

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

INVIVO THERAPEUTICS CORPORATION, *et al.*¹

Debtors.

Chapter 11

Case No. 24-10137 (MFW)

(Jointly Administered)

Hearing Date: July 17, 2023 at 11:30 a.m. (ET)

Objection Deadline: June 13, 2024 at 4:00 p.m. (ET)

DEBTORS' MOTION FOR AN ORDER EXTENDING THEIR EXCLUSIVE PERIODS TO FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THERETO PURSUANT TO BANKRUPTCY CODE SECTION 1121(d)

The above-captioned debtors and debtors-in-possession (the "Debtors"), by and through their undersigned counsel, hereby submit the *Debtors' Motion for an Order Extending Their Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereto Pursuant to Bankruptcy Code Section 1121(d)* (the "Motion"). In support of the Motion, the Debtors state as follows:

JURISDICTION

1. The United States Bankruptcy Court for the District of Delaware (the "Court") has jurisdiction over this Motion 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 February 29, 2012. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.²

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: InVivo Therapeutics Corporation (6670) and InVivo Therapeutics Holdings Corp. (8166). The Debtors' mailing address is 1500 District Avenue, Burlington, MA 01803.

² Pursuant to Local Rule 9013-1(f), the Debtors hereby confirm their consent to entry of a final order by this Court in connection with this Motion if it is later determined that this Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.



2. The statutory bases for the relief sought herein is section 1121(d) of title 11 of Chapter 11 of the United States Code, 11. U.S.C. § 101 *et seq.* (as amended or modified, the “Bankruptcy Code”) together with rule 9006(b)(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rule 9006-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

BACKGROUND

General Background

1. On February 1, 2024 (the “Petition Date”), the Debtors commenced the above-captioned chapter 11 cases (the “Chapter 11 Cases”) by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the Court.

2. The Debtors continue to operate their business and manage their properties as debtors-in-possession, pursuant to Bankruptcy Code sections 1107(a) and 1108. As of the date of this Motion, no trustee, examiner or statutory committee has been appointed in the Chapter 11 Cases.

3. Additional information regarding the circumstances leading to the commencement of the Chapter 11 Cases and information regarding the Debtors’ business and capital structure is set forth in the *Declaration of Richard Christopher in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* [D.I. 3] (the “First Day Declaration”), which is incorporated herein by reference.

The Sale Process, Bar Dates and Proposed Plan

3. On the Petition Date, the Debtors filed the *Motion of the Debtors for Entry of Orders: (A)(I) Approving Bid Procedures Relating to the Sale of Substantially All of the Debtors’ Assets, (II) Approving Stalking Horse Bid Protections, (III) Scheduling a Hearing to Consider the Sale, (IV) Approving the Form and Manner of Notice of Sale by Auction, (V) Establishing Notice*

{1394.002-W0076002.}

and Procedures for the Assumption and Assignment of Contracts and Leases, and (VI) Granting Related Relief; and (B)(I) Approving Asset Purchase Agreement and Authorizing the Sale of Certain Assets of the Debtors Outside the Ordinary Course of Business, (II) Authorizing the Sale of Assets Free and Clear of All Liens, Claims, Encumbrances and Interests, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [D.I. 18], which sought approval for the Debtors to undertake a marketing process for the sale of substantially all of their assets (the “Sale Process”).

4. On February 22, 2024, the Court entered the *Order (I) Approving Bid Procedures Relating to the Sale of Substantially All of the Debtors’ Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling a Hearing to Consider the Sale, (D) Approving the Form and Manner of Notice of Sale by Auction, (E) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, and (F) Granting Related Relief* [D.I. 79], which authorized the Debtors to undertake the Sale Process.

5. On March 11, 2024, the Debtors filed the *Motion of the Debtors for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Claim and Interest, (B) Approving the Form and Manner for Filing Proofs of Claim or Interest and (C) Approving Notice Thereof* [D.I. 108] to establish, among other things, deadlines by which holders of claims will be required to file written proof of their claim(s). On March 26, 2024, the Court entered the *Order Granting Motion of the Debtors for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Claim and Interest, (B) Approving the Form and Manner for Filing Proofs of Claim or Interest and (C) Approving Notice Thereof* [D.I. 124] which established April 19, 2024 as the General Bar Date and Administrative Bar Date and July 30, 2024 as the Governmental Bar Date (collectively, the “Bar Dates”).

6. On April 29, 2024, the Debtors filed the *Joint Plan of Liquidation of InVivo Therapeutics Corporation and InVivo Therapeutics Holdings Corp. Pursuant to Chapter 11 of the Bankruptcy Code* [D.I. 138] (including all exhibits thereto and as amended, supplemented, revised or otherwise modified from time to time, the “Plan”) and the *Disclosure Statement for the Joint Plan of Liquidation of InVivo Therapeutics Corporation and InVivo Therapeutics Holdings Corp. Pursuant to Chapter 11 of the Bankruptcy Code* [D.I. 139] (including all exhibits thereto and as amended, supplemented, revised or otherwise modified from time to time, the “Disclosure Statement”). In connection therewith, the Debtors filed the *Motion of the Debtors for Entry of an Order (I) Approving the Disclosure Statement on an Interim Basis; (II) Scheduling a Combined Hearing on Final Approval of the Disclosure Statement and Plan Confirmation and Deadlines Related Thereto; (III) Approving the Solicitation, Notice and Tabulation Procedures and the Forms Related Thereto; and (IV) Granting Related Relief* [D.I. 140] (the “Solicitation Motion”). By the Solicitation Motion, the Debtors requested, among other things, that the Court establish a schedule and approve procedures for solicitation of votes on the Plan.

7. On May 6, 2024, the Court entered the *Amended Order (I) Approving the Disclosure Statement on an Interim Basis; (II) Scheduling a Combined Hearing on Final Approval of the Disclosure Statement and Plan Confirmation and Deadlines Related Thereto; (III) Approving the Solicitation, Notice and Tabulation Procedures and the Forms Related Thereto; And (IV) Granting Related Relief* [D.I. 177] (the “Amended Solicitation Order”).

8. A hearing to consider approval of the Disclosure Statement on final basis and confirmation of the Plan is scheduled for June 20, 2024 at 3:00 p.m. (ET).

RELIEF REQUESTED

9. By this Motion, the Debtors request the entry of an order, substantially in the form attached hereto as **Exhibit A**, pursuant to Bankruptcy Code section 1121(d) and Bankruptcy Rule {1394.002-W0076002.}

9006(b)(1), granting a ninety (90) day extension of the original period of one hundred twenty (120) days after the commencement of the Chapter 11 Cases during which the Debtors have the exclusive right to file a chapter 11 plan (the “Exclusive Plan Period”). The Debtors also seek a ninety (90) day extension of the original one hundred eighty (180) day period after the commencement of the Chapter 11 Cases to obtain acceptance of a plan, during which time competing plans may not be filed (the “Solicitation Period” and together with the Exclusive Plan Period, the “Exclusive Periods”).

10. The Exclusive Periods are set to expire on Friday May 31, 2024, and Tuesday July 30, 2024, respectively.³ The Debtors request a ninety (90) day extension of the Exclusive Periods to August 29, 2024, and October 28, 2024, respectively, pursuant to Bankruptcy Code section 1121(d).

11. Such an extension of the Exclusive Periods is without prejudice to the rights of the Debtors to seek further extensions thereof.

BASIS FOR RELIEF

12. The Court is authorized to extend a debtor’s exclusive periods upon a demonstration of cause, pursuant to Bankruptcy Code section 1121(d), which provides:

Subject to paragraph (2), on request of a party in interest made within the respective periods specified in subsections (b) and (c) of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section.

11 U.S.C. § 1121(d).

13. Although the Bankruptcy Code does not define the term “cause,” the legislative history indicates it is intended to be a flexible standard to balance the competing interests of a

³ Pursuant to Local Rule 9006-2, the deadline shall be automatically extended until the Court acts on the motion, without the necessity for the entry of a bridge order.

debtor and its creditors. *See* H.R. Rep. No. 95-595, at 231, 232 (1978), reprinted in 1978 U.S.C.C.A.N. 5963, 6191 (noting that Congress intended to give bankruptcy courts flexibility to protect a debtor’s interest by allowing unimpeded opportunity to negotiate settlement of debts without interference from other parties-in-interest).

14. In determining whether a debtor has had an adequate opportunity to negotiate a chapter 11 plan, a court should consider a variety of factors to assess the totality of circumstances affecting whether or not “cause” exists to extend the Exclusive Periods. *In re McLean Industries, Inc.*, 87 B.R. 830, 834 (Bankr. S.D.N.Y. 1987). The *McLean Industries* court held that the relevant factors are:

- (a) the size and complexity of the debtor’s case;
- (b) the existence of good faith progress towards reorganization;
- (c) a finding that the debtor is not seeking to extend exclusivity to pressure creditors “to accede to [the debtor’s] reorganization demands”;
- (d) existence of an unresolved contingency; and
- (e) the fact that the debtor is paying its bills as they come due.

McLean Industries, 87 B.R. at 834 (citations omitted).

15. An application of the foregoing standards to the facts of the Chapter 11 Cases demonstrates sufficient “cause” to grant the Debtors’ requested extensions.

A. The Size and Complexity of the Debtors’ Cases

16. In *McLean Industries* and numerous other cases, courts have identified size and complexity of a chapter 11 case as a determining factor of whether a court should grant an extension of the exclusive periods. *See, e.g., In re Central Jersey Airport Services*, 282 B.R. 176, 184 (Bankr. D. N.J. 2002); *In re Texaco, Inc.*, 76 B.R. 322, 326 (Bankr. S.D. N.Y. 1987) (finding “cause” to extend exclusivity based on size of case); *In re Manville Forest Prods. Corp.*, 31 B.R.

991, 995 (S.D.N.Y. 1983) (“[T]he sheer mass, weight, volume and complications of the Manville filings undoubtedly justify a shakedown period”).

17. The size and complexities of the Chapter 11 Cases warrant extension of the Exclusive Periods. As set forth in the First Day Declaration, the Debtors operated a publicly traded company in a highly regulated industry. The complex nature of the Debtors’ business and assets present unique complexity to these Chapter 11 Cases. As such, the size and complexity of these Chapter 11 Cases warrant extension of the Exclusive Periods.

18. The Debtors have prepared and filed a number of other operational and procedural motions to ensure that these cases move forward as expeditiously as possible. Since the Petition Date, the Debtors have expended considerable time and effort by:

- a. handling countless operational issues, including responding to creditor, commercial counterparty, financial institution, and vendor concerns and questions;
- b. preparing, filing and amending the Debtors’ schedules and statements of financial affairs;
- c. preparing for and attending the section 341 meeting of creditors;
- d. obtaining approval for the Debtors’ retention and employment of estate professionals;
- e. obtaining approval of the Bar Dates;
- f. undertaking an extensive Sale Process for the sale of substantially all of their assets;
- g. analyzing claims filed against the Debtors estates;
- h. formulating the Debtors’ Plan and Disclosure Statement and filing each in the Chapter 11 Cases; and
- i. soliciting votes to accept or reject the Plan from parties in interest entitled to vote.

19. As noted above, the Debtors devoted substantial time and effort pursuing a marketing process to maximize value for the Debtors' estates. The far-reaching efforts expended by the Debtors and their advisors in connection with the Sale Process required a significant amount of time and energy. Further, the Debtors have formulated a plan of liquidation that maximizes recoveries for the Debtors' estates and their creditors, and the Debtors are in the midst of soliciting votes to accept or reject the Plan. As a result, the Debtors require additional time for the Exclusive Periods to continue toward confirmation of the Plan and winddown of the Debtors' estates.

20. The Debtors believe that it is reasonable to request an extension of the Exclusive Periods under the circumstances. Granting the requested extensions will afford the Debtors a full and fair opportunity to continue their solicitation efforts and to review and analyze the various claims filed against the Debtors and their estates. Thereafter, the Debtors and their professionals will devote their efforts to the winding down of the Debtors' business pursuant to the Plan, if confirmed, without the distraction, cost and delay of a competing plan process. *See In re Energy Conversion Devices, Inc.*, 474 B.R. 503, 507 (Bankr. E.D. Mich. 2012) (citation and internal quotation marks omitted) ("In enacting 11 U.S.C. § 1121, Congress intended to allow the Debtor a reasonable time to obtain confirmation of a plan without the threat of a competing plan. It was intended that . . . a debtor should be given the unqualified opportunity to negotiate a settlement and propose a plan of reorganization without interference from creditors and other interests."). As such, this factor supports an extension of the Exclusive Periods.

B. Good Faith Progress Towards Confirmation of a Chapter 11 Plan

21. In addition to devoting a significant amount of focus to the Sale Process, the Debtors formulated the Plan and are soliciting votes to accept or reject the Plan. The Debtors acknowledge that any available proceeds in these Chapter 11 Cases will need to be distributed to

the proper parties in interest in an organized manner and as swiftly as possible. Accordingly, this factor weighs in favor of the Court granting the relief sought herein.

C. The Debtors are Requesting an Extension of the Exclusive Periods for Appropriate Purposes

22. The Debtors are seeking an extension of the Exclusive Periods to enable the Debtors to review and reconcile claims against the Debtors' estates and to solicit consensus on the Plan from their constituents – not for the purpose of pressuring creditors to accede to any demands. *McLean Industries*, 87 B.R. at 834.

23. Since the Petition Date, the Debtors have worked collaboratively with their creditors and other interested parties and have complied with the obligations placed on the Debtors under the Bankruptcy Code. In meeting their fiduciary duties to their creditors, the Debtors have recognized the need to deal with all parties-in-interest in these Chapter 11 Cases and have appropriately conferred with these constituencies on both substantive and administrative matters.

24. The Debtors' request to extend the Exclusive Periods is made in good faith and will afford the Debtors an opportunity to finalize solicitation and confirmation of a realistic and viable chapter 11 plan. In light of this, it cannot be said that the Debtors have sought an extension of the Exclusive Periods for any improper purpose.

D. An Extension of the Exclusive Periods is Required to Resolve Contingencies

25. While the Plan has been filed, the Debtors still must obtain final approval of the Disclosure Statement and confirmation of the Plan. If the Court does not approve the Disclosure Statement on a final basis or confirm the Plan, the Debtors will require additional time to address the Court's concerns. Accordingly, an extension is required to allow the Debtors to obtain final approval of the Disclosure Statement and to seek confirmation of the Plan, without the distraction of any competing plans.

E. The Debtors are Paying their Ongoing Expenses as they Become Due

26. Since the inception of these Chapter 11 Cases, the Debtors have been satisfying their postpetition liabilities in the ordinary course of business. The Debtors' prudent decisions regarding their assets and their diligent efforts to maximize value for all creditors and stakeholders over the course of these Chapter 11 Cases have enhanced the Debtors' bankruptcy estates and the potential recovery for their creditors.

27. The Debtors also note that relief similar to that requested in this Motion has been granted to other debtors in this jurisdiction in other chapter 11 cases. *See, e.g., In re Lucira Health, Inc.*, No. 23-10242 (MFW) (Bankr. D. Del. Oct. 16, 2023); *In re Winc, Inc.*, No. 22-11238 (LSS) (Bankr. D. Del. July 17, 2023); *In re VJGJ, Inc.*, No. 21-11332 (BLS) (Bankr. D. Del. May 26, 2022); *In re WB Supply LLC*, No. 21-10729 (BLS) (Bankr. D. Del. Sept. 1, 2021); *In re Akorn, Inc.*, No. 20-11177 (KBO) (Bankr. D. Del. Oct. 15, 2020); *In re Destination Maternity Corp.*, No. 19-12256 (BLS) (Bankr. D. Del. Fe. 18, 2020); *In re Southcross Energy Partners, L.P.*, No. 19-10702 (MFW) (Bankr. D. Del. July 15, 2019); *In re Imerys Talc America, Inc.*, No. 19-10289 (LSS) (Bankr. D. Del. June 25, 2019).

28. The requested extension of the Exclusive Periods of ninety (90) days to August 29, 2024 and October 28, 2024, respectively, does not prejudice any parties in interest and avoids the potential encouragement of the Debtors or any other parties-in-interest to file an insufficient and non-consensual chapter 11 plan.

NOTICE AND NO PRIOR REQUEST

29. Notice of this Motion has been given to the following parties or, in lieu thereof, to their counsel, if known: (a) the Office of the United States Trustee for the District of Delaware; (b) each of the Debtors' creditors holding the twenty (20) largest unsecured claims as set forth in the list filed with the Debtors' petitions; (c) the Internal Revenue Service; (d) the United States

{1394.002-W0076002.}

Attorney's Office for the District of Delaware; (e) the United States Securities and Exchange Commission; and (f) all parties who have requested notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is required.

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

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the Debtors respectfully request that the Court enter an order: (i) granting the relief requested by the Motion and extend the Exclusive Plan Period through and including August 29, 2024 and extend the Solicitation Period to and including October 28, 2024; and (ii) granting such other and further relief as is just and proper.

Dated: May 30, 2024
Wilmington, Delaware

LANDIS RATH & COBB LLP

/s/ George A. Williams III
Matthew B. McGuire (No. 4366)
Joshua B. Brooks (No. 6765)
George A. Williams III (No. 6964)
919 Market Street, Suite 1800
Wilmington, Delaware 19801
Telephone: (302) 467-4400
Facsimile: (302) 467-4450
Email: mcguire@lrclaw.com
brooks@lrclaw.com
williams@lrclaw.com

Counsel for the Debtors and Debtors-In-Possession

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

In re:

INVIVO THERAPEUTICS CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10137 (MFW)

(Jointly Administered)

Hearing Date: July 17, 2024 at 11:30 a.m. (ET)

Obj. Deadline: June 13, 2024 at 4:00 p.m. (ET)

NOTICE OF MOTION

TO: The following parties: (a) the Office of the United States Trustee for the District of Delaware; (b) each of the Debtors' creditors holding the twenty (20) largest unsecured claims as set forth in the list filed with the Debtors' petitions; (c) the Internal Revenue Service; (d) the United States Attorney's Office for the District of Delaware; (e) the United States Securities and Exchange Commission; (f) the United States Food and Drug Administration; (g) all parties who have requested notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002.

PLEASE TAKE NOTICE that on the date hereof, InVivo Therapeutics Corporation and its affiliated debtor and debtor-in-possession (the "**Debtors**") filed the *Debtors' Motion for an Order Extending Their Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereto Pursuant to Bankruptcy Code Section 1121(d)* (the "**Motion**") with the United States Bankruptcy Court for the District of Delaware (the "**Court**").

PLEASE TAKE FURTHER NOTICE that responses or objections, if any, to the relief requested in the Motion must be filed with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **June 13, 2024 at 4:00 p.m. (ET)**. At the same time, you must also serve a copy of the objection upon the following parties so as to be received no later than **June 13, 2024, at 4:00 P.M. (ET)**: (i) counsel for the Debtors, Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801, Attn: Matthew B. McGuire (mcguire@lrclaw.com) and Joshua B. Brooks, Esq. (brooks@lrclaw.com); and (ii) Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, (Attn: Joseph Cudia, Esq., joseph.cudia@usdoj.gov).

A HEARING ON THE MOTION WILL BE HELD ON JULY 17, 2024 AT 11:30 A.M. (ET) BEFORE THE HONORABLE MARY F. WALRATH, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 5TH FLOOR, COURTROOM NO. 4, WILMINGTON, DELAWARE 19801.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: InVivo Therapeutics Corporation (6670) and InVivo Therapeutics Holdings Corp. (8166). The Debtors' mailing address is 1500 District Avenue, Burlington, MA 01803.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: May 30, 2024
Wilmington, Delaware

LANDIS RATH & COBB LLP

/s/ George A. Williams

Matthew B. McGuire (No. 4366)

Joshua B. Brooks (No. 6765)

George A. Williams III (No. 6964)

919 Market Street, Suite 1800

Wilmington, Delaware 19801

Telephone: (302) 467-4400

Facsimile: (302) 467-4450

Email: mcguire@lrclaw.com

brooks@lrclaw.com

williams@lrclaw.com

Counsel for the Debtors and Debtors-In-Possession

EXHIBIT A

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

In re:

INVIVO THERAPEUTICS CORPORATION, *et al.* ¹

Debtors.

Chapter 11

Case No. 24-10137 (MFW)

(Jointly Administered)

Ref. No. ____

**ORDER GRANTING THE DEBTORS' MOTION FOR AN ORDER EXTENDING
THEIR EXCLUSIVE PERIODS TO FILE A CHAPTER 11 PLAN AND SOLICIT
ACCEPTANCES THERETO PURSUANT TO BANKRUPTCY CODE SECTION 1121(d)**

Upon the *Debtors' Motion for an Order Extending their Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereto Pursuant to Bankruptcy Code Section 1121(d)* (the "Motion");² and the Court having jurisdiction over 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 February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and the Court may enter a final order consistent with Article III of the United States Constitution;³ and the Court having found that venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that sufficient notice of the Motion has been given; and good and sufficient cause appearing for the relief requested in the Motion; **IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED as set forth herein.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: InVivo Therapeutics Corporation (6670) and InVivo Therapeutics Holdings Corp. (8166). The Debtors' mailing address is 1500 District Avenue, Burlington, MA 01803.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

³ Pursuant to Local Rule 9013-1(f), the Debtors hereby confirm their consent to entry of a final order by this Court in connection with this Motion if it is later determined that this Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

2. Pursuant to Bankruptcy Code section 1121(d) and Bankruptcy Rule 9006(b)(1), the Debtors' Exclusive Plan Period is extended through and including August 29, 2024, and the Debtors' Solicitation Period is extended through and including October 28, 2024.

3. This Order is without prejudice to the Debtors' rights to seek further extensions of the time within which to extend the Exclusive Periods.

4. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Date: _____, 2024
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE