motion prepared the Cash Flow which the Proposal Trustee incorporated into the First Report.

30. The Cash Flow suggests that 3Motion could operate through the restructuring process with the projected receipts and disbursements. Given the razor thin margins, however, and out of an abundance of caution, 3Motion determined that it would be prudent to obtain a DIP Loan, which determination the Proposal Trustee supported. The BIA Initial Order approves such relief in the form of the DIP Facility to support working capital and the SISP.

31. Thus, to back stop 3Motion's cash flow requirements and any potential cash shortfall during the BIA Proceeding and the Chapter 15 process, West Tech, in its capacity as the interim lender under the DIP Term Sheet (the "DIP Lender"), is providing 3Motion a debtor-in possession loan in the maximum amount of CAD \$750,000.00 (the "DIP Loan") pursuant to the terms of the signed DIP Term Sheet, attached to the First Report. The Canadian Court approved the DIP Loan in the BIA Initial Order.

32. The DIP Term sheet contemplates that the DIP Lender may also submit a bid for some or all of the assets of 3Motion in its SISP process, and permits the DIP Lender to credit bid its DIP Loan and any other secured debt owed to the DIP Lender. The SISP provides that the Proposal Trustee will assess the bids and determine the Successful Bid.

33. West Tech is capitalized by certain 3Motion investors. Those investors include RH and, as such (including West Tech's interest in credit bidding), the DIP Loan is not an arm's length transaction. 3Motion explored, unsuccessfully, other sources of funding and West Tech provided the only available DIP financing.

34. In the absence of the DIP Loan, 3Motion would not be able to conduct the SISP and will be forced to shut down the business and commence a liquidation of its assets, resulting in the loss of value and jobs, which would be detrimental to all of 3Motion's creditors and stakeholders.

E. THE SISP APPROVED BY THE CANADIAN COURT IN THE BIA INITIAL ORDER

35. The BIA Initial Order approved the SISP on October 1, 2025 and its implementation is now underway.

36. The following is a summary of the SISP:

- (a) the SISP contemplates a dual track process, which will allow for the acceptance of bids for investments and restructuring proposals, as well as bids to acquire the business and assets of 3Motion;
- (b) the Proposal Trustee will administer the SISP;
- (c) as soon as reasonably practicable, the Proposal Trustee will prepare a list of potentially interested parties for participation in the SISP and will provide them with a 'teaser' to participate in the SISP;
- (d) all participants will be required to execute a non-disclosure agreement and disclose indirect and direct principals of the participant;
- (e) any party executing a non-disclosure and confidentiality agreement will be invited to review a virtual data room including the salient details of the business and assets of 3Motion and to submit non-binding expressions of interest;
- (f) all offers must disclose the participation/involvement of insiders;
- (g) the Proposal Trustee will review the expressions of interest and invite select parties to submit binding letters of intent in the form of a completed agreement of purchase and sale;

- (h) all offers must be, and all transactions will proceed, on an “as is, where is” basis and will not be conditional on diligence or financing;
- (i) whether or not the offer is for all of the assets or just one or some of the 6 technology stacks that comprise the 3Motion business, the offer must assign a separate price for each technology stack to which the bid applies so
- (j) that the offers can be meaningfully compared by the Proposal Trustee;
- (k) the final bid (or bids) will be selected and executed;
- (l) the Proposal Trustee will then seek Canadian Court and US Bankruptcy Court (collectively, the “Courts”) approval of the selected transaction (or transactions); and
- (m) the transaction(s) shall close forthwith after the Courts’ approval.

37. In accordance with SISP, the Proposal Trustee required RH to enter into an acknowledgment regarding his non-arms length involvement in the SISP and to ensure the integrity of the SISP.

38. In order to advance the SISP Process in the first 30 days of the Process, 3Motion and the Proposal Trustee have worked together to update the virtual data room available to investors, prepare a non-disclosure agreement and outline of the business for interested parties, identify potential buyers for various business modules, and reach out to such buyers to assess their level of interest.

39. The Proposal Trustee has certain discretion under the BIA Initial Order to further extend each of the SISP deadlines for 14 days if required. On October 17, 2025, in accordance with the SISP, the Proposal Trustee notified the service list that the deadlines had be amended. The SISP’s revised timelines set October 24 as the Bid Deadline, October 28 as the selection of the Successful Bidder, November 7 as the approval by the Canadian Court of the Successful Bidder, and November 26 as the closing, unless the Proposal Trustee otherwise permits. The

proposal Trustee has subsequently extended the deadline for Canadian Court approval to November 13, 2025 due to court availability constraints.

40. The Proposal Trustee has been able to reasonably canvass the potential market for the 3Motion Assets and facilitate an expeditious sale process, consistent with 3Motion's cash flow and the SISP timelines. These steps help ensure that a strong, fair and transparent sale process can be conducted within those constraints so that value can be maximized for the stakeholders.

F. THE KEY EMPLOYEE RETENTION PLAN APPROVED BY THE CANADIAN COURT IN THE BIA INITIAL ORDER

41. The assistance of 3Motion's CEO is critical to maximize the value of 3Motion's assets offered for sale/restructuring in the SISP, to assist the Proposal Trustee in administering the SISP, to provide governance to 3Motion to carry out the Courts' processes and execute transactions for 3Motion, and to continue interim operations of 3Motion so that it can preserve its going concern value. Accordingly, RH's retention as part of the BIA and Chapter 15 proceedings was necessary.

42. To facilitate the foregoing, and as discussed with and approved by the Proposal Trustee, RH's employment agreement with 3Motion was terminated subsequent to the filing of the NOI and replaced with a consulting agreement. RH's compensation under the consulting agreement is consistent with his terminated employment agreement, except there is no severance or termination pay due on termination or expiry of the arrangement. RH will also not receive a cash bonus for agreeing to stay on. The only benefit RH will receive beyond what the compensation that was in his employment agreement is the release of the noncompetition and non-solicitation clauses in that agreement, so he will be free to assist bidders, if requested (including West Tech with a credit bid), with their bids and with post sale integration of any acquired assets, as described above. As noted, that assistance is anticipated to benefit the stakeholders by producing

better sale prices. Copies of the employment, termination and consulting agreements are attached to the Hanoun Affidavit filed in the BIA.

G. CHAPTER 15 APPLICATION APPROVED BY THE CANADIAN COURT IN THE BIA INITIAL ORDER

43. By Board resolution, 3Motion appointed TDB Restructuring as the foreign representative of the BIA Proceeding (“Foreign Representative”) to file a Petition under Chapter 15 of the United States Bankruptcy Code for recognition of the BIA Proceeding, and to bring a motion for interim and final relief to stay all proceedings against 3Motion in the United States, including the Velocity Litigation, and to seek recognition of the BIA Proceeding as a foreign main proceedings and any other relief which may be deemed necessary to give full effect to the BIA restructuring process in the United States. That appointment is understood to be sufficient to constitute TDB Restructuring, the Proposal Trustee, as the Foreign Representative for Chapter 15 purposes, as the status of the Proposal Trustee includes oversight of this Chapter 15 proceeding.

44. As noted, out of an abundance of caution, 3Motion sought and obtained in the BIA Initial Order, approval of TDB Restructuring’s appointment as foreign representative for this Chapter 15 process and a request for the assistance of U.S. courts in recognizing the BIA Proceeding, the stay of proceedings which was triggered by 3Motion’s filing of the NOI on September 3, 2025 and in giving full effect in the United States to Orders made in the BIA Proceeding.

45. Recognition of the BIA Proceeding in the U.S. is important (i) to protect 3Motion’s U.S. intellectual property, including the US Patent, U.S. customers and contracts, and U.S. receivables, (ii) to halt the Velocity Litigation and channel any and all disputes between 3Motion and Velocity into the BIA Proceeding with its claim reconciliation regime, and (iii) to recognize a sale of 3Motion’s assets, through the SISF.

H. VELOCITY’S EFFORTS TO CONTINUE THE VELOCITY LITIGATION

46. On September 3, 2025, TDB Restructuring understood that 3Motion’s US counsel in the Velocity Litigation, Baker Hostetler, notified Velocity of the NOI filing and of the stay of proceedings against 3Motion under the BIA Proceeding. However, Velocity declined to stipulate to a stay of the Velocity Litigation and continued to take steps in that action since being so advised and indicated its intention to continue to do so. Subsequent to the entry of the BIA Initial Order, however, Velocity and 3Motion entered into a stipulation (the “Delaware Stipulation”), which suspends the deadline for completion of discovery until October 30, 2025 without prejudice to the right of 3Motion to seek Chapter 15 relief.

47. Accordingly, TDB Restructuring, as the Foreign Representative, has filed the instant Chapter 15 petition for recognition and the motion for and final interim relief under Chapter 15 to enforce the BIA stay pending the hearing on recognition of the Chapter 15 proceeding.

48. 3Motion would prefer to minimize contested litigation and reduce the expense of this process, with Velocity having a full and fair opportunity to be heard as a claimant in the BIA Proceeding and as a participant in the SISP, if it so chooses. The BIA further provides that Velocity has the right to apply to the Canadian Court to lift the BIA stay of proceedings as against it, and the Canadian Court has the discretion to determine whether that is appropriate.

I. STAY EXTENSION

49. Under the BIA Initial Order, the initial stay of proceedings and time to file a proposal has been extended from October 2, 2025 to November 14, 2025. 3Motion is acting in good faith and with due diligence in seeking to preserve its business as a going concern basis for the benefit of all of its stakeholders and to permit the Proposal Trustee to conduct the SISP in accordance with the BIA Initial Order . Further, 3Motion has advised it is bringing a further

motion on November 13, 2025 to further extend the stay for 45 days and seek court approval of any sales and related vesting orders

50. A distribution of any sales proceeds resulting from such sales if concluded and approved by the Canadian Court, is currently proposed by 3Motion to be accomplished by way of a proposal to creditors filed in the BIA Proceeding during the further extension period, which would then need to be put to a creditor vote and then sanctioned by Canadian Court order. If that proposal to creditors is not made or is unsuccessful, the proceeding will convert automatically to a liquidating bankruptcy process pursuant to the BIA and the Proposal Trustee will automatically become the bankruptcy trustee in that BIA liquidating bankruptcy process and the proceeds would be distributed by the bankruptcy trustee to creditors in accordance with the waterfall specified in the BIA. Additional information about the BIA Proceeding and the relief set forth in the BIA Initial Order can be found in the (a) Tannenbaum Declaration, (b) the Memorandum of Law filed contemporaneously hereto, and (c) Canadian Court filings posted pursuant to the BIA Initial Order on the TDB Restructuring website at <https://tdbadvisory.ca/insolvency-case/3motionai-inc>.

RELIEF REQUESTED SHOULD BE GRANTED

51. As discussed in the Tannenbaum Declaration, and similar to the protection provided to a debtor under U.S. bankruptcy law, upon commencement of the BIA Proceeding, all of 3Motion's creditors were stayed from taking any enforcement actions against 3Motion and its assets. Notwithstanding the broad application of the stay imposed by the BIA Proceeding, there is a risk that 3Motion's creditors and litigation adversaries may attempt to take enforcement actions in the U.S. To protect against this risk, the Foreign Representative commenced this chapter 15 case and, by this Motion, is seeking, pursuant to sections 362, 364(e), 1517, 1519, 1520, 1521, and 105(a) of the Bankruptcy Code,

(a) entry of a provisional order (the “Provisional Order”)

- (i) recognizing and enforcing in the U.S., on an interim basis, the BIA Initial Order entered by the Canadian Court,
- (ii) applying section 362 of the Bankruptcy Code and any additional relief available to a trustee except under sections 522, 544, 545, 547, 548, 550, and 724 of the Bankruptcy Code in this chapter 15 case on an interim basis, pursuant to sections 1519(a), 1521(a)(3), (4) and (7), and 105(a) of the Bankruptcy Code,
- (iii) appointing TDB Restructuring as 3Motion’s Foreign Representative for purposes of commencing and prosecuting this chapter 15 proceeding, and
- (iv) granting such other and further relief as the Court deems just and proper; and

(b) a final order (the “Final Order”), after notice and a hearing

- (i) recognizing the BIA Proceeding as a foreign main proceeding pursuant to section 1517 of the Bankruptcy Code,
- (ii) giving full force and effect in the U.S. to the BIA Initial Order, including any and all extensions or amendments thereof authorized by the Canadian Court and extending the protections of the Provisional Order to 3Motion on a final basis,
- (iii) approving the DIP Facility and granting the DIP Lender certain protections afforded by section 364(e) of the Bankruptcy Code,
- (iv) approving the terms of a sale and investment solicitation process (the “SISP”), and
- (v) (v) granting such other and further relief as the Court deems just and proper.

52. Because such relief is not available until this Court grants a final order (after notice and a hearing) recognizing the BIA Proceeding, in the interim, there is no automatic stay or other protections in the U.S. Additionally, absent access to the additional liquidity provided by the DIP Facility (as defined herein), it is likely that 3Motion will be unable to meet its postpetition obligations as they become due, maintain the operation of its business as a going concern, or pursue its restructuring/sale efforts. Therefore, as noted, 3Motion is seeking, on an interim basis, an order

recognizing the BIA Proceeding and (ii) applying section 362 to ensure that creditors or litigation parties do not attempt to bring any enforcement action against 3Motion.³

LEGAL ARGUMENT

53. Section 1519(a)(1) of the Bankruptcy Code provides for a stay of execution against the debtor's assets upon the filing of a petition for recognition. 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). 11 U.S.C. § 1519(a)(1), (3).

54. Section 1521(a)(7) provides that the Court may grant a foreign representative any relief available to a trustee, subject to certain exceptions not relevant here. 11 U.S.C. § 1521(a)(7). The automatic stay of section 362 is an essential feature of the Bankruptcy Code that clearly falls within these provisions. The same is true with respect to final relief under section 364(e). Moreover, the relief authorized by the BIA Initial Order is substantially similar to the relief available to a trustee under the Bankruptcy Code. 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).

55. Courts within this jurisdiction frequently grant provisional relief similar to that which is sought herein, including recognition and enforcement of an order entered in the foreign proceeding and application of sections 362 of the Bankruptcy Code. *See, e.g., In re Bench Accounting, Inc., et al.*, No. 25-10463 (LSS) (Bankr. D. Del. Mar. 18, 2025) [D.I. 20]; *In re DAVIDsTEA Inc.*, No. 20-11802 (JTD) (Bankr. D. Del. July 9, 2020) [D.I. 21]; *In re Lone Pine Res. Inc.*, No. 13-12487 (BLS) (Bankr. D. Del. Oct., 24, 2013) [D.I. 64] (order granting provisional relief, including recognition and enforcement of the initial order entered in the Canadian

³ The Foreign Representative intends to seek approval of certain protections for the DIP Lender that the DIP Lender required to make financing available to 3Motion in the Final Order.

proceeding, and application of section 362); *In re Catalyst Paper Corp.*, No. 1210221 (PJW) (Bankr. D. Del. Jan. 19, 2012) [D.I. 22] (order granting provisional relief, including application of sections 362 and 364(e)); *In re Arctic Glacier Int'l Inc.*, No. 12-10605 (KG) (Bankr. D. Del. Feb. 23, 2012) [D.I. 28] (order granting provisional relief, including recognition and enforcement of the initial order entered in the Canadian proceeding, and application of section 362 and 364(e)); *In re Elpida Memory, Inc.*, No. 12-10947 (CSS) (Bankr. D. Del. Mar. 21, 2012) [D.I. 25] (order granting provisional relief, including application of section 362).

56. This Court and courts in other districts in chapter 15 cases, in addition to the provisional relief cited above, have also recognized DIP financing and related liens and charges approved by foreign courts and granted DIP lenders protections afforded by section 364(e) of the Bankruptcy Code. *See, e.g., In re Nuverra Envtl. Sols., Inc.*, No. 17-10949 (KJC), 2017 Bankr. LEXIS 4547, at *50 (Bankr. D. Del. June 6, 2017) (“in express reliance upon the protections offered by Bankruptcy Code section 364(e), and each of the DIP Facilities, the DIP Liens and the DIP Superpriority Claims shall be entitled to the full protection of Bankruptcy Code section 364(e) . . .”); *In re Arctic Glacier Int'l Inc.*, No. 12-10605 (KG) (Bankr. D. Del. Feb. 23, 2012) [D.I. 28] (order entered authorizing Debtor to obtain credit under a DIP facility and grant DIP lenders a charge); *In re Fraser Papers Inc.*, No. 09-12123 (Bankr. D. Del. July 14, 2009) [D.I. 61]; *In re W.C. Wood Corp., Ltd.*, No. 09-11893 (Bankr. D. Del. June 10, 2009) [D.I. 26]; *In re Destinator Techs. Inc.*, No. 08-11003 (Bankr. D. Del. May 23, 2008) [D.I. 35].

B. Provisional and Final Relief Are Necessary to Prevent Irreparable Harm and Is Consistent with Public Interest

57. Relief pursuant to section 1519 of the Bankruptcy Code is available where the foreign representative can satisfy the standard for injunctive relief. 11 U.S.C. § 1519(e); *In re Innua Canada Ltd.*, No. 09-16362, 2009 WL 1025088, at *3 (Bankr. D.N.J. Mar. 25, 2009). In the

Third Circuit, the factors considered for injunctive relief include “(1) whether the movant has shown a reasonable probability of success on the merits; (2) whether the movant will be irreparably injured by denial of the relief; (3) whether granting preliminary relief will result in even greater harm to the nonmoving party; and (4) whether granting the preliminary relief will be in the public interest.” *United States v. Bell*, 414 F.3d 474, 478 n.4 (3d Cir. 2005) (citing *ACLU of N.J. v. Black Horse Pike Reg’l Bd. of Educ.*, 84 F.3d 1471, 1477 n. 2 (3d Cir. 1996)); see also *Rogers v. Corbett*, 468 F.3d 188, 192 (3d Cir. 2006) (citations omitted); *Kos Pharm., Inc. v. Andrx Corp.*, 369 F.3d 700, 708 (3d Cir. 2004) (citations omitted).

58. In the absence of the DIP Loan, 3Motion would not be able to conduct the SISF and will be forced to shut down the business and commence a liquidation of its assets, resulting in the loss of value, which would be detrimental to all of 3Motion’s creditors and stakeholders.

59. As more fully set forth in the Memorandum of Law and the Tannenbaum Declaration, the Foreign Representative submits that this standard is satisfied here and, therefore, it is entitled to the requested provisional and final relief pursuant to sections 1519 and 1521 of the Bankruptcy Code at the hearings on the Motion.

CONCLUSION

60. The Foreign Representative respectfully submits that the BIA Proceeding should be recognized as a foreign main proceeding, and the provisional and final relief requested herein is necessary to prevent harm to 3Motion and its assets and, therefore, should be approved.

NOTICE

61. The Foreign Representative has provided notice of the Motion to the Notice Parties (as defined in the Scheduling and Notice Motion), or their counsel, if known, including, without

limitation: (a) principal parties that have appeared in the BIA Proceeding as of the date of service of the relevant pleading, including 3MotionAI; (b) the Office of the U.S. Trustee for the District of Delaware; (c) the DIP Lender; (d) the Debtor's unsecured creditors; (e) the Debtor's 66 investors, including Reed Hanoun; (f) counsel to Velocity; (g) counsel to Accentiko. and (h) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Foreign Representative proposes to further notify all creditors and parties in interest of the filing of the chapter 15 petition and the Foreign Representative's request for entry of the Final Order in the form and manner set forth in the *Motion of Foreign Representative for Entry of Order Scheduling Hearing and Specifying Form and Manner of Service of Notice Pursuant to Sections 1515 and 105(a) of Bankruptcy Code and Bankruptcy Rules 2002 and 9007*, which was filed concurrently herewith. Given the now-settled strike of the national mail service in Canada, the Foreign Representative has sent notice by first class mail and reserves the right to serve supplemental notice by electronic mail, if necessary. In light of the nature of the relief requested, the Foreign Representative submits that no further notice is required.

NO PRIOR REQUEST

62. No previous request for the relief sought herein has been made to this or any other court.

WHEREFORE, the Foreign Representative respectfully requests that the Court: (a) enter the Provisional Order, substantially in the form attached hereto as Exhibit A; (b) enter the Final Order, upon notice and a hearing, substantially in the form attached hereto as Exhibit B; and (c) grant such other and further relief as it deems just and proper.

Dated: October 24, 2025
Wilmington, Delaware

THE ROSNER LAW GROUP LLC

By: /s/ Frederick B. Rosner

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Representative*

EXHIBIT A

[Proposed] Provisional Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----X
In re: Chapter 15
3MotionAI Inc., Case No. 25-11864 (CTG)
Debtor in a foreign proceeding. Re: D.I. ____
-----X

**PROVISIONAL ORDER GRANTING RECOGNITION OF
FOREIGN MAIN PROCEEDING AND CERTAIN RELATED
RELIEF PURSUANT TO SECTIONS 362,
1519, AND 105(a) OF BANKRUPTCY CODE**

Upon the motion, dated October 24, 2025 [D.I. ____] (the “Motion”)¹ of TDB Restructuring Limited (“TDB Restructuring”), in its capacity as the authorized foreign representative (the “Foreign Representative”) of the above-captioned debtor (“3Motion” or the “Debtor”), who has filed a Notice of Intention to Make a Proposal, dated September 3, 2025 (the “NOI”) under section 50.4 (1) of Canada’s Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended (the “BIA”), as confirmed by the Certificate of Filing issued by the Office of the Superintendent of Bankruptcy Canada which NOI commenced a proceeding under the BIA (the “BIA Proceeding”), Court File No. BK-25-03267656-0032,) pending before the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”), pursuant to sections 362, 364(e), 1517, 1519, 1520, 1521, and 105(a) of title 11 of the United States Code (the “Bankruptcy Code”) for entry of (a) a provisional order (this “Order”): (i) recognizing and enforcing in the United States (the “U.S.”), on an interim basis, that portion of the initial order issued on October 1, 2025, by the Canadian Court (the “BIA Initial Order”),² which granted an interim stay of execution against the Debtor’s assets and applying section 362 of the Bankruptcy Code in this chapter 15 case on an interim

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

² A copy of the BIA Initial Order is attached to the Tannenbaum Declaration as Exhibit A.

basis, and (ii) granting such other and further relief as this Court deems just and proper; and (b) a final order after notice and a hearing (the “Final Order”) (i) granting the petition in this case and recognizing the BIA Proceeding as a foreign main proceeding, (ii) giving full force and effect in the U.S. to the BIA Initial Order, including any and all extensions, amendments and/or supplements thereto authorized by the Canadian Court and extending the protections of the Provisional Order to 3Motion on a final basis, (iii) granting the DIP Lender certain protections afforded by section 364(e) of the Bankruptcy Code, and (v) granting such other and further relief as this Court deems just and proper, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334, 11 U.S.C. §§ 109 and 1501, 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 pursuant to 28 U.S.C. § 157(b); and the Foreign Representative having consented to the Court’s authority to enter a final order consistent with Article III of the U.S. Constitution; and venue being proper before this Court pursuant to 28 U.S.C. § 1410; and due and proper notice of the provisional relief sought in the Motion having been provided; and it appearing that no other or further notice need be provided; and a hearing having been held to consider the provisional relief requested in the Motion (the “Hearing”); and the appearances of all interested parties having been noted in the record of the Hearing; and upon the Tannenbaum Declaration, the Memorandum of Law, and the verified chapter 15 petition, filed contemporaneously with the Motion, the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the provisional relief sought in the Motion is in the best interests of the Foreign Representative and the Debtor and its estate and 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 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 Rule 7052 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), 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 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.

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

D. Venue for this proceeding is proper before this Court pursuant to 28 U.S.C. § 1410.

E. The Foreign Representative has demonstrated a substantial likelihood of success on the merits that (a) the BIA Proceeding is a “foreign main proceeding” as that term is defined in section 1502(4) of the Bankruptcy Code, (b) the Foreign Representative 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 BIA Proceeding are satisfied in accordance with section 1517 of the Bankruptcy Code, and (d) upon recognition of the BIA 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.

F. The Foreign Representative has demonstrated that (a) the commencement of any proceeding or action in the U.S. against 3Motion and its business and all of its assets should be stayed pursuant to sections 1519, 1521, and 105(a) of the Bankruptcy Code, which protections, in each case, shall be coextensive with the provisions of section 362 of the Bankruptcy Code, to permit the fair and efficient administration of the BIA Proceeding, including an orderly marketing and sale process for all or substantially all of the assets and property (or an investment in the business) of the Debtor and/or a reorganization pursuant to the BIA Initial Order, including the SISP approved therein, and any other applicable orders of the Canadian Court, 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.

G. The Foreign Representative has demonstrated that 3Motion has assets in the U.S., including a valuable patent and customer and supplier contracts governed by U.S. law.

H. The Foreign Representative has demonstrated that, absent the relief granted herein, there is a material risk that one or more parties in interest will take action against 3Motion or its assets. As a result, 3Motion may suffer immediate and irreparable injury, loss, or damage for which there is no adequate remedy at law and therefore it is necessary that this Court grant the relief requested in the Motion without prior notice to parties in interest or their counsel. Further, unless this Order is entered, 3Motion's assets could be subject to efforts by creditors to control, possess, or execute upon such assets and such efforts could result in 3Motion suffering immediate and irreparable injury, loss or damage by, among other things, creditors (a) interfering with the jurisdictional mandate of this Court under chapter 15 of the Bankruptcy Code, and (b) interfering with or undermining the success of the BIA Proceeding.

I. The Foreign Representative has demonstrated that no injury will result to any party that is greater than the harm to 3Motion's business, assets, and property in the absence of the relief requested in the Motion.

J. The interests of the public and public policy of the U.S. will be served by entry of this Order.

K. The Foreign Representative and 3Motion are entitled to the full protections and rights available pursuant to section 1519 of the Bankruptcy Code.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.

2. The BIA Initial Order, including any and all extensions, amendments and/or supplements authorized by the Canadian Court, is hereby given full force and effect on an interim basis, with respect to staying the commencement or continuation of any actions against 3Motion or its assets and, in this regard, shall be given full force and effect in the U.S. until otherwise ordered by this Court.

3. The Court shall hold a hearing to consider the Motion on a final basis on **November [__], 2025 at __: __.m. (prevailing Eastern Time).**

4. While this Order is in effect, the Foreign Representative and 3Motion are entitled to the full protections and rights pursuant to section 1519(a)(1), which protections shall be coextensive with the provisions of section 362 of the Bankruptcy Code, and this Order shall operate as a stay of any execution against 3Motion's assets within the territorial jurisdiction of the U.S. (except as otherwise expressly provided herein).

5. While this Order is in effect, pursuant to sections 1519(a)(1) and (3) and 1521(a)(7) of the Bankruptcy Code, section 362 of the Bankruptcy Code is hereby made applicable in this

case to 3Motion and the property of 3Motion within the territorial jurisdiction of the U.S. Specifically, all entities (as that term is defined in section 101(15) of the Bankruptcy Code), other than the Foreign Representative and its expressly authorized representatives and agents are hereby enjoined from:

- a) execution against any of 3Motion's assets;
- b) the commencement or continuation, including the issuance or employment of process, of a judicial, administrative, arbitral, or other action or proceeding, or to recover a claim, including without limitation any and all unpaid judgments, settlements, or otherwise against 3Motion in the U.S.;
- c) taking or continuing any act to create, perfect, or enforce a lien or other security interest, set-off, or other claim against 3Motion or any of its property;
- d) transferring, relinquishing, or disposing of any property of 3Motion to any entity (as that term is defined in section 101(15) of the Bankruptcy Code) other than the Foreign Representative; and
- e) commencing or continuing an individual action or proceeding concerning 3Motion's assets, rights, obligations, or liabilities.

5. Notwithstanding anything to the contrary contained herein, this Order shall not be construed as (a) enjoining the police or regulatory act of a governmental unit, including a criminal action or proceeding, to the extent not stayed pursuant to section 362 of the Bankruptcy Code or (b) staying the exercise of any rights that section 362(o) of the Bankruptcy Code does not allow to be stayed.

6. 3Motion's creditors will not suffer any significant harm by the requested provisional relief, as the relief will merely preserve the status quo during the short time necessary

for the Court to rule on the verified chapter 15 petition. The provisional relief sought will benefit 3Motion's creditors because it will ensure the value of 3Motion's assets are preserved, protected and maximized for the benefit of all creditors.

7. Any creditor that believes it has been harmed by the provisional relief may file a motion seeking relief from, or modification of, this Order with the Court on not less than seven (7) business days' written notice to Barclay Damon LLP, 1270 Avenue of the Americas, Suite 2301, New York, New York 10020 Attn: Janice B. Grubin and Ilan Markus and The Rosner Law Firm LLC, 824 North Market Street, Suite 810, Wilmington, Delaware 19801 Attn: Frderick B. Rosner and Ruby Liu, and this Court will hear such motion on a date to be scheduled by this Court.

8. Pursuant to Rule 65(b) of the Federal Rules of Civil Procedure, made applicable to this proceeding pursuant to Bankruptcy Rule 7065, no notice to any person is required prior to entry and issuance of this Order. Pursuant to Bankruptcy Rule 7065, the provisions of Federal Rule of Civil Procedure 65(c) are hereby waived, to the extent applicable.

9. The Foreign Representative and its agents are authorized to serve or provide any notices required under the Bankruptcy Rules or local rules of this Court.

10. Notwithstanding any applicability of any Bankruptcy Rules, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

12. 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.

EXHIBIT B

[Proposed] Final Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----X
In re:

Chapter 15

3MotionAI Inc.,

Case No. 25-11864 (CTG)

Debtor in a foreign proceeding.

Re: D.I. ____

-----X

**FINAL ORDER GRANTING RECOGNITION OF FOREIGN
MAIN PROCEEDING AND CERTAIN RELATED RELIEF
PURSUANT TO SECTIONS 362, 364(e), 1517, 1520,
1521, AND 105(a) OF BANKRUPTCY CODE**

Upon the motion dated October 24, 2025 [D.I.] (the “Motion”)¹ of TDB Restructuring Limited (“TDB Restructuring”), in its capacity as the authorized foreign representative (the “Foreign Representative”) of the above-captioned debtor (“3Motion” or the “Debtor”), who has filed a Notice of Intention to Make a Proposal, dated September 3, 2025 (the “NOI”) under section 50.4 (1) of Canada’s Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended (the “BIA”), as confirmed by the Certificate of Filing issued by the Office of the Superintendent of Bankruptcy Canada, commencing a proceeding under the BIA (the “BIA Proceeding”), Court File No. BK-25-03267656-0032,), before the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”), pursuant to sections 362, 364(e), 1517, 1519, 1520, 1521, and 105(a) of title 11 of the United States Code (the “Bankruptcy Code”) for entry of (a) a provisional order (the “Provisional Order”): (i) recognizing and enforcing in the United States (the “U.S.”), on an interim basis, the initial order issued on October 1 , 2025, by the Canadian Court, and any extensions, amendments, restatements and supplements thereto, (the “BIA Initial Order”), insofar as it granted an interim stay of execution against the Debtor’s assets and applying section 362 and of the Bankruptcy Code

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

in this chapter 15 case on an interim basis and (ii) granting such other and further relief as this Court deems just and proper; and (b) a final order after notice and a hearing (this “Order”) (i) granting the petition in this case and recognizing the BIA Proceeding as a foreign main proceeding, giving full force and effect in the U.S. to the BIA Initial Order, including any and all extensions, amendments, restatements, and/or supplements thereto authorized by the Canadian Court and extending the protections of the Provisional Order to 3Motion on a final basis, , (iv) granting the DIP Lender certain protections afforded by section 364(e) of the Bankruptcy Code, and (v) granting such other and further relief as this Court deems just and proper, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334, 11 U.S.C. §§ 109 and 1501, 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 pursuant to 28 U.S.C. § 157(b); and the Foreign Representative having consented to the Court’s authority to enter a final order consistent with Article III of the U.S. Constitution; and venue being proper before this Court pursuant to 28 U.S.C. § 1410; and due and proper notice of the relief sought in the Motion having been provided; and it appearing that no other or further notice need be provided; and a provisional and final hearing having been held to consider the relief requested in the Motion (the “Hearings”); and the Provisional Order having been entered on October [28], 2025 [D.I.]; and appearances of all interested parties having been noted in the record of the Hearings; and upon the Tannenbaum Declaration, the Memorandum of Law, and the verified chapter 15 petition, filed contemporaneously with the Motion, the record of the Hearings and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Foreign Representative

and the Debtor and its estate and 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 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 Rule 7052 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), 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 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.

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

D. Venue for this proceeding is proper before this Court pursuant to 28 U.S.C. § 1410.

E. The BIA Proceeding is a “foreign proceeding” pursuant to section 101(23) of the Bankruptcy Code.

F. The Foreign Representative is the duly appointed “foreign representative” of 3Motion within the meaning of section 101(24) of the Bankruptcy Code.

G. This chapter 15 case was properly commenced pursuant to sections 1504, 1509, and 1515 of the Bankruptcy Code.

H. The Foreign Representative has satisfied the requirements of section 1515 of the Bankruptcy Code and Bankruptcy Rule 2002(q).

I. The BIA Proceeding is entitled to recognition by this Court pursuant to section 1517 of the Bankruptcy Code.

J. Canada is the center of main interests of the Debtor, and accordingly, the BIA Proceeding is a “foreign main proceeding” as defined in section 1502(4) of the Bankruptcy Code, and is entitled to recognition as a foreign main proceeding pursuant to section 1517(b)(1) of the Bankruptcy Code.

K. The Foreign Representative is entitled to all the relief available pursuant to section 1520 of the Bankruptcy Code including, without limitation, application of the automatic stay pursuant to section 362 of the Bankruptcy Code.

L. The Foreign Representative has demonstrated to the Canadian Court and the Canadian Court found that the incurrence of indebtedness under the DIP Facility, and the granting of the liens and charges in connection with the DIP Facility, are necessary to preserve the value of 3Motion’s business.

M. The Foreign Representative has demonstrated to the Canadian Court and the Canadian Court found that the terms of the DIP Facility are fair and reasonable and were entered into in good faith by 3Motion and the DIP Lender. The Foreign Representative has demonstrated that the DIP Lender would not have extended financing without the provisions of this Order and protection pursuant to section 364(e) of the Bankruptcy Code.

N. The relief granted herein is necessary and appropriate, in the interests of the public and international comity, consistent with the public policy of the U.S., and warranted pursuant to section 1517, 1520, 1521, and 105(a) of the Bankruptcy Code.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The verified chapter 15 petition of the Debtor and the Motion are granted as set forth herein.

2. The BIA Proceeding is granted recognition as a foreign main proceeding pursuant to section 1517 of the Bankruptcy Code.

3. The BIA Initial Order, including any and all existing and future extensions, amendments, restatements, and/or supplements authorized by the Canadian Court, is hereby given full force and effect in the U.S. on a final basis, including, without limitation, (a) authorizing the Debtor to obtain credit under the DIP Facility and granting the DIP Lender the DIP Lender's Charge, and (b) staying the commencement or continuation of any actions against 3Motion or its assets (except as otherwise expressly provided herein).

4. All relief afforded foreign main proceedings pursuant to section 1520 of the Bankruptcy Code is hereby granted to the BIA Proceeding, 3Motion, and the Foreign Representative, as applicable.

5. Section 362 of the Bankruptcy Code shall hereby apply with respect to 3Motion and the property of 3Motion that is within the territorial jurisdiction of the U.S.; *provided that*, notwithstanding any other provision of this Order, upon the occurrence of an event of default under the DIP Documents (as defined below) or the DIP Lender's Charge, this paragraph and the other provisions of this Order shall be deemed to be automatically modified to the extent necessary to allow the DIP Lender to exercise its rights pursuant to paragraphs 13-19 of the BIA Initial Order and the DIP Documents.

6. The BIA Proceeding and the BIA Initial Order, and the transactions consummated or to be consummated thereunder, shall be granted comity and given full force and effect in the

U.S. to the same extent that they are given effect in Canada, and each is binding on all creditors of 3Motion and any of their successors and assigns.

7. Pursuant to section 1521(a)(6) of the Bankruptcy Code, all prior relief granted to 3Motion or the Foreign Representative by this Court pursuant to section 1519(a) of the Bankruptcy Code shall be extended and, except as modified by this Order, the Provisional Order shall remain in full force and effect, notwithstanding anything to the contrary contained therein.

8. All entities (as that term is defined in section 101(15) of the Bankruptcy Code), other than the DIP Lender (to the extent provided for in paragraph 5 of this Order) are hereby enjoined from:

- a) execution against any of 3Motion's assets;
- b) the commencement or continuation, including the issuance or employment of process, of a judicial, administrative, arbitral, or other action or proceeding to recover a claim, including, without limitation, any and all unpaid judgments or settlements against 3Motion in the U.S.;
- c) taking or continuing any act to create, perfect, or enforce a lien or other security interest, set-off, or other claim against 3Motion or any of its property;
- d) transferring, relinquishing, or disposing of any property of 3Motion to any entity (as that term is defined in section 101(15) of the Bankruptcy Code) other than the Foreign Representative or the Debtor, as applicable;
- e) commencing or continuing an individual action or proceeding concerning 3Motion's assets, rights, obligations, or liabilities; *provided*, in each case, that such injunctions shall be effective solely within the territorial

jurisdiction of the U.S.; and *provided further* that nothing herein shall: (x) prevent any entity from filing any claims against the Debtor in the BIA Proceeding or this chapter 15 case; (y) enjoin any entity from pursuing any rights such entity may have against the Debtor not otherwise enjoined by this paragraph 8; and (z) prevent any entity from seeking relief from the Canadian Court in the BIA Proceeding or this Court in this chapter 15 case, as applicable, for relief from the injunctions contained in this paragraph 8.

9. To the extent provided in the BIA Initial Order, the Foreign Representative or 3Motion, as the case may be, is hereby authorized to execute and deliver such term sheets, credit agreements, mortgages, charges, hypothecs and security documents, guarantees, and other definitive documents as are contemplated by the DIP Facility (collectively, the “DIP Documents”) or as may be reasonably required by the DIP Lender pursuant to the terms thereof, and 3Motion is hereby authorized to pay and perform all of its indebtedness, interest, fees, liabilities, and obligations to DIP Lender under and pursuant to the DIP Facility (and in accordance with the budget delivered in connection therewith) including, but not limited to, the fees and expenses of the DIP Lender’s counsel, as and when the same become due and are to be performed, notwithstanding any other provision of this Order and without any further order of this Court. The Court recognizes, on a final basis, the borrowing of up to CAD \$750,000 (USD) under the DIP Facility authorized by the Canadian Court.

10. To the extent authorized under the BIA Initial Order, the Court recognizes, on a final basis, the DIP Lender’s Charge, as defined in and granted pursuant to the BIA Initial Order, which applies to all of 3Motion’s U.S. assets and property, subject to the priorities, terms, and

conditions of the BIA Initial Order, to secure current and future amounts outstanding under the DIP Facility.

11. This Order shall be sufficient and conclusive notice and evidence of the grant, validity, perfection, and priority of the liens granted to the DIP Lender in the BIA Initial Order without the necessity of filing or recording this Order or any financing statement, mortgage, instrument, or other document which may otherwise be required under the law of any jurisdiction; *provided that* 3Motion is authorized to execute and deliver, and the DIP Lender under the DIP Facility may file or record, any financing statements, mortgages, instruments, or other documents to further evidence the liens authorized, granted, and perfected hereby and by the BIA Initial Order.

12. The DIP Documents have been negotiated in good faith between 3Motion and the DIP Lender. Any financial accommodations made to 3Motion by the DIP Lender pursuant to the BIA Initial Order and the DIP Documents shall be deemed to have been made by the DIP Lender in good faith, as that term is used in section 364(e) of the Bankruptcy Code. Accordingly, pursuant to sections 364(e), 1521(a)(7), and 105(a) of the Bankruptcy Code, the validity of the indebtedness, and the priority of the liens authorized by the BIA Initial Order made enforceable in the U.S. by this Order, shall not be affected by any reversal or modification of this Order on appeal or the entry of an order denying, modifying, or revoking recognition of the BIA Proceeding pursuant to section 1517 of the Bankruptcy Code.

13. No action, inaction or acquiescence by the DIP Lender, including, without limitation, funding the Debtor's ongoing operations under this Order, shall be deemed to be or shall be considered as evidence of any alleged consent by the DIP Lender to a charge against the collateral pursuant to sections 506(c), 552(b) or 105(a) of the Bankruptcy Code. The DIP Lender

shall not be subject in any way whatsoever to the equitable doctrine of “marshaling” or any similar doctrine with respect to the collateral.

14. No person or entity shall be entitled, directly or indirectly, whether by operation of sections 506(c), 552(b) or 105 of the Bankruptcy Code or otherwise, to direct the exercise of remedies or seek (whether by order of this Court or otherwise) to marshal or otherwise control the disposition of any collateral or property after an Event of Default under the DIP Documents, or termination or breach under the DIP Facility, the DIP Documents, the BIA Initial Order or this Order.

15. Notwithstanding anything to the contrary contained herein, this Order shall not be construed as (a) enjoining the police or regulatory act of a governmental unit, including a criminal action or proceeding, to the extent not stayed pursuant to section 362 of the Bankruptcy Code or (b) staying the exercise of any rights that section 362(o) of the Bankruptcy Code does not allow to be stayed.

16. The Foreign Representative and its agents are authorized to serve or provide any notices required under the Bankruptcy Rules or local rules of this Court.

17. The Foreign Representative is hereby authorized to apply to this Court to examine witnesses, take evidence, seek production of documents, and deliver information concerning the assets, affairs, rights, obligations, or liabilities of 3Motion.

18. The Foreign Representative, 3Motion and/or each of their successors, representatives, advisors, or counsel shall be entitled to the protections contained in sections 306 and 1510 of the Bankruptcy Code.

19. Notwithstanding any applicability of any Bankruptcy Rules: (a) the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; (b) the

Foreign Representative, the DIP Lender are not subject to any stay in the implementation, enforcement, or realization of the relief granted in this Order; and (c) the Foreign Representative is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

20. A copy of this Order, confirmed to be true and correct, shall be served, within three business days of entry of this Order, by facsimile, electronic mail, or first class mail, upon all Notice Parties and such other entities as this Court may direct. Such service shall be good and sufficient service and adequate notice for all purposes.

21. 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.