

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

In re:

PROSOMNUS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-10972 (JTD)

(Joint Administration Requested)

**MOTION OF DEBTORS FOR ENTRY OF INTERIM AND FINAL ORDERS (I)  
AUTHORIZING DEBTORS TO FILE CONSOLIDATED TOP 20 CREDITORS LIST,  
(II) MODIFYING REQUIREMENTS TO FILE A LIST OF, AND PROVIDE NOTICE  
TO, ALL EQUITY HOLDERS, (III) AUTHORIZING REDACTION OF CERTAIN  
PERSONALLY IDENTIFIABLE INFORMATION, AND  
(IV) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (the “**Debtors**”) hereby move this Court (the “**Motion**”) for entry of an interim order (“**Interim Order**”) and a final order (“**Final Order**”), pursuant to sections 105(a) and 107 of title 11 of the United States Code, 11 U.S.C. §§ 101- 1532 (the “**Bankruptcy Code**”); Rules 1007, 2002(m), 6004, 9006(b), 9007, and 9018 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”); and Rules 1001-1, 1007-1, 1007-2, 2002-1, and 9013-1(m) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), (i) authorizing the Debtors to file a consolidated list of the Debtors’ twenty (20) largest unsecured creditors (the “**Consolidated Top 20 Creditor List**”), (ii) modifying the requirements to file a list of (the “**Equity List**”), and provide notice to, all equity holders, (iii) authorizing the redaction of certain personally identifiable information (“**PII**”) in the list of creditors (the “**Creditor Matrix**”), and (iv) granting such other related relief as is just and proper. In support of the Motion, the Debtors

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: ProSomnus, Inc. (8216), ProSomnus Holdings, Inc. (3855), and ProSomnus Sleep Technologies, Inc. (0766). The location of the Debtors’ principal place of business and the Debtors’ mailing address is 5675 Gibraltar Dr., Pleasanton, California 94588.



rely upon the *Declaration of Brian Dow, Chief Financial Officer of Debtors, in Support of Chapter 11 Petitions and First Day Pleadings*, filed with the Court concurrently herewith (the “**First Day Declaration**”).<sup>2</sup> In further support of the Motion, the Debtors, by and through their undersigned counsel, respectfully represent:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction to consider this Motion under 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 is a core proceeding under 28 U.S.C. § 157(b). In accordance with Local Rule 9013-1(f), the Debtors consent to entry of a final order if it is determined that the Court lacks Article III jurisdiction to enter such final order or judgment absent consent of the parties. Venue of these cases and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are Bankruptcy Code sections 105(a) and 107, Bankruptcy Rules 1007, 2002(m), 6004, 9006(b), 9007, and 9018, and Local Rules 1001-1, 1007-1, 1007-2, 2002-1, and 9013-1(m).

### **BACKGROUND**

3. On the date hereof (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court commencing a case for relief under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”). The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of the Chapter 11 Cases, is set forth in detail in the First Day Declaration and fully incorporated herein by reference.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the First Day Declaration.

4. The Debtors continue to manage and operate their business as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108. No trustee or examiner has been requested in the Chapter 11 Cases and no committees have yet been appointed.

5. Contemporaneously with the filing of this Motion, the Debtors have filed with the Court a motion for joint administration of the Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b). The joint administration is for procedural purposes only.

### **RELIEF REQUESTED**

6. By this Motion, the Debtors request entry of the Interim Order and the Final Order, substantially in the forms attached hereto as Exhibit A and Exhibit B, respectively, (i) authorizing the Debtors to file the Consolidated Top 20 Creditor List; (ii) modifying the requirements to file the Equity List and to provide notice to all equity holders, (iii) authorizing the redaction of certain PII in the Creditor Matrix; and (iv) granting such other related relief as is just and proper.

### **BASIS FOR RELIEF**

#### **A. Filing the Consolidated Top 20 Creditor List is Appropriate Under the Circumstances of the Chapter 11 Cases.**

7. Bankruptcy Rule 1007(d) requires a debtor to file, together with its voluntary petition, a “list containing the name, address and claim of the creditors that hold the 20 largest unsecured claims, excluding insiders, as prescribed by the appropriate Official Form.” Fed. R. Bankr. P. 1007(d).

8. In order to provide the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) with a clearer picture of the Debtors’ creditor body, the Debtors have prepared the Consolidated Top 20 Creditor List which lists the top 20 unsecured creditors consolidated across all Debtors. Because the Debtors’ significant unsecured creditors are listed on the Consolidated Top 20 Creditor List, the Consolidated Top 20 Creditor List will facilitate the

U.S. Trustee's evaluation of the types and amounts of unsecured claims asserted against the Debtors so that the U.S. Trustee can make an informed decision when identifying potential candidates to serve on an official committee of unsecured creditors. In addition, the Consolidated Top 20 Creditor List will alleviate costs, administrative burdens, and the possibility of duplicative services.

**B. Cause Exists to Waive the Requirements to File the Equity List and to Modify the Notice Requirement for Equity Security Holders.**

9. Bankruptcy Rule 1007(a)(3) states that, "unless the court orders otherwise, the debtor shall file within 14 days after entry of the order for relief a list of the debtor's equity security holders of each class . . . and the last known address or place of business of each holder." Fed. R. Bankr. P. 1007(a)(3). In addition, Bankruptcy Rule 2002(d) states that, "unless otherwise ordered by the court," notice of the order for relief shall be given to all equity security holders. *See* Fed. R. Bankr. P. 2002(d). Thus, the court has the authority and discretion to modify or waive the filing and notice requirements under the express provisions of both rules. *See* Fed. R. Bankr. P. 1007(a)(3) & 2002(d); *see also* 11 U.S.C. § 105(a) ("The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.").

10. The requirements to file a list of, and provide notice directly to, equity security holders should be waived as to Debtor ProSomnus, Inc. Prior to April 18, 2024, Debtor ProSomnus Inc.'s common stock was publicly traded on the Nasdaq Stock Market, LLC, with approximately 17,390,000 million outstanding shares of common stock as of the Petition Date. Of these outstanding shares, approximately 6,270,000 are not held by the Debtors or their affiliates and cannot be readily traced to specific individual holders. Debtor ProSomnus Inc. maintains a list of only its registered equity security holders and therefore must obtain the names and addresses of its beneficial shareholders from a securities agent. Preparing and submitting such a list with last

known addresses for each equity security holders and sending notices to all such parties will create undue expense and administrative burden with limited corresponding benefit to the estates or parties in interest.

11. Debtor ProSomnus, Inc. has taken or will take several actions to inform its equity security holders of the commencement of these Chapter 11 Cases. On the date hereof, or as soon thereafter as is practicable, the Debtors will file a Form 8-K with the United States Securities and Exchange Commission (“**SEC**”) announcing the filing. Debtor ProSomnus, Inc. also filed with its petition a list of identified, registered holders of outstanding ProSomnus, Inc. common stock. Additionally, news of the Chapter 11 Cases will be published by the financial press, as well as through information disseminated by the Debtors and the publication of case filings being made available on the website established by Kurtzman Carson Consultants LLC, the Debtors’ proposed claims and noticing agent (the “**Claims Agent**”). The Debtors are confident that these publications will reach the equity security holders.

12. Accordingly, the Debtors request permission to modify the requirement to provide notice to all equity security holders of the order for relief and commencement of the Chapter 11 cases. The Debtors propose to provide notice by: (i) serving the list of registered holders, the transfer agents, and all banks, intermediaries, other nominees or their mailing agents that hold ProSomnus Inc. common stock (with instructions to serve down to beneficial holders, as applicable); (ii) publish notice of commencement on the Debtors’ case website located at [www.kccllc.net/prosomnus](http://www.kccllc.net/prosomnus) and hosted by the Claims Agent; and (iii) filing a Current Report on Form 8-K with the SEC within four business days following the Petition Date (or as soon thereafter as is practicable), notifying their investors and other parties of the commencement of the Chapter

11 cases, as well as any other filings with the SEC, as necessary. The Debtors submit that these efforts will provide adequate notice to the equity security holders.

13. Accordingly, the Debtors submit that ample cause exists for the Court to waive (i) the requirement under Bankruptcy Rule 1007(a)(3) that ProSomnus, Inc. file the Equity List and (ii) the requirement under Bankruptcy Rule 2002(d) to send notice of the order for relief directly to all equity security holders of the Debtors. The Debtors further submit that, to the extent it is determined that equity security holders are entitled to distributions from the Debtor's estate, those parties will be provided with notice of the bar date and will then have an opportunity to assert their interests. Equity security holders will, therefore, not be prejudiced by the relief requested herein.

14. Courts in this District have granted similar relief in other recent chapter 11 cases. *See, e.g., In re Amyris, Inc.*, Case No. 23-11131 (TMH) (Bankr. D. Del. Aug. 11, 2023) [Docket No. 59] (waiving the requirement to file a list of equity holders and the requirement to provide notice directly to equity security holders); *In re Yellow Corp.*, Case No. 23-11069 (CTG) (Bankr. D. Del. Aug. 9, 2023) [Docket No. 171] (same); *In re Starry Grp. Holdings, Inc.*, Case No. 23-10219 (KBO) (Bankr. D. Del. Feb. 22, 2023) [Docket No. 63] (same).

**C. Cause Exists for Certain Personally Identifiable Information Contained in the Consolidated Creditor Matrix to be Redacted.**

15. The Debtors further request authorization to redact certain personally identifiable information (“**PII**”) in the Creditor Matrix and other mandatory disclosures and schedules.

16. While the public has a “right of access to judicial proceedings and records,” *Goldstein v. Forbes (In re Cendant Corp.)*, 260 F.3d 183, 192 (3d Cir. 2001), the Bankruptcy Code permits courts, in appropriate circumstances, to circumscribe this right in order to protect persons from an undue risk of identity theft or other injury by proscribing the public's access, placing papers under seal, or otherwise entering protective orders to limit the dissemination of sensitive

information. *See* 11 U.S.C. § 107(c); *see also Cendant*, 260 F.3d at 194 (stating that the public’s right of access “is not absolute”) (internal citations and quotations omitted); *Litlejohn v. BIC Corp.*, 851 F.2d 673, 678 (3d Cir. 1988) (“Every court has supervisory power over its own records and files, and access has been denied where court files might have become a vehicle for improper purposes.” (quoting *Nixon v. Warner Commc’ns, Inc.* 435 U.S. 589, 598 (1978))).

17. Bankruptcy Code section 107 authorizes a bankruptcy court to issue orders that protect parties from any potential harm that could arise from disclosing confidential information. More specifically, Bankruptcy Code section 107(b)(1) provides that:

On the request of a party in interest, the bankruptcy court shall, and on the bankruptcy court’s own motion, the bankruptcy court may—

(1) protect an entity with respect to a trade secret or confidential research, development, or commercial information . . . .

11 U.S.C. § 107(b)(1); *see also* Fed. R. Bankr. P. 9018.

18. Additionally, as for individuals, Bankruptcy Code section 107(c)(1) provides that:

The bankruptcy court, for cause, may protect an individual, with respect to the following types of information to the extent the court finds that disclosure of such information would create undue risk of identity theft or other unlawful injury to the individual or the individual’s property:

(A) Any means of identification (as defined in section 1028(d) of title 18 [of the United States Code]) contained in a paper filed, or to be filed, in a case under this title.

(B) Other information contained in a paper described in subparagraph (A).

11 U.S.C. § 107(c)(1).

19. In addition, certain states with regulatory power over the Debtors have enacted privacy protection regulations that may conflict with the Debtor’s disclosure requirements under the Bankruptcy Code. For example, the California Consumer Privacy Act of 2018 (the “CCPA”)

provides individuals domiciled in California the right to request their collected PII be deleted by entities subject to the CCPA. Companies that violate the CCPA are subject to injunctions and civil penalties of up to \$2,500 for each violation and up to \$7,500 for each intentional violation. Cal. Civ. Code § 1798.155. The CCPA applies to all for-profit entities doing business in California that collect and process PII of their consumers and have annual gross revenue in excess of \$25 million. Cal. Civ. Code § 1798.140(c)(1). The Debtors believe the CCPA applies to them.

20. In order to prevent any conflict between the Bankruptcy Code and state consumer privacy regulations, such as the CCPA, the Debtors respectfully submit that it is appropriate to authorize the Debtors to redact from any paper filed or to be filed with the Court in the Chapter 11 Cases the email addresses and home addresses of the Debtors' individual creditors (including employees) and their equity security holders. Such disclosures may cause the Debtors to be exposed to potential civil liability and financial penalties.

21. More importantly, however, the disclosure of such protected PII may be used by third parties to, among other things, perpetrate identity theft or locate individuals who for personal safety reasons have otherwise taken steps to conceal their whereabouts. The Debtors propose to provide an unredacted version of the Creditor Matrix and any other redacted, applicable filings to the Court, the U.S. Trustee, counsel to any statutory committee appointed in the Chapter 11 Cases, and other parties in interest upon reasonable request.

22. Courts in this jurisdiction have granted the relief requested herein in other comparable chapter 11 cases. *See, e.g., In re Icon Aircraft, Inc.*, Case No. 24-10703 (CTG) (Bankr. D. Del. Apr. 5, 2024) [Docket No. 51] (authorizing redaction of individual PII, including email addresses and home addresses); *In re Humanigen, Inc.*, Case No. 24-10003 (BLS) (Bankr. D. Del. Jan. 29, 2024) [Docket No. 74] (authorizing same); *In re Starry Grp. Holdings, Inc.*, Case No. 23-



10219 (KBO) (Bankr. D. Del. Feb. 22, 2023) [Docket No. 63] (authorizing redaction of individual home addresses).

23. When authorizing the redaction of certain PII, courts in this district have stressed the importance of allowing debtors to redact individual creditors' PII to protect the privacy of individuals. For example, in *Art Van Furniture*, the court noted that redaction of PII "has really become routine [and] I think obvious relief" due to "the risks associated with having any kind of private information out on the internet . . . ." Hr'g Tr. at 25:13–16, *In re Art Van Furniture, LLC*, Case No. 20-10553 (CSS) (Bankr. D. Del. Mar. 10, 2020) (Sontchi, J.) [Docket No. 82]. Moreover, when considering the relief requested, courts in this district have stated that the debtor need not provide any specific evidence of a particular risk of identity theft in any given case. Hr'g Tr. at 24:21–25, *In re Clover Techs. Grp., LLC*, Case No. 19-12680 (KBO) (Bankr. D. Del. Jan. 22, 2020) (Owens, J.) ("I don't need evidence that there is, at best, a risk of identity theft and worse a risk of personal injury from listing someone's name and address on the internet by way of the court's electronic case filing system . . . we routinely redact sensitive and confidential information for corporate entities and redact individual's home addresses.").

24. For the above-stated reasons, the Debtors respectfully submit that cause exists to authorize the Debtors to redact, pursuant to 11 U.S.C. § 107(c)(1) and in compliance with the CCPA and other state regulatory provisions, the PII—including email addresses and home addresses—of individual creditors (including employees) and interest holders who are listed on the Creditor Matrix or any other document filed with the Court. Without such relief, the Debtors would unnecessarily cause individuals to be more susceptible to identity theft or otherwise jeopardize their safety by publishing their home addresses. Lastly, without redaction, the Debtors may be at risk of violating certain state privacy regulations.

**NOTICE**

25. Notice of this Motion has been or will be provided to: (a) the United States Trustee for the District of Delaware; (b) the holders of the twenty (20) largest unsecured claims on a consolidated basis against the Debtors; (c) counsel to the Prepetition Agents; (d) counsel to the Sponsoring Noteholders and proposed DIP Lenders; (e) counsel to the proposed DIP Agent; (f) the Internal Revenue Service; (g) the United States Securities and Exchange Commission; (h) the Office of the United States Attorney for the District of Delaware; and (i) all parties entitled to notice pursuant to Bankruptcy Rule 2002. Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-1(m). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

**NO PRIOR REQUEST**

26. No prior motion 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 the Interim Order and the Final Order, substantially in the forms attached hereto as Exhibit A and Exhibit B, respectively, granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: May 7, 2024  
Wilmington, Delaware

Respectfully submitted,

**POLSINELLI PC**

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*Proposed Counsel to the Debtors and  
Debtors in Possession*

**EXHIBIT A**

Proposed Interim Order

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

In re:

PROSOMNUS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-10972 (JTD)

(Joint Administration Requested)

**Re: Docket No. \_\_**

**INTERIM ORDER (I) AUTHORIZING DEBTORS TO FILE CONSOLIDATED TOP 20  
CREDITORS LIST, (II) MODIFYING REQUIREMENTS TO FILE A LIST OF, AND  
PROVIDE NOTICE TO, ALL EQUITY HOLDERS, (III) AUTHORIZING REDACTION  
OF CERTAIN PERSONALLY IDENTIFIABLE INFORMATION, AND  
(IV) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an Interim order (this “**Interim Order**”) (i) authorizing the Debtors to file the Consolidated Top 20 Creditor List; (ii) modifying the requirements to file the Equity List and to provide notice to all equity holders; (iii) authorizing the redaction of certain PII within the Creditor Matrix; and (iv) granting related relief; and upon the First Day Declaration; and this Court having found that it has jurisdiction to consider the Motion pursuant to 28 U.S.C. § 1334; and this Court having found that the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b), and that the Debtors consent to entry of a final order under Article III of the United States Constitution; and this Court having found that venue of these Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: ProSomnus, Inc. (8216), ProSomnus Holdings, Inc. (3855), and ProSomnus Sleep Technologies, Inc. (0766). The location of the Debtors’ principal place of business and the Debtors’ mailing address is 5675 Gibraltar Dr., Pleasanton, California 94588.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion or First Day Declaration, as applicable.

adequate notice of the Motion has been given and that no other or further notice is necessary; and this Court having reviewed the Motion and having heard statements in support of the Motion at a hearing held before this Court (the “**Hearing**”); and this Court having determined that the legal and factual bases set forth in the Motion and the First Day Declaration and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested in the Motion having been withdrawn or overruled on the merits; and after due deliberation thereon and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is GRANTED on an interim basis, as set forth herein.
2. All objections to the entry of this Interim Order, to the extent not withdrawn or settled, are overruled.
3. The Debtors are authorized to file the Consolidated Top 20 Creditor List in lieu of filing a top 20 list of unsecured creditors for each Debtor; provided, however, that the Debtors shall provide the Office of the U.S. Trustee with de-consolidated information upon request.
4. The requirement that Debtor ProSomnus, Inc. file a list of equity security holders pursuant to Bankruptcy Rule 1007(a)(3) is deemed satisfied by the filing of a list of the Debtors’ registered equity security holders as of the Petition Date; provided however, that the relief granted by this paragraph may be modified in the event that the Debtors move to establish a bar date for the filing of equity security interests.
5. Any requirement that Debtor ProSomnus Inc. provide notice directly to equity security holders under Bankruptcy Rule 2002(d) is waived, and the Debtors are authorized to serve the notices required under Bankruptcy Rule 2002(d) on the registered and nominee holders of

Debtor ProSomnus Inc.'s equity securities with instructions to serve such notices down to the beneficial holders of equity securities.

6. The Debtors are authorized to redact the home addresses and the email addresses of individuals (including employees, if applicable) listed on the Creditor Matrix, claims register, affidavits of service, Schedules and Statements, or other documents filed with this Court. The Debtors shall file an unredacted version of the Creditor Matrix with the Court and provide an unredacted version of the Creditor Matrix and any other filings redacted pursuant to this Interim Order to (i) the Clerk of the Court, (ii) the U.S. Trustee, (iii) counsel to any official committee appointed in these Chapter 11 Cases, and (iv) any party in interest upon a request to the Debtors (email is sufficient) or to the Court, that is reasonably related to these Chapter 11 Cases, subject to the restrictions of applicable privacy or data protection laws and regulations. The Debtors shall inform the U.S. Trustee and the Court after denying any request for an unredacted document pursuant to this Order. Parties in interest may also seek to obtain an unredacted version of the Creditor Matrix, claims register, affidavits of service, Schedules and Statements, and any other applicable filed documents upon motion and order of the Court.

7. Nothing in this Interim Order shall waive or otherwise limit the service of any document upon or the provision of any notice to any individual solely because such individual's PII is sealed or redacted pursuant to this Interim Order. Service of all documents and notices upon individuals whose PII is sealed or redacted pursuant to this Interim Order shall be confirmed in the corresponding certificate of service.

8. The Debtors are hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Interim Order.

9. The final hearing (the “**Final Hearing**”) to consider the entry of a final order granting the relief requested in the Motion shall be held on \_\_\_\_\_, **2024**, at \_\_\_\_\_:\_\_\_\_.m. **Prevailing Eastern Time.**

10. Any objection to the entry of a final order granting the relief requested in the Motion shall be filed with the Court and served on the following parties **no later than 4:00 p.m. Prevailing Eastern Time on \_\_\_\_\_, 2024**, (a) the Debtors, c/o ProSomnus, Inc., 5675 Gibraltar Dr., Pleasanton, California 94588; (b) proposed counsel to the Debtors, Polsinelli PC, 222 Delaware Avenue, Suite 1101, Wilmington, Delaware 19801, Attn: Shanti M. Katona (skatona@polsinelli.com) and Katherine M. Devanney (kdevanney@polsinelli.com); (c) counsel to the Sponsoring Noteholders and proposed DIP Lenders, Kilpatrick Townsend & Stockton LLP, 1114 Avenue of the Americas, New York, New York 10036, Attn: David M. Posner (dposner@ktslaw.com) and Gianfranco Finizio (gfinizio@ktslaw.com) and Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, Delaware 19801, Attn: Eric J. Monzo (emonzo@morrisjames.com) and Brya M. Keilson (bkeilson@morrisjames.com); (d) counsel to the Prepetition Agents, Alston & Bird LLP, 1120 South Tryon Street, Suite 300, Charlotte, North Carolina 28203-6818, Attn: Adam Smith (adam.smith@alston.com) and Lauren McHale (lauren.mchale@alston.com); (e) counsel to the proposed DIP Agent, Seward & Kissel LLP, One Battery Park Plaza, New York, NY 10004, Attn: Gregg Bateman (bateman@sewkis.com); and (f) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jon Lipshie (jon.lipshie@usdoj.gov).

11. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Interim Order.



**EXHIBIT B**

Proposed Final Order

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

In re:

PROSOMNUS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-10972 (JTD)

(Joint Administration Requested)

**Re: Docket Nos. \_\_**

**FINAL ORDER (I) AUTHORIZING DEBTORS TO FILE CONSOLIDATED TOP 20 CREDITORS LIST, (II) MODIFYING REQUIREMENTS TO FILE A LIST OF, AND PROVIDE NOTICE TO, ALL EQUITY HOLDERS, (III) AUTHORIZING REDACTION OF CERTAIN PERSONALLY IDENTIFIABLE INFORMATION, AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), for entry of a final order (this “**Final Order**”) (i) authorizing the Debtors to file the Consolidated Top 20 Creditor List; (ii) modifying the requirements to file the Equity List and to provide notice to all equity holders; (iii) authorizing the redaction of certain PII within the Creditor Matrix; and (iv) granting related relief; and upon the First Day Declaration; and this Court having found that it has jurisdiction to consider the Motion pursuant to 28 U.S.C. § 1334; and this Court having found that the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b), and that the Debtors consent to entry of a final order under Article III of the United States Constitution; and this Court having found that venue of these Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and

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adequate notice of the Motion has been given and that no other or further notice is necessary; and this Court having reviewed the Motion and having heard statements in support of the Motion at a hearing held before this Court (the “**Hearing**”); and this Court having determined that the legal and factual bases set forth in the Motion and the First Day Declaration and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested in the Motion having been withdrawn or overruled on the merits; and after due deliberation thereon and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is GRANTED on a final basis, as set forth herein.
2. All objections to the entry of this Final Order, to the extent not withdrawn or settled, are overruled.
3. The Debtors are authorized to file the Consolidated Top 20 Creditor List in lieu of filing a top 20 list of unsecured creditors for each Debtor; provided, however, that the Debtors shall provide the Office of the U.S. Trustee with de-consolidated information upon request.
4. The requirement that Debtor ProSomnus, Inc. file a list of equity security holders pursuant to Bankruptcy Rule 1007(a)(3) is deemed satisfied by the filing of a list of the Debtors’ registered equity security holders as of the Petition Date; provided however, that the relief granted by this paragraph may be modified in the event that the Debtors move to establish a bar date for the filing of equity security interests.
5. Any requirement that Debtor ProSomnus Inc. provide notice directly to equity security holders under Bankruptcy Rule 2002(d) is waived, and the Debtors are authorized to serve the notices required under Bankruptcy Rule 2002(d) on the registered and nominee holders of

Debtor ProSomnus Inc.'s equity securities with instructions to serve such notices down to the beneficial holders of equity securities.

6. The Debtors are authorized to redact the home addresses and the email addresses of individuals (including employees, if applicable) listed on the Creditor Matrix, claims register, affidavits of service, Schedules and Statements, or other documents filed with this Court. The Debtors shall file an unredacted version of the Creditor Matrix with the Court and provide an unredacted version of the Creditor Matrix and any other filings redacted pursuant to this Final Order to (i) the Clerk of the Court, (ii) the U.S. Trustee, (iii) counsel to any official committee appointed in these Chapter 11 Cases, and (iv) any party in interest upon a request to the Debtors (email is sufficient) or to the Court, that is reasonably related to these Chapter 11 Cases, subject to the restrictions of applicable privacy or data protection laws and regulations. The Debtors shall inform the U.S. Trustee and the Court after denying any request for an unredacted document pursuant to this Order. Parties in interest may also seek to obtain an unredacted version of the Creditor Matrix, claims register, affidavits of service, Schedules and Statements, and any other applicable filed documents upon motion and order of the Court.

7. Nothing in this Final Order shall waive or otherwise limit the service of any document upon or the provision of any notice to any individual solely because such individual's PII is sealed or redacted pursuant to this Final Order. Service of all documents and notices upon individuals whose PII is sealed or redacted pursuant to this Final Order shall be confirmed in the corresponding certificate of service.

8. The Debtors are hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Final Order.

9. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Final Order.