

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

In re:)	Chapter 15
)	
CDS U.S. HOLDINGS, INC., <i>et al</i> ,)	Case No. 20-11719 (CSS)
)	
Debtors in a Foreign Proceeding, ¹)	(Jointly Administered)
)	

NOTICE OF SALE RECOGNITION HEARING

PLEASE TAKE NOTICE that on July 1, 2020, Cirque du Soleil Canada Inc., as the authorized foreign representative (the “Foreign Representative”) of the above-captioned debtors (collectively, the “Debtors”), which are the subject of jointly-administered proceedings (the “Canadian Proceedings”) under the Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36 (as amended, the “CCAA”) in the Superior Court of Quebec, Commercial Division (the “Canadian Court”), filed a *Verified Petition for (I) Recognition of Foreign Main Proceedings, (II) Recognition of Foreign Representative, and (III) Related Relief under Chapter 15 of the Bankruptcy Code* [Docket No. 2] (the “Verified Petition”) pursuant to 11 U.S.C. §§ 1504, 1515, and 1517 with the United States Bankruptcy Court for the District of Delaware.

PLEASE TAKE FURTHER NOTICE that on August 11, 2020, the Court entered the *Order Granting Petition for (I) Recognition as Foreign Main Proceeding, (II) Recognition of Foreign Representative, and (III) Related Relief Under Chapter 15 of the Bankruptcy Code* [Docket No. 90] (the “Recognition Order”), granting the Verified Petition and recognizing the

¹ The last four digits of Debtor CDS U.S. Holdings, Inc.’s tax identification number are (0086). Due to the large number of debtor entities in these chapter 15 cases, for which the Debtors have requested joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at www.omniagentsolutions.com/cirquedusoleil. The location of the Debtors’ service address for purposes of these chapter 15 cases is: 8400, 2e Avenue Montréal, Quebec H1Z 4M6 Canada.

Canadian Proceedings as foreign main proceedings pursuant to section 1517 of the Bankruptcy Code, among other relief.

PLEASE TAKE FURTHER NOTICE that, on October 13, 2020, the Foreign Representative filed the *Foreign Representative's Motion Pursuant to Sections 105(a), 363, 365, 1501, 1507, 1520, and 1521 of the Bankruptcy Code, and Bankruptcy Rules 2002, 6004, 6006, and 9014, for Entry of an Order (I) Recognizing and Enforcing the Approval and Vesting Order, (II) Approving the Sale of Substantially all of the Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, (III) Recognizing and Enforcing the Administrative Reserves Order, and (IV) Granting Related Relief* [Docket No. 97] (the "Sale Recognition Motion"), requesting entry of an order: (a) recognizing and giving effect in the United States to the *Approval and Vesting Order* (the "Approval and Vesting Order") to be entered by the Canadian Court in the Canadian Proceedings; (b) approving, under section 363 of the Bankruptcy Code, the sale of the Debtors' right, title, and interest in and to the Purchased Assets to the Buyer pursuant to the Spectacle Sale Agreement (each as defined in the Motion), free and clear of all liens, claims, encumbrances, and other interests (other than the Permitted Encumbrances); (c) recognizing and giving effect in the United States to the *Administrative Reserves Order* (the "Administrative Reserves Order") to be entered by the Canadian Court in the Canadian Proceedings; and (d) granting related relief.

PLEASE TAKE FURTHER NOTICE that, as of the date hereof, the Approval and Vesting Order and Administrative Reserves Order have not been entered by the Canadian Court. The application seeking entry of the Approval and Vesting Order and Administrative Reserves Order is currently scheduled to be heard by the Canadian Court on October 20, 2020. TO THE EXTENT THE APPROVAL AND VESTING ORDER OR THE ADMINISTRATIVE RESERVES ORDER, AS APPLICABLE, ENTERED BY THE CANADIAN COURT ARE

DIFFERENT THAN THE PROPOSED VERSIONS OF SUCH ORDERS ATTACHED TO THE SALE RECOGNITION MOTION, THE FOREIGN REPRESENTATIVE WILL FILE SUCH APPROVAL AND VESTING ORDER OR ADMINISTRATIVE RESERVES ORDER, AS APPLICABLE, WITH THE COURT AND SERVE THEM ON ALL PARTIES ENTITLED TO NOTICE.

PLEASE TAKE FURTHER NOTICE that a hearing on the Sale Recognition Motion (the “Sale Recognition Hearing”) is currently scheduled to take place on **October 29, 2020 at 11:00 a.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE THAT THE SALE RECOGNITION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE DEBTORS OR THE COURT **WITHOUT FURTHER NOTICE** OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

PLEASE TAKE FURTHER NOTICE that responses or objections to the Sale Recognition Motion and the relief requested therein must (i) be in writing, (ii) detail the factual and legal basis for the response or objection, (iii) comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and (iv) be filed with the Office of the Clerk of the Court, 824 N. Market Street, Third Floor, Wilmington, Delaware 19801, and served **so as to be received on or before October 26, 2020 at 4:00 p.m. (prevailing Eastern Time)** upon counsel for the Foreign Representative: (a) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Aparna Yenamandra and Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn.: Chad J. Husnick, P.C, and (b) Pachulski, Stang,

Ziehl & Jones LLP, 919 North Market Street, Wilmington, Delaware 19801, Attn: Laura Davis Jones and Timothy P. Cairns.

PLEASE TAKE FURTHER NOTICE THAT IF NO RESPONSE OR OBJECTION TO THE SALE RECOGNITION MOTION AND THE RELIEF REQUESTED THEREIN IS FILED AND SERVED AS PROVIDED HEREIN ON OR BEFORE OCTOBER 26, 2020 AT 4:00 P.M. (PREVAILING EASTERN TIME), THE COURT MAY ENTER AN ORDER GRANTING THE SALE RECOGNITION MOTION WITHOUT HOLDING A HEARING.

PLEASE TAKE FURTHER NOTICE that copies of the Verified Petition, the Recognition Order, the Sale Recognition Motion, and other documents filed by the Foreign Representative may be obtained by visiting the Court's website at <http://www.ecf.deb.uscourts.gov> (a PACER login and password are required to retrieve a document), free of charge at the webpage maintained by the Foreign Representative's noticing agent <https://www.omniagentsolutions.com/cirquedusoleil>, or upon written request to the Foreign Representative's United States counsel addressed to: (i) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Aparna Yenamandra and Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn.: Chad J. Husnick, P.C, and (ii) Pachulski, Stang, Ziehl & Jones LLP, 919 North Market Street, Wilmington, Delaware 19801, Attn: Laura Davis Jones and Timothy P. Cairns.

PLEASE TAKE FURTHER NOTICE that your rights may be affected. You should read the Sale Recognition Motion carefully and discuss it with your attorney, if you have one in connection with these chapter 15 cases. If you do not have an attorney, you may wish to consult one.

PLEASE TAKE FURTHER NOTICE that if you do not want the Court to grant the relief

requested by the Foreign Representative, or if you want the Court to consider your views on any matter requested by the Sale Recognition Motion, then you or your attorney must file and serve an objection in accordance with procedures set forth herein. If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought by the Foreign Representative and may enter an order granting the relief requested.

Dated: October 15, 2020
Wilmington, Delaware

/s/Laura Davis Jones

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