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Chapter 15
Ex Parte

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Foreign Representative
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10 UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

11 In re

12 VICINITY MOTOR CORP.,

13 Debtor in a Foreign Proceeding.
14

Case No. 24-12675-CMA

***EX PARTE* MOTION FOR JOINT
ADMINISTRATION OF
CHAPTER 15 CASES**

15 **I. INTRODUCTION & RELIEF REQUESTED**

16 FTI Consulting Canada Inc., in its capacity as the receiver (the “Receiver”) appointed in
17 the Canadian insolvency proceeding of Vicinity Motor Corp., Vicinity Motor (Bus) Corp., Vicinity
18 Motor (Bus) USA Corp., and Vicinity Motor Property, LLC (collectively, the “Debtors”), *In the*
19 *Matter of the Receivership of Vicinity Motor (Bus) Corp., et al.*, Supreme Court of British
20 Columbia, Vancouver Registry No. S-247082 (the “Canadian Proceeding”), by and through its
21 counsel, Lane Powell PC, respectfully moves the Court pursuant to Section 105 of the Bankruptcy
22 Code and Rule 1015(b) of the Federal Rules of Bankruptcy Procedure for an order directing the
23 joint administration of the Debtors’ respective Chapter 15 cases, for procedural purposes only,
24 under the lead case of Vicinity Motor Corp., Case No. 24-12675.

25 **II. JURISDICTION & VENUE**

26 This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a) and (b) and
27 1334(a) and (b).

MOTION FOR JOINT ADMINISTRATION
OF CHAPTER 15 CASES - 1

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1 This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P), and the Court may enter a
2 final order in respect of it under Article III of the United States Constitution.

3 Venue is proper in this District pursuant to 28 U.S.C. § 1410(1) because the Debtors'
4 principal assets in the United States are located in Ferndale, Washington. Alternatively, venue is
5 proper in this District pursuant to 28 U.S.C. § 1410(3) because venue here will be consistent with
6 the interests of justice and the convenience of the parties, having regard to the relief sought by the
7 Receiver.

8 The Debtors are eligible to be debtors under Chapter 15 pursuant to 11 U.S.C. §§ 109(a)
9 and 1501(b) because the Debtors have real and personal property in the United States, and the
10 Receiver is a foreign representative for the Debtors seeking assistance in the United States in
11 connection with a foreign proceeding.

12 This Chapter 15 case was properly commenced pursuant to 11 U.S.C. §§ 1504 and 1509(a)
13 by the Receiver filing the Petition, applying to this Court pursuant to 11 U.S.C. § 1515 for
14 recognition of the Canadian Proceeding as a foreign main proceeding pursuant to 11 U.S.C. §
15 1517(b)(1).

16 The statutory and legal predicates for the relief requested herein are 11 U.S.C. § 105(a) and
17 Federal Rule of Bankruptcy Procedure 1015(b).

18 **III. STATEMENT OF FACTS**

19 Vicinity Motor Corp. ("Vicinity Parent") is a public company listed on the TSX Venture
20 Exchange. Vicinity Parent's direct and indirect subsidiaries include Vicinity Motor (Bus) Corp.
21 ("Vicinity Canada"), Vicinity Motor (Bus) USA Corp. ("Vicinity USA"), and Vicinity Motor
22 Property, LLC ("Vicinity Property"). Powell Decl. ¶ 4.

23 The Debtors collectively conduct business as a North American supplier of electric
24 commercial vehicles for both public and commercial enterprise use, operating primarily in British
25 Columbia, Canada and in Washington State. Powell Decl. ¶ 5. The Debtors' management and
26 operations are directed from and located in Canada, along with some of the Debtors' assets;
27 however, the Debtors also own valuable assets located in the United States, including real and

1 personal property in Washington. Powell Decl. ¶ 6. The Debtors' primary assets are interests in
2 various electric buses and trucks and other motor vehicles ("Electric Vehicles"), and certain real
3 property located at 5453 and 5457, Pacific Fern Drive, Ferndale, Washington (the "Ferndale
4 Property"). Powell Decl. ¶ 7.

5 On October 21, 2024, in the Canadian Proceeding, the Debtors were placed into a
6 receivership proceeding under Section 243(1) of Canada's *Bankruptcy and Insolvency Act*, R.S.C.
7 1985, c. B-3, as amended (the "BIA") and Section 39 of Canada's *Law and Equity Act*, R.S.B.C.
8 1996 c. 253, as amended (the "LEA"), and the Receiver was appointed by the Supreme Court of
9 British Columbia to administer the Debtors' estates pursuant to the BIA and LEA. See ECF No.
10 1, Attachment No. 1 (the "Receiver Order"); see also Powell Decl. ¶ 3, Ex. A (Receiver Order).

11 The Receiver Order expressly authorizes and empowers the Receiver to apply for foreign
12 recognition of the Receiver Order and the Canadian Proceeding and for assistance in carrying out
13 the terms of the Receiver Order, including pursuant to Chapter 15 of the Bankruptcy Code. See
14 Receiver Order at ¶¶ 2(t), 37, 38. To that end, the Receiver has filed petitions in this Court seeking
15 recognition of the Canadian Proceeding pursuant to Chapter 15 of the Bankruptcy Code, for each
16 of the Debtors. See ECF No. 1 (Petition for Foreign Recognition).

17 **IV. STATEMENT OF ISSUE**

18 Whether the Court should enter an order directing the joint administration of the Debtors'
19 respective Chapter 15 cases under the lead case of Vicinity Motor Corp., Case No. 24-12675.

20 **V. EVIDENCE RELIED UPON**

21 This Motion relies upon the Declaration of Tom Powell ("Powell Decl.") and the exhibits
22 attached thereto, and the other papers and pleadings on file in this matter.

23 **VI. LEGAL ANALYSIS**

24 Rule 1015(b) of the Federal Rules of Bankruptcy Procedure authorizes the Court to order
25 joint administration of bankruptcy estates when "two or more petitions are pending in the same
26 court by or against... a debtor and an affiliate," subject to the Court's consideration of "protecting
27 creditors of different estates against potential conflicts of interest."

1 Section 101(2) of the Bankruptcy Code defines “affiliate” to include (A) an “entity that
2 directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the
3 outstanding voting securities of the debtor...” and (B) a “corporation 20 percent or more of whose
4 outstanding voting securities are directly or indirectly owned, controlled, or held with power to
5 vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power
6 to vote, 20 percent or more of the outstanding voting securities of the debtor...”

7 Here, all of the Debtors are affiliates of Vicinity Parent by nature of Vicinity Parent’s direct
8 and indirect ownership and control of the other Debtors; Chapter 15 petitions are pending in this
9 Court against each of the Debtors; and joint administration of the Debtors’ estates will not cause
10 any conflicts of interest or otherwise adversely affect the Debtors’ creditors. Powell Decl. ¶ 4.

11 Joint administration will not adversely affect any creditors or raise potential conflicts of
12 interest because the Receiver is not seeking substantive consolidation of the Debtors’ estates. The
13 Receiver is merely seeking joint administration of the Debtors’ estates for procedural convenience
14 in this Court, similar to how the Debtors’ estates are already being jointly administered in the
15 Canadian Proceeding. Moreover, joint administration is warranted because many of the motions,
16 hearings, and orders that will arise in these Chapter 15 proceedings will jointly affect all of the
17 Debtors. Joint administration will reduce the need for duplicative filings and mailings in each
18 case, thereby reducing the fees and costs arising from the administration of these cases. Joint
19 administration will also ease the administrative burden on the Court, the Clerk of Court, and the
20 US Trustee, as it will permit the clerk to utilize a single docket and to combine notices to creditors
21 and other parties in interest in the Debtors’ respective cases, and simplify supervision of the
22 administrative aspects of these Chapter 15 cases by the US Trustee. Ultimately, joint
23 administration will best enable all parties in interest in each of these Chapter 15 cases to stay
24 apprised of all of the various matters before the Court.

25 The Receiver respectfully requests that the Court enter an order directing joint
26 administration immediately on an *ex parte* basis to avoid unnecessary costs and delay. *See Fed.*
27 *R. Bankr. P. 1015(c)*. The Receiver further requests that the case of Vicinity Motor Corp., Case

1 No. 24-12675, be designated as the lead case.

2 The Receiver further requests that the caption of these Chapter 15 cases be modified as
3 follows to reflect their joint administration:

<p>4 In re 5 VICINITY MOTOR CORP., <i>et al.</i>,¹ 6 Debtors in a Foreign Proceeding.</p>	<p>Lead Case No. 24-12675-CMA <i>Jointly Administered with:</i> Case No. 24-12677; Case No. 24-12678; and Case No. 24-12679</p>
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8 FN1: The Debtors are Vicinity Motor Corp., Bankruptcy Case No. 24-12675,
9 Vicinity Motor (Bus) Corp., Bankruptcy Case No. 24-12677, Vicinity
10 Motor (Bus) USA Corp., Bankruptcy Case No. 24-12678, and Vicinity
Motor Property, LLC, Bankruptcy Case No. 24-12679.

11 In addition, the Receiver seeks the Court’s direction that a separate docket entry be made
12 on the docket of each of these Chapter 15 cases, substantially as follows:

13 An order has been entered in accordance with Fed. R. Bankr. P. 1015(b) directing
14 the joint administration of the following cases under Bankruptcy Case Number 24-
15 12675, which is the case number assigned to Vicinity Motor Corp.; jointly
16 administered with Bankruptcy Case Number 24-12677, which is the case number
17 assigned to Vicinity Motor (Bus) Corp., Bankruptcy Case Number 24-12678,
18 which is the case number assigned to Vicinity Motor (Bus) USA Corp., and
19 Bankruptcy Case Number 24-12679, which is the case number assigned to Vicinity
Motor Property, LLC. **The docket in the Chapter 15 case of Vicinity Motor
Corp., Bankruptcy Case Number 24-12675, should be consulted for all matter
concerning this case.**

20 **VII. CONCLUSION**

21 For these reasons, the Receiver respectfully requests that the Court enter an order directing
22 the joint administration of the Debtors’ respective Chapter 15 cases under the lead case of Vicinity
Motor Corp., Case No. 24-12675.

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DATED: October 24, 2024

LANE POWELL PC

By: /s/ James B. Zack
Gregory R. Fox, WSBA No. 30559
James B. Zack, WSBA No. 48122
Attorneys for FTI Consulting Canada Inc.,
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EXHIBIT A

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UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

In re
VICINITY MOTOR CORP.,
Debtor in a Foreign Proceeding.

Case No. 24-12675-CMA
**[PROPOSED]
ORDER JOINTLY ADMINISTERING
CHAPTER 15 CASES**

This matter came before the Court for hearing on the *Ex Parte Motion for Joint Administration of Chapter 15 Cases* (the “Motion”) filed by FTI Consulting Canada Inc., in its capacity as the receiver (the “Receiver”) appointed in the Canadian insolvency proceeding of Vicinity Motor Corp., Vicinity Motor (Bus) Corp., Vicinity Motor (Bus) USA Corp., and Vicinity Motor Property, LLC (collectively, the “Debtors”), *In the Matter of the Receivership of Vicinity Motor (Bus) Corp., et al.*, Supreme Court of British Columbia Case No. S-247082 (the “Canadian Proceeding”), by and through its counsel, Lane Powell PC, for entry of an order pursuant to Section 105(a) of the Bankruptcy Code and Rule 1015(b) of the Federal Rules of Bankruptcy Procedure jointly administering the Chapter 15 cases of Vicinity Motor Corp., Vicinity Motor (Bus) Corp., Vicinity Motor (Bus) USA Corp., and Vicinity Motor Property, LLC (collectively, the “Debtors”).

The Court having duly considered the Motion, the Declaration of Tom Powell and exhibits thereto, and the other papers and pleadings on file, and having found that good cause to grant the

1 relief requested in the Motion exists, and being otherwise fully advised of the premises; now,
2 therefore, it is hereby ORDERED:

3 1. The Motion is GRANTED;

4 2. The Debtors' four cases shall be jointly administered, for procedural purposes only,
5 with the case of Vicinity Motor Corp., Case No. 24-12675, designated as the lead case;

6 3. All pleadings filed in these Chapter 15 cases shall bear a joint administration
7 caption in the following form:

8 In re
9 VICINITY MOTOR CORP., *et al.*,¹
10 Debtors in a Foreign Proceeding.

Lead Case No. 24-12675-CMA

Jointly Administered with:
Case No. 24-12677;
Case No. 24-12678; and
Case No. 24-12679

12 FN1: The Debtors are Vicinity Motor Corp., Bankruptcy Case No. 24-12675,
13 Vicinity Motor (Bus) Corp., Bankruptcy Case No. 24-12677, Vicinity
14 Motor (Bus) USA Corp., Bankruptcy Case No. 24-12678, and Vicinity
Motor Property, LLC, Bankruptcy Case No. 24-12679.

15 4. The Clerk of Court shall make a docket entry in each of Debtors' Chapter 15 cases
16 substantially as follows:

17 An order has been entered in accordance with Fed. R. Bankr. P. 1015(b) directing
18 the joint administration of the following cases under Bankruptcy Case Number 24-
19 12675, which is the case number assigned to Vicinity Motor Corp.; jointly
20 administered with Bankruptcy Case Number 24-12677, which is the case number
21 assigned to Vicinity Motor (Bus) Corp., Bankruptcy Case Number 24-12678,
22 which is the case number assigned to Vicinity Motor (Bus) USA Corp., and
23 Bankruptcy Case Number 24-12679, which is the case number assigned to Vicinity
24 Motor Property, LLC. **The docket in the Chapter 15 case of Vicinity Motor
25 Corp., Bankruptcy Case Number 24-12675, should be consulted for all matter
26 concerning this case.**

27 5. The foregoing joint administration caption shall satisfy the requirements of 11
U.S.C. § 342(c)(1);

6. The Clerk of Court shall maintain a single pleadings docket and file for all of these
Chapter 15 cases, which shall be the pleadings docket and file for Vicinity Motor Corp.;

