

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

In re: Acerus Pharmaceuticals Corporation, Debtor in a foreign proceeding.	Chapter 15 Case No. 23-10111 (TMH) RE: D.I. 82
In re: Acerus Biopharma Inc., Debtor in a foreign proceeding.	Chapter 15 Case No. 23-10112 (TMH)
In re: Acerus Labs Inc., Debtor in a foreign proceeding.	Chapter 15 Case No. 23-10113 (TMH)
In re: Acerus Pharmaceuticals USA, LLC, Debtor in a foreign proceeding.	Chapter 15 Case No. 23-10110 (TMH)

ORDER CLOSING THE CHAPTER 15 CASES

Upon consideration of the *Final Report of the Foreign Representative and Motion for Order Closing Chapter 15 Cases* [D.I. 82] (the “Motion”)¹ and due and sufficient notice of the Motion having been given; and no objections or responses to the Motion having been filed; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and other

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

parties in interest in these chapter 15 cases; and after due deliberation and sufficient cause appearing therefor,

THIS COURT FINDS AND CONCLUDES THAT:

A. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157, 1334 and section 1501 of the Bankruptcy Code.

B. This is a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334.

C. Venue is proper pursuant to 28 U.S.C. § 1410.

D. Appropriate notice of the Motion was given, which notice is adequate for all purposes, and no other or further notice need be given.

E. Thirty (30) days have passed since the Foreign Representative served the Motion, and no objections have been filed.

F. The Transaction Agreement was entered into between APC and FGC on May 15, 2023. The CCAA Vesting Order, approving the Transaction Agreement, was entered by the Canadian Court on May 30, 2023. This Court issued an order recognizing the CCAA Vesting Order on June 13, 2023 [D.I. 78].

G. The Transaction closed on July 10, 2023.

H. These chapter 15 cases have been fully administered and the purpose of the Foreign Representative's appearance in this Court is completed.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Final Report is APPROVED, and the Motion is GRANTED as set forth in this order (this "**Order**").

2. There will be no distribution on account of any claims in these chapter 15 cases, and any proofs of claim filed in these chapter 15 cases will be of no force and effect.

3. The Termination Order entered in the Canadian Proceedings is hereby recognized in its entirety and given full force and effect in the territorial jurisdiction of the United States.

4. The following chapter 15 cases are closed pursuant to sections 350 and 1517(d) of the Bankruptcy Code, Bankruptcy Rule 5009(c), and Local Rule 5009-2, without prejudice to reopening pursuant to section 350. The Office of the Clerk of the Court shall enter this Order on the docket of each of the following chapter 15 cases, and the dockets of the following chapter 15 cases shall be marked “closed.”

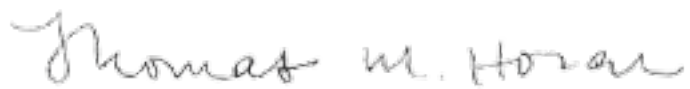
Case Number	Debtor Name
23-10111	Acerus Pharmaceuticals Corporation
23-10112	Acerus Biopharma, Inc.
23-10113	Acerus Labs Inc.
23-10110	Acerus Pharmaceuticals USA, LLC

5. All orders entered by this Court in these chapter 15 cases, including the Recognition Order and the CCAA Vesting Recognition Order, shall survive entry of this Order.

6. The terms and conditions of this Order shall be effective and enforceable immediately upon entry.

7. This Court shall retain jurisdiction with respect to the effect, enforcement, amendment or modification of this Order and any other request for additional relief in or related to these chapter 15 cases.

Dated: August 29th, 2023
Wilmington, Delaware


THOMAS M. HORAN
UNITED STATES BANKRUPTCY JUDGE