

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

In re:

PROSOMNUS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10972 (JTD)

(Jointly Administered)

Re: Docket Nos. 87, 88, 182

**JOINDER OF AD HOC CROSSOVER GROUP OF CONVERTIBLE NOTEHOLDERS
TO REPLY OF DEBTORS IN SUPPORT OF MOTION OF DEBTORS
FOR ENTRY OF ORDER (I) APPROVING DISCLOSURE STATEMENT AND FORM
AND MANNER OF NOTICE OF DISCLOSURE STATEMENT HEARING,
(II) ESTABLISHING SOLICITATION AND VOTING PROCEDURES,
(III) SCHEDULING CONFIRMATION HEARING,
(IV) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR
CONFIRMATION OF PLAN, AND (V) GRANTING RELATED RELIEF**

The Ad Hoc Crossover Group of Convertible Noteholders (the “Ad Hoc Crossover Group”) of ProSomnus, Inc. (together with its affiliated debtors and debtors-in-possession, the “Debtors”), by and through its undersigned counsel, submits this joinder (the “Joinder”) in support of the Debtors’ reply [Docket No. 182] (the “Reply”) in support of and in response to the objection filed by the Office of the United States Trustee for the District of Delaware [Docket No. 164] (the “Objection”) to approval of: (i) the Debtors’ proposed disclosure statement [Docket No. 87] (as amended on June 24, 2024 [Docket No. 177] and as may be further amended, modified, or supplemented from time to time, and together with all exhibits and schedules thereto, the “Disclosure Statement”)² for the *Joint Chapter 11 Plan of Reorganization of ProSomnus, Inc. and its Debtor Affiliates* [Docket No. 86] (as amended on June 24, 2024 [Docket No. 177] and as may

¹ 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.

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



be further modified, amended, or supplemented from time to time, and together with all exhibits and schedules thereto) and (ii) the motion to approve the Disclosure Statement and related procedures for soliciting and tabulating votes to accept or reject the Plan [Docket No. 88] (the “Motion”). For the reasons set forth below the Ad Hoc Crossover Group respectfully requests that the Court overrule the Objection and grant the relief requested in the Motion.³ In support of this Joinder, the Ad Hoc Crossover Group respectfully states as follows:

JOINDER

1. The Ad Hoc Crossover Group, which is comprised of ten of the eleven creditors to be solicited to vote on the Plan, supports approval of the Disclosure Statement and solicitation of the Plan (as each has been modified to address many of the comments received from the UST). The Ad Hoc Crossover Group also adopts, joins, and incorporates the arguments made and the relief requested in the Reply.

2. The Ad Hoc Crossover Group expressly reserves, and does not waive, its right to supplement, amend, and/or modify this Joinder on any additional grounds that governing law permits and to raise additional arguments at any hearing to consider the Motion.

WHEREFORE, for the reasons set forth in the Reply, the Ad Hoc Crossover Group respectfully requests that the Court (i) overrule the Objection and grant the relief requested in the Motion, and (ii) granting such other and further relief as the Court deems just and proper.

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³ Capitalized terms used but not define herein shall have the meanings ascribed to such terms in the Reply.

Dated: June 24, 2024

MORRIS JAMES LLP

/s/ Brya M. Keilson

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CERTIFICATE OF SERVICE

I hereby certify that on this 24th day of June, 2024, I caused to be filed with the Court electronically, and I caused to be served a true and correct copy of the *Joinder of Ad Hoc Crossover Group of Convertible Noteholders to Reply of Debtors in Support of Motion of Debtors for Entry of Order (I) Approving Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling Confirmation Hearing, (IV) Establishing Notice and Objection Procedures for Confirmation of Plan, and (V) Granting Related Relief* upon the parties that are registered to receive notice via the Court's CM/ECF notification system.

/s/ Brya M. Keilson

Brya M. Keilson (DE Bar No. 4643)

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