



**Timothy W. Dore**  
**U.S. Bankruptcy Court**

(Dated as of Entered on Docket date above)

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UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE

In re  
VICINITY MOTOR CORP., *et al.*,<sup>1</sup>  
Debtor in a Foreign Proceeding.

Lead Case No. 24-12675

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

**ORDER RECOGNIZING FOREIGN  
MAIN PROCEEDING AND  
GRANTING RELATED RELIEF**

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This matter came before the Court on the Official Form 401 *Chapter 15 Petition for Recognition of a Foreign Proceeding* (ECF No. 1) and *Verified Petition for Recognition of Foreign Main Proceeding and Related Relief* (ECF No. 3) (together, the "Petition")<sup>2</sup> 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)

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<sup>1</sup> The Debtors are Vicinity Motor Corp., Bankruptcy Case No. 24-12675, Vicinity Motor (Bus) Corp., Bankruptcy Case No. 24-12677, Vicinity Motor (Bus) USA Corp., Bankruptcy Case No. 24-12678, and Vicinity Motor Property, LLC, Bankruptcy Case No. 24-12679.

<sup>2</sup> Capitalized terms used but not defined in this Order have the meaning set forth in the Petition.

1 USA Corp., and Vicinity Motor Property, LLC (collectively, the “Debtors”), *In the Matter of the*  
2 *Receivership of Vicinity Motor (Bus) Corp., et al.*, Supreme Court of British Columbia, Vancouver  
3 Registry No. S-247082 (the “Canadian Proceeding”). Upon consideration of the Petition, the  
4 Declaration of Tom Powell and exhibits thereto, the Receiver Order commencing the Canadian  
5 Proceeding, the evidence presented and the arguments of counsel; the Court hereby FINDS,  
6 CONCLUDES, and ORDERS:

7 1. Notice was proper and no party in interest made any response in opposition to the  
8 Petition, ~~or if so, the relief requested in any such response was denied for the reasons stated on the~~  
9 ~~record; and,~~ therefore, the relief requested in the Petition is GRANTED.

10 2. Vicinity Motor Corp., Vicinity Motor (Bus) Corp., Vicinity Motor (Bus) USA  
11 Corp., and Vicinity Motor Property, LLC are the Debtors in this jointly administered Chapter 15  
12 case.

13 3. On October 21, 2024, in the Canadian Proceeding, the Debtors were placed into a  
14 receivership proceeding under Section 243(1) of Canada’s *Bankruptcy and Insolvency Act*, R.S.C.  
15 1985, c. B-3, as amended (the “BIA”) and Section 39 of Canada’s *Law and Equity Act*, R.S.B.C.  
16 1996 c. 253, as amended (the “LEA”), and the Receiver was appointed by the Supreme Court of  
17 British Columbia to administer the Debtors’ estates pursuant to the BIA and LEA.

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

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

22 6. Venue is proper in this District pursuant to 28 U.S.C. § 1410(1) and (3) because the  
23 Debtors’ principal assets in the United States are located in Ferndale, Washington, and venue here  
24 is otherwise consistent with the interests of justice, convenience of the parties, and relief sought  
25 by the Receiver.

26 7. The Debtors are eligible to be debtors under Chapter 15 pursuant to 11 U.S.C. §§  
27 109(a) and 1501(b) because they own real and personal property in the United States, and the

1 Receiver is a foreign representative for the Debtors seeking assistance in the United States in  
2 connection with a foreign proceeding.

3 8. These Chapter 15 cases were properly commenced pursuant to 11 U.S.C. §§ 1504  
4 and 1509(a) by the Receiver filing the Petition, applying to this Court pursuant to 11 U.S.C. § 1515  
5 for recognition of the Canadian Proceeding as a foreign main proceeding pursuant to 11 U.S.C.  
6 § 1517(b)(1).

7 9. The Receiver has satisfied the requirements of 11 U.S.C. § 1515 and Federal Rule  
8 of Bankruptcy Procedure 2002(q), and notice of the Petition was sufficient given the circumstances  
9 of these cases and the potential for irreparable harm to the Debtors and their estates.

10 10. The Receiver is a person within the meaning of 11 U.S.C. § 101(41) and is the duly  
11 appointed foreign representative of the Debtors within the meaning of 11 U.S.C. § 101(24).

12 11. The Canadian Proceeding is a foreign proceeding within the meaning of 11 U.S.C.  
13 § 101(23).

14 12. The Canadian Proceeding is entitled to recognition by this Court pursuant to  
15 11 U.S.C. § 1517.

16 13. Canada is the center of main interest of the Debtors, and accordingly, the Canadian  
17 Proceeding is a “foreign main proceeding” as defined in 11 U.S.C. § 1502(4), and is entitled to  
18 recognition as a foreign main proceeding under 11 U.S.C. § 1517(b)(1).

19 14. The relief granted is necessary and appropriate, in the interest of the public and  
20 international comity, consistent with United States public policy, warranted under 11 U.S.C. §§  
21 1517, 1520, and 1521, and will not cause any hardship to any party in interest that is not  
22 outweighed by the benefits of granting the requested relief.

23 15. There is a substantial likelihood that with the relief granted herein, the Receiver  
24 will be able to successfully preserve and administer the Debtors’ assets under the provisions of the  
25 Bankruptcy Code in this Chapter 15 case, and under the BIA/LEA and Receiver Order in the  
26 Canadian Proceeding, which will benefit all creditors.

1           16.     There is a substantial threat of irreparable harm to the Receiver, in its capacity as  
2 the receiver appointed in the Canadian Proceeding, and to the Debtors' estates and creditors, if  
3 discretionary relief is not granted pursuant to 11 U.S.C. § 1521.

4           17.     Any threatened injury to the Receiver, in its capacity as the receiver appointed in  
5 the Canadian Proceeding, and the Debtors' estates and creditors, outweighs any damage the relief  
6 set forth herein might cause to third parties. The injunctive relief will benefit the Debtors' creditors  
7 by maximizing the value of the Debtors' assets, ensuring an equitable and orderly distribution of  
8 assets, and facilitating the Canadian Proceeding.

9           18.     The injunctive relief is in the public interest. It sets to facilitate a cross-border  
10 reorganization that will provide a benefit to the Debtors' receivership estate. The injunctive relief  
11 is supported by notions of comity and will allow the Receiver to preserve the Debtors' assets and  
12 maximize value for the Debtors' estates and creditors.

13           19.     Relief is necessary to protect the Debtors' assets or the interests of the creditors  
14 pursuant to 11 U.S.C. § 1521. Therefore, the Receiver is entitled to the full relief afforded under  
15 11 U.S.C. § 1520 and the additional relief afforded under 11 U.S.C. § 1521.

16           20.     11 U.S.C. §§ 361 and 362 apply with respect to the Debtors and the Debtors'  
17 property within the territorial jurisdiction of the United States.

18           21.     11 U.S.C. §§ 363, 549, and 552 apply to a transfer of an interest of the Debtors in  
19 property that is within the territorial jurisdiction of the United States to the same extent that the  
20 sections would apply to property of an estate.

21           22.     Unless the Court orders otherwise, the Receiver may operate the Debtors' business  
22 and may exercise the rights and powers of a trustee under and to the extent provided by 11 U.S.C.  
23 §§ 363 and 552.

24           23.     11 U.S.C. § 552 applies to the Debtors' property within the territorial jurisdiction  
25 of the United States.

26           24.     The commencement or continuation of any action or proceeding concerning the  
27 Debtors' assets, rights, obligations or liabilities is hereby stayed.

1           25.    Execution against the Debtors' assets is hereby stayed.

2           26.    The right of any person or entity, other than the Receiver, to transfer or otherwise  
3 dispose of any assets of the Debtors' is hereby suspended unless authorized in writing by the  
4 Receiver or by order of this Court or the Canadian Proceeding, as applicable.

5           27.    The Receiver may undertake the examination of witnesses, the taking of evidence,  
6 the production of documents, or the delivery of information concerning the assets, affairs, rights,  
7 obligations or liabilities of the Debtors.

8           28.    The Receiver is hereby entrusted with the administration or realization of all of the  
9 Debtors' assets within the territorial jurisdiction of the United States.

10          29.    All relief granted under 11 U.S.C. § 1519(a) in these Chapter 15 cases is hereby  
11 extended and incorporated herein, for the duration of these Chapter 15 cases.

12          30.    The Receiver is hereby entrusted with the distribution of all of the Debtors' assets  
13 located in the United States.

14          31.    The right of any person or entity, other than the Receiver, to discontinue, fail to  
15 honor, repudiate, terminate or cease to perform any right, renewal right, contract, agreement,  
16 license or permit in favor of or held by the Debtors is hereby suspended unless authorized in  
17 writing by the Receiver or by Order of this Court or the Canadian Proceeding, as applicable.

18          32.    Subject to 11 U.S.C. §§ 1520 and 1521, the Canadian Proceeding and the Receiver  
19 Order, and the transactions consummated or to be consummated thereunder, shall be granted  
20 comity and given full force and effect in the United States to the same extent that they are given  
21 effect in Canada, and each is binding on all creditors of the Debtors and any of their successors  
22 and assigns.

23          33.    Notwithstanding anything to the contrary contained herein, this Order shall not be  
24 construed as enjoining the police or regulatory act of a governmental unit, including a criminal  
25 action or proceeding, to the extent not stayed under 11 U.S.C. § 362.

26          34.    Notwithstanding any applicability of any applicable Federal Rules of Bankruptcy  
27 Procedure, the terms and conditions of this Order shall be immediately effective and enforceable

1 upon its entry and, upon its entry, shall become final and appealable. The Receiver is not subject  
2 to any stay in the implementation, enforcement, or realization of the relief granted in the Order,  
3 and the Receiver is authorized and empowered and may, in its discretion and without further delay,  
4 take any action and perform any act necessary to implement and effectuate the terms of the Order.

5 35. The Receiver shall be subject to the protections contained in 11 U.S.C. §§ 306 and  
6 1510.

7 36. The Receiver shall not be required to post a bond under 11 U.S.C. § 1522(b).

8 37. This Court shall retain jurisdiction with respect to the enforcement, amendment or  
9 modification of this Order, any request for additional relief, or any adversary proceeding brought  
10 in and through these Chapter 15 cases, and any request by an entity for relief from the provisions  
11 of this Order, for cause shown, that is properly commenced and within the jurisdiction of this  
12 Court.

13 /// END OF ORDER ///

14 Presented by:

15 LANE POWELL PC

16 By: /s/ James B. Zack

17 Gregory R. Fox, WSBA No. 30559

18 James B. Zack, WSBA No. 48122

19 Attorneys for FTI Consulting Canada Inc.,  
20 Foreign Representative