

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C.
1985, c. C 36, AS AMENDED**

**AND IN THE MATTER OF 3329003 CANADA INC., MEGABUS CANADA INC.,
3376249 CANADA INC., 4216849 CANADA INC., TRENTWAY-WAGAR
(PROPERTIES) INC., TRENTWAY-WAGAR INC. AND DOUGLAS BRAUND
INVESTMENTS LIMITED**

**APPLICATION OF COACH USA, INC. UNDER SECTION 46 OF THE *COMPANIES
CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36 AMENDED**

Applicant

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July 17, 2024

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Applicant

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PART I: OVERVIEW

1. This factum is filed in support of a motion by Coach USA, Inc. (“**Coach USA**”) in its capacity as the foreign representative (in such capacity the “**Foreign Representative**”) of itself and certain of its affiliates (the “**Chapter 11 Debtors**”), including 3329003 Canada Inc., Megabus Canada Inc., 3376249 Canada Inc., 4216849 Canada Inc., Trentway-Wagar (Properties) Inc., Trentway-Wagar Inc. and Douglas Braund Investments Limited (the “**Canadian Debtors**”), in respect of proceedings commenced under chapter 11 of the United States Bankruptcy Code (the “**Chapter 11 Cases**”). This Court has previously recognized the Chapter 11 Cases as Foreign Main Proceedings within the meaning of Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the “**CCAA**”).

2. On this motion, the Foreign Representative seeks an order (the “**Second Supplemental Order**”), *inter alia*:

- (a) recognizing and enforcing certain Second Day Orders (defined below) entered by the United States Bankruptcy Court of the District of Delaware (the “**U.S. Court**”);
- (b) recognizing and enforcing certain Final First Day Orders (as defined below) entered by the U.S. Court; and
- (c) such further and other relief as counsel may request and this Honorable Court may grant.

PART II: FACTS

3. The facts underlying this Application are more fully set out in the Affidavit of Spencer Ware dated June 13, 2024 (the “**First Ware Affidavit**”) and the Affidavit of Spencer Ware dated

July 11, 2024 (the “**Second Ware Affidavit**”, together with the First Ware Affidavit the “**Ware Affidavits**”).¹ All capitalized terms used but not defined herein have the meanings ascribed to them in the Ware Affidavits. Unless otherwise indicated, dollar amounts herein are references to United States Dollars.

A. Background and Proceedings

4. The Chapter 11 Debtors, including the Canadian Debtors (the “**Company**”) are a leading provider of ground passenger transportation and mobility solutions in North America.² While the Company is operated on an integrated basis, the Canadian Debtors comprise a fraction of the Company’s overall size, contributing approximately 9.7% of the Company’s overall revenue as of December 2023 and accounting for 13.2% of the Company’s overall workforce.³

5. On June 11, 2024 (the “**Petition Date**”), the Chapter 11 Debtors commenced the Chapter 11 Cases by filing voluntary petitions for relief under the United States Bankruptcy Code.⁴

6. Following a hearing on June 13, 2024, in respect of the first day motions filed by the Chapter 11 Debtors, the U.S. Court granted certain First Day Orders, including the Foreign Representative Order appointing Coach USA as the Foreign Representative.⁵

7. On June 14, 2024 (the “**Initial Hearing Date**”) this Court granted an order (the “**Initial Recognition Order**”), which *inter alia*:

¹ Affidavit of Spencer Ware sworn on June 13, 2024 [*First Ware Affidavit*], Applicant’s Motion Record dated July 11, 2024 at Tab 2A [*Motion Record*]; Affidavit of Spencer Ware sworn on July 11, 2024 [*Second Ware Affidavit*], Motion Record at Tab 2.

² *First Ware Affidavit* at para 14, Motion Record at Tab 2A.

³ *Ibid*, at paras 24 and 43, Motion Record at Tab 2A.

⁴ *Second Ware Affidavit* at para 7, Motion Record at Tab 2.

⁵ *Ibid*, at para 7, Motion Record at Tab 2.

- (a) recognized the Chapter 11 Cases as “foreign main proceedings” (the “**CCAA Proceedings**”);
 - (b) recognized Coach USA as the Foreign Representative;
 - (c) granted related stays of proceedings in favor of the Canadian Debtors.⁶
8. On the Initial Hearing Date, this Court also granted an order (the “**First Supplemental Order**”), *inter alia*:
- (a) appointing Alvarez & Marsal Canada Inc., as the information officer (in such capacity, the “**Information Officer**”) in respect of the CCAA Proceedings;
 - (b) granting the following charges over the Canadian Property (as defined therein):
 - (i) First – a charge in favour of the Information Officer along with its counsel, and the Chapter 11 Debtors’ Canadian counsel with respect to their fees and disbursements in the maximum amount of \$500,000;
 - (ii) Second – a charge in favour of the Canadian Directors and Officers not to exceed the maximum amount of \$3,900,000 (subject to further reduction in accordance with the terms of the First Supplemental Order); and
 - (iii) Third – a charge in favour of the DIP Secured Parties (as defined therein) consistent with those liens, charges and priorities created by or set forth by the Interim DIP Order.⁷
9. On July 9, 2024, the Chapter 11 Debtors attended another hearing of the U.S. Court, pursuant to which the Chapter 11 Debtors sought and were granted certain final first day orders (the “**Final First Day Orders**”) and certain further orders (the “**Second Day Orders**”).⁸

⁶ *Ibid*, at para 10, Motion Record at Tab 2.

⁷ *Ibid*, at paras 11-12, Motion Record at Tab 2.

⁸ *Ibid*, at para 16, Motion Record at Tab 2.

10. On July 16, 2024 (the “**Bidding Procedures and DIP Hearing**”) the Chapter 11 Debtors sought a Final DIP Order and a Bidding Procedures Order.⁹ The Bidding Procedures and DIP Hearing was adjourned to July 19, 2024. Recognition of the relief granted therein will be sought from this Court as soon as practicable.

B. The U.S. Orders

11. Pursuant to the Second Supplemental Order, the Foreign Representative is seeking to have the following Final First Day Orders recognized by this Court: (a) the Final Taxes and Fees Order; (b) the Final Utilities Order; (c) the Final Insurance and Surety Bond Order; (d) the Final Cash Management Order; (e) the Final Critical Vendors Order; (f) the Final Customer Programs Order; (g) the Final Employee Wages Order; and (h) the Final NOL Order.¹⁰

12. The Foreign Representative is also seeking to have the following Second Day Orders recognized: (a) the De Minimis Assets Order; (b) the Rejection Order; (c) the Interim Compensation Order; (d) the APA Sealing Order; and (e) the Bar Date Order.¹¹

1. The Final First Day Orders

13. The Final First Day Orders correspond with the interim First Day Orders with respect to their material terms, the terms of such interim First Day Orders were discussed in-detail at paragraph 96 of the First Ware Affidavit.¹²

⁹ *Ibid*, at para 17, Motion Record at Tab 2.

¹⁰ *Ibid*, at para 20, Motion Record at Tab 2.

¹¹ *Ibid*, at para 22, Motion Record at Tab 2.

¹² *Ibid*, at para 21, Motion Record at Tab 2.

2. The Second Day Orders

(a) *De Minimis Assets Order*

14. The proposed Second Supplemental Order contemplates seeking recognition of the De Minimis Assets Order.¹³ The De Minimis Assets Order, among other things, authorizes the Chapter 11 Debtors to: (i) negotiate, enter into, execute, consummate, and perform sales or transfers of certain assets (the assets sold thereto, the “**Sale Assets**”) pursuant to the procedures provided for thereto (the “**De Minimis Asset Sale Procedures**”), and (ii) abandon certain de minimis assets (together with the Sale Assets, the “**De Minimis Assets**”).¹⁴

15. The De Minimis Asset Sale Procedures apply to individual transactions or series of related transactions to a single buyer or group of related buyers with aggregate selling prices of equal to or less than \$2,000,000, subject to certain exceptions as set out therein.¹⁵ Such assets have been determined to be of relatively low monetary value as compared to the magnitude of the Company’s operations and are not the subject of a prospective sale transaction.¹⁶

16. The proposed Second Supplemental Order grants recognition of the De Minimis Assets Order and authorizes the Canadian Debtors to deal with their De Minimis Assets in accordance with the De Minimis Assets Order, notwithstanding paragraph 5 of the Initial Recognition Order, provided that the Canadian Debtors provide notice at least 7 days’ written notice to the Information Officer prior to taking any action with respect to any property pursuant to the De Minimis Assets Order.¹⁷

¹³ *Ibid.*, at para 23, Motion Record at Tab 2.

¹⁴ *Ibid.*, at para 23, Motion Record at Tab 2.

¹⁵ *Ibid.*, at para 24, Motion Record at Tab 2.

¹⁶ *Ibid.*, at para 25, Motion Record at Tab 2.

¹⁷ *Ibid.*, at para 26, Motion Record at Tab 2.

(b) *Rejection Order*

17. The proposed Second Supplemental Order contemplates seeking recognition of the Rejection Order.¹⁸ The Rejection Order, among other things authorized but does not direct the Chapter 11 Debtors to: (a) reject a certain nonresidential lease for a bus facility in Anaheim California (the “**Rejected Lease**”); (b) reject a certain contract between U.S. Chapter 11 Debtors Megabus Northeast, LLC and Qualtrics, LLC (the “**Rejected Contract**”); and (c) to reject any personal property of the Chapter 11 Debtors that remained as of the Petition Date on the premises subject to the Rejected Lease (the “**Rejected Lease Premises**”).¹⁹

(c) *Interim Compensation Order*

18. The proposed Second Supplemental Order contemplates seeking recognition of the Interim Compensation Order.²⁰ The Interim Compensation Order, among other things: (i) establishes procedures for the interim compensation and reimbursement of expenses for professionals (the “**Professionals**”) and (ii) granting related relief.²¹

19. The Foreign Representative is seeking recognition of the Interim Compensation Order, as the Chapter 11 Debtors are filing applications for authority to retain and employ the Professionals, which will include Bennett Jones LLP.²²

¹⁸ *Ibid*, at para 27, Motion Record at Tab 2.

¹⁹ *Ibid*, at para 27, Motion Record at Tab 2.

²⁰ *Ibid*, at para 29, Motion Record at Tab 2.

²¹ *Ibid*, at para 29, Motion Record at Tab 2.

²² *Ibid*, at para 30, Motion Record at Tab 2.

(d) *APA Sealing Order*

20. The proposed Second Supplemental Order contemplates seeking recognition of the APA Sealing Order.²³ The APA Sealing Order, among other things, authorizes but does not direct the Chapter 11 Debtors to: (i) redact certain confidential commercial information (the “**Confidential Information**”) in the Asset Purchase Agreement dated June 11, 2024 by and between certain of the Chapter 11 Debtors as Sellers (as defined therein), Bus Company Holdings US, LLC, and 1485832 B.C. Unlimited Liability Company; and (ii) directs that the Confidential Information not be made available to anyone without the prior written consent of the Chapter 11 Debtors, other than the U.S. Court and the Office of the United States Trustee for the District of Delaware.²⁴

(e) *Bar Date Order*

21. The proposed Second Supplemental Order contemplates seeking recognition of the Bar Date Order.²⁵ The Bar Date Order, among other things, establishes bar dates in respect of claims against the Chapter 11 Debtors (the “**Bar Dates**”); (b) establishes related procedures for filing Proofs of Claim; (c) approves the form and scope of notice of the Bar Dates; (d) approves the mailing procedures with respect to the bar date notices; and (e) grants certain additional relief.²⁶

PART III: ISSUES

22. The sole issue on this motion is whether the Court should grant the Second Supplemental Order recognizing the U.S. Orders described above in Canada pursuant to section 49 of the CCAA.

²³ *Ibid*, at para 31, Motion Record at Tab 2.

²⁴ *Ibid*, at para 31, Motion Record at Tab 2.

²⁵ *Ibid*, at para 33, Motion Record at Tab 2.

²⁶ *Ibid*, at para 34, Motion Record at Tab 2.

23. The Foreign Representative submits that such relief is necessary and appropriate in the circumstances and furthers the goals of the Chapter 11 Cases and CCAA Proceedings, for the reasons set out below.

PART IV: LAW AND ANALYSIS

A. The Court Has Jurisdiction to Grant the Second Supplemental Order

24. This Court has already recognized the Chapter 11 Cases as a “foreign main proceeding” pursuant to section 47 of the CCAA and the Initial Recognition Order.²⁷ Section 49 of the CCAA provides that a court may, if an order recognizing a foreign proceeding is made, on application by the foreign representative “make any order that it considers appropriate.”²⁸ Furthermore, section 52(1) of the CCAA provides that a Court must “cooperate, to the maximum extent possible, with the foreign representative and the foreign court involved in the foreign proceeding.”²⁹

25. The central guiding principal of Part IV of the CCAA is that of comity, with Canadian courts emphasizing the importance of comity and cooperation in cross-border insolvency proceedings.³⁰ Comity mandates that Canadian courts should recognize and enforce the judicial acts of other jurisdictions, provided that those other jurisdictions have assumed jurisdiction on a basis consistent with the principles of order, predictability and fairness.³¹

²⁷ *In the Matter of a Plan of Compromise or Arrangement of 3329003 Canada Inc., Megabus Canada Inc. et al*, ONSC (Commercial List), Endorsement of Justice Osborne dated June 19, 2024 [CV-24-00722168-00CL]

²⁸ *Companies’ Creditors Arrangement Act*, RSC 1985, c. C-36, at s.49 [CCAA];

²⁹ CCAA s.52(1).

³⁰ *Hollander Sleep Products, LLC et al. Hollander Sleep Products, LLC (Re)*, 2019 ONSC 3238 at para 41 [Hollander]; *In the matter of CURO Canada Corp. and LendDirect Corp.*, 2024 ONSC 1989 at para 15; *In The Matter of Voyager Digital Ltd.*, 2022 ONSC 4553 at para 9 [Voyager].

³¹ *Ibid.*

26. A Canadian Court will typically only refuse to recognize an order granted in the primary jurisdiction of a cross-border insolvency proceeding where such order is contrary to Canadian public policy.³² Courts have previously held that this exception should be interpreted narrowly.³³

27. Thus, this Court has the jurisdiction to grant the requested relief.

B. The U.S. Orders Should be Granted

1. Recognition of the Final First Day Orders

28. The Final First Day Orders that the Foreign Representative is seeking to have recognized pursuant to the Second Supplemental Order, are final versions of the interim orders that this Court recognized pursuant to the First Supplemental Order.³⁴ Such Final First Day Orders are substantially similar to the corresponding interim orders already recognized by this Court.³⁵ The Information Officer is supportive of the recognition of the First Day Orders and notes that they are generally consistent with the forms of orders recognized in similar proceedings.³⁶ As such, the Foreign Representative submits that the Final First Day Orders should be recognized.

2. Recognition of the De Minimis Assets Order

29. Paragraph 5 of the Initial Recognition Order provides that, except with leave of this Court, each of the Canadian Debtors is prohibited from selling or otherwise disposing of: outside

³² CCAA, *supra* note 27 at s. 61(2).

³³ YRC Freight Canada Company (Re), 2023 ONSC 5513 at para 12, [YRC] citing Hartford Computer Hardware, Inc, Re, 2012 ONSC 964 at paras 17-18;

³⁴ *Second Ware Affidavit*, *supra* note 1, at para 20, Motion Record at Tab 2.

³⁵ *Ibid.* at para 21, Motion Record at Tab 2.

³⁶ First Report of the Information Officer dated July 17, 2024 at para 4.5.

the ordinary course of its business, (a) any of its property in Canada that relates to the business; and (b) any of its other property in Canada.³⁷

30. The proposed Second Supplemental Order recognizes the De Minimis Assets Order and authorizes the Canadian Debtors to deal with their property in accordance with the De Minimis Assets Order notwithstanding paragraph 5 of the Initial Recognition Order, provided that a Canadian Debtor shall provide written notice to the Information Officer at least seven days' prior to taking any action with respect to its property pursuant to the De Minimis Assets Order. As referenced above, the De Minimis Assets Order authorizes the Chapter 11 Debtors to, among other things, sell De Minimis Assets outside of the ordinary course of business for an aggregate sale price equal to or less than \$2 million without the need for Court approval and abandon certain other De Minimis Assets.³⁸

31. This Court has recognized similar relief before, noting that it allows debtors to efficiently deal with assets that have a de minimis value.³⁹

3. Recognition of the Rejection Order

32. The Foreign Representative seeks to reject the Rejected Lease, Rejected Contract and any personal property of the Chapter 11 Debtors on Rejected Lease Premises. Accordingly, the Chapter 11 Debtors have also sought and obtained the Rejection Order to facilitate the rejection of the Rejected Lease and are seeking recognition of the Rejection Order in these CCAA Proceedings to

³⁷ Initial Recognition Order at paragraph 5, Motion Record at Tab 2B.

³⁸ *Second Ware Affidavit*, *supra* note 1, at para 20, Motion Record at Tab 2.

³⁹ [*Paladin Labs Canadian Holding Inc.*, 2022 ONSC 6716](#) at para 5; See also: [*YRC*](#), *supra* note 33 at paragraph 6.

avoid the administrative burden that the presence of any personal property of the Canadian Debtors on the Rejected Lease Premises would cause.⁴⁰

33. Courts have previously recognized similar orders in other proceedings under Part IV of the CCAA.⁴¹ Thus, the Foreign Representative submits that the Court should grant this order.

4. Recognition of the Interim Compensation Order

34. As discussed above, the Foreign Representative wishes to have the Interim Compensation Order recognized by this Court.⁴² The recognition of the Interim Compensation Order is necessary due to the Chapter 11 Debtors' applications for the authority to retain and employ professionals, including their Canadian counsel, Bennett Jones LLP.⁴³ Similar orders have been granted by this Court in other proceedings.⁴⁴ Thus, the Court should grant the order in this case.

5. Recognition of the APA Sealing Order

35. As noted above, the Chapter 11 Debtors are seeking the inclusion of sealing language in the Second Supplemental Order that corresponds with the APA Sealing Order in order to redact certain Confidential information from the Stalking Horse Agreement.⁴⁵

⁴⁰ *Second Ware Affidavit*, *supra* note 1, at para 28, Motion Record at Tab 2.

⁴¹ [*GNC Holdings Inc. et al* Toronto, ONSC \(Commercial List\), Recognition Order dated August 2020 \[CV-20-00642970-00CL0\]](#) at para 3(n); [*David's Bridal, LLC et al.* Toronto, ONSC \(Commercial List\) Recognition Order dated May 29, 2023 \[CV-23-0698107-00CL\]](#) at para 3(j) [*David's*]; [*YRC Freight Company Canada et al.*, Toronto, ONSC \(Commercial List\) Second Supplemental Order dated September 29, 2023 \[CV-23-00704038-00CL\]](#) at para 3(l) [*YRC Freight*].

⁴² *Second Ware Affidavit*, *supra* note 1, at para 29, Motion Record at Tab 2.

⁴³ *Ibid*, at para 30, Motion Record at Tab 2.

⁴⁴ *David's*, *supra* note 41 at para 3(h).

⁴⁵ *Second Ware Affidavit*, *supra* note 1, at para 31, Motion Record at Tab 2.

36. The *Courts of Justice Act*, R.S.O. 1990, c. C. 43 provides that a court may order that any document filed in a civil proceeding before it be treated as confidential, sealed and not form part of the public record.⁴⁶

37. In *Sherman Estate v. Donovan*, the Supreme Court of Canada recast the test to be used by a court in considering whether a sealing order should be granted.⁴⁷ The Supreme Court held that the party asking a court to exercise its discretion to grant a sealing order must establish that: (a) court openness poses a serious risk to an important public interest; (b) the order sought is necessary to prevent this serious risk to the identified interest because reasonably alternative measures will not prevent this risk; and (c) as a matter of proportionality, the benefits of the order outweigh its negative effects.⁴⁸

38. All factors favor the sealing request in this case.

39. This Court has found that it is in the public interest to seal confidential information pertaining to purchase agreements on the basis that there is a broader public interest in maintaining confidentiality where the disclosure of information pertaining to such an agreement would negatively impact a debtor's stakeholders.⁴⁹ The Confidential Information is related to intellectual property and certain real property leases of the Chapter 11 Debtors (including the Canadian Debtors) that could be disclosed to a competitor, or other parties to the detriment of the Chapter

⁴⁶ [Courts of Justice Act, RSO 1990, c C 43](#), s 137(2).

⁴⁷ [Sherman Estate v. Donovan, 2021 SCC 25](#),

⁴⁸ *Ibid* at para 38.

⁴⁹ [U.S. Steel Canada Inc. et al. v The United Steel Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union et al., 2023 ONSC 2579](#) at para 54; See also: [LoyaltyOne, Co. Toronto, ONSC \(Commercial List\) Endorsement of Justice Conway dated April 23, 2024 \[CV-23-00696017-00CL\]](#) at para 5.

11 Debtors and their stakeholders, by giving the Chapter 11 Debtors' competitors a potential unfair advantage.⁵⁰ Thus, sealing the Confidential Information is in the public interest.

40. There is no reasonable alternative to granting the sealing relief requested. The APA Sealing order was granted by the U.S. Court, indicating that the U.S. Court believes that such sealing is necessary to prevent the disclosure of the Confidential Information. A refusal to grant the sealing relief requested in Canada would potentially result in the disclosure of such confidential information, including to parties in the United States.

41. The benefits of the sealing request outlined above outweigh any deleterious effect. The refusal to allow such sealing would give competitors an unfair advantage, potentially harming the Chapter 11 Debtors and their stakeholders, while the deleterious effects are immaterial.

42. Furthermore, as noted above, as a matter of comity Canadian courts should recognize and enforce the judicial acts of other jurisdictions and typically only refuse to do so where such order is contrary to Canadian public policy. As the sealing requested herein accords with what this Court has found to be within the public interest, a refusal to grant such sealing would undermine the principles of comity which guide proceedings under Part IV of the CCAA.

43. Thus, the Foreign Representative submits that the sealing request is necessary and appropriate in the circumstances and should be granted by this Court.

⁵⁰ *Second Ware Affidavit*, *supra* note 1, at para 29, Motion Record at Tab 2

6. Recognition of the Bar Date Order

44. The Foreign Representative requests that this Court recognize the Bar Date Order pursuant to section 49 of the CCAA.⁵¹ The Bar Date Order, among other things sets out the procedures for a claims process, including providing for which entities are to file proofs of claims and the relevant Bar Dates applicable thereto.

45. The Bar Date Order is similar in substance to claims procedures orders which are commonly granted in Canadian insolvency proceedings. The Foreign Representative submits that the Bar Date Order should be approved in this case because, among other things:

- (a) the Chapter 11 Cases apply to all creditors of the Chapter 11 Debtors, wherever they may be located, including creditors of the Canadian Debtors, and accordingly one comprehensive claims process is appropriately;
- (b) the Bar Date Order provides that Canadian creditors are to be treated in the same manner as creditors situated in the U.S. or otherwise;
- (c) the Bar Dates and procedures established by the Bar Date Order are reasonable and appropriate in the circumstances, providing claimants with the notice and opportunity to prepare and file proofs of claim, as well as allowing the Chapter 11 Cases to move forward quickly with a minimum of administrative expense and delay;
- (d) recognition of the Bar Date Order by this Court will ensure that the deadline for filing proofs of claim is enforceable against all creditors of the Canadian Debtors

⁵¹ *Second Ware Affidavit*, *supra* note 1, at para 29, Motion Record at Tab 2

so that the Chapter 11 Debtors can have an accurate understanding of the claims against their estates;

- (e) all known creditors and potential claimants will receive Bar Date Notices in the prescribed manner and will have access to all corresponding materials on the Canadian Website and the U.S. Website;
- (f) the Information Officer has indicated that they support the recognition of the Bar Date Order.⁵²

46. Canadian courts overseeing Part IV proceedings have granted recognition of bar date orders granted in Chapter 11 proceedings in a number of cases.⁵³

47. Thus, the Foreign Representative submits that the recognition of the Bar Date Order is necessary and appropriate in the circumstances.

PART V: RELIEF REQUESTED

48. For the foregoing reasons the Applicant requests that this Honorable Court grant the Initial Recognition Order and Supplemental Order in the forms attached to the Application Record.

ALL OF WHICH IS RESPECTFULLY SUBMITTED THIS 17th OF JULY 2024

Bennett Jones LLP
BENNETT JONES LLP

⁵² *Second Ware Affidavit*, *supra* note 1, at para 41, Motion Record at Tab 2.

⁵³ See: [Paladin Labs Canadian Holding Inc et al ,Toronto, ONSC \(Commercial List\), Fourth Supplemental Order dated April 25, 2023 \[CV-22- 00685631-00CL\]](#) at para.3(b); [David's](#), *supra* note 41 at para 3(k); [YRC Freight](#), *supra* note 41 at para 3(n).

SCHEDULE "A"
LIST OF AUTHORITIES

Cases Cited

1. [Hartford Computer Hardware, Inc, Re, 2012 ONSC 964](#)
2. [Hollander Sleep Products, LLC et al. Hollander Sleep Products, LLC \(Re\), 2019 ONSC 3238](#)
3. [In the matter of CURO Canada Corp. and LendDirect Corp., 2024 ONSC 1989](#)
4. [In The Matter of Voyager Digital Ltd., 2022 ONSC 4553](#)
5. [LoyaltyOne, Co, Toronto, ONSC \(Commercial List\) Endorsement of Justice Conway dated April 23, 2024 \[CV-23-00696017-00CL\]](#)
6. [Paladin Labs Canadian Holding Inc, 2022 ONSC 6716](#)
7. [Sherman Estate v. Donovan, 2021 SCC 25,](#)
8. [U.S. Steel Canada Inc. et al. v The United Steel Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union et al., 2023 ONSC 2579](#)
9. [YRC Freight Canada Company \(Re\), 2023 ONSC 5513](#)

Endorsements and Orders

1. [David's Bridal, LLC et al. Toronto, ONSC \(Commercial List\) Recognition Order dated May 29, 2023 \[CV-23-0698107-00CL\]](#)
2. [In the Matter of a Plan of Compromise or Arrangement of 3329003 Canada Inc., Megabus Canada Inc. et al, ONSC \(Commercial List\), Endorsement of Justice Osborne dated June 19, 2024 \[CV-24-00722168-00CL\]](#)
3. [GNC Holdings Inc, et al Toronto, ONSC \(Commercial List\), Recognition Order dated August 2020 \[CV-20-00642970-00CL0\]](#)
4. [Paladin Labs Canadian Holding Inc et al ,Toronto, ONSC \(Commercial List\), Fourth Supplemental Order dated April 25, 2023 \[CV-22- 00685631-00CL\]](#)
5. [YRC Freight Company Canada et al., Toronto, ONSC \(Commercial List\) Second Supplemental Order dated September 29, 2023 \[CV-23-00704038-00CL\]](#)

SCHEDULE "B" **STATUTES RELIED ON**

Companies' Creditors Arrangement Act, R.S.C. 1985, c C-36

Section 49

Other orders

49 (1) If an order recognizing a foreign proceeding is made, the court may, on application by the foreign representative who applied for the order, if the court is satisfied that it is necessary for the protection of the debtor company's property or the interests of a creditor or creditors, make any order that it considers appropriate, including an order

- (a) if the foreign proceeding is a foreign non-main proceeding, referred to in subsection 48(1);
- (b) respecting the examination of witnesses, the taking of evidence or the delivery of information concerning the debtor company's property, business and financial affairs, debts, liabilities and obligations; and
- (c) authorizing the foreign representative to monitor the debtor company's business and financial affairs in Canada for the purpose of reorganization.

Restriction

(2) If any proceedings under this Act have been commenced in respect of the debtor company at the time an order recognizing the foreign proceeding is made, an order made under subsection (1) must be consistent with any order that may be made in any proceedings under this Act.

Application of this and other Acts

(3) The making of an order under paragraph (1)(a) does not preclude the commencement or the continuation of proceedings under this Act, the [*Bankruptcy and Insolvency Act*](#) or the [*Winding-up and Restructuring Act*](#) in respect of the debtor company.

2005, c. 47, s. 131

Section 52

Cooperation — court

52 (1) If an order recognizing a foreign proceeding is made, the court shall cooperate, to the maximum extent possible, with the foreign representative and the foreign court involved in the foreign proceeding

Cooperation — other authorities in Canada

(2) If any proceedings under this Act have been commenced in respect of a debtor company and an order recognizing a foreign proceeding is made in respect of the debtor company, every person who exercises powers or performs duties and functions under the proceedings under this Act shall cooperate, to the maximum extent possible, with the foreign representative and the foreign court involved in the foreign proceeding.

Forms of cooperation

(3) For the purpose of this section, cooperation may be provided by any appropriate means, including

- (a)** the appointment of a person to act at the direction of the court;
- (b)** the communication of information by any means considered appropriate by the court;
- (c)** the coordination of the administration and supervision of the debtor company's assets and affairs;
- (d)** the approval or implementation by courts of agreements concerning the coordination of proceedings; and
- (e)** the coordination of concurrent proceedings regarding the same debtor company.

2005, c. 47, s. 131; 2007, c. 36, s. 80

Section 61

Court not prevented from applying certain rules

61 (1) Nothing in this Part prevents the court, on the application of a foreign representative or any other interested person, from applying any legal or equitable rules governing the recognition of foreign insolvency orders and assistance to foreign representatives that are not inconsistent with the provisions of this Act.

Public policy exception

(2) Nothing in this Part prevents the court from refusing to do something that would be contrary to public policy.

2005, c. 47, s. 131; 2007, c. 36, s. 81

Courts of Justice Act, RSO 1990, c C 43

Section 137

Documents public

(1) On payment of the prescribed fee, a person is entitled to see any document filed in a civil proceeding in a court, unless an Act or an order of the court provides otherwise.

Sealing documents

(2) A court may order that any document filed in a civil proceeding before it be treated as confidential, sealed and not form part of the public record.

Court lists public

(3) On payment of the prescribed fee, a person is entitled to see any list maintained by a court of civil proceedings commenced or judgments entered.

Copies

(4) On payment of the prescribed fee, a person is entitled to a copy of any document the person is entitled to see.

R.S.O. 1990, c. C.4

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C 36, AS AMENDED

APPLICATION OF COACH USA, INC. UNDER SECTION 46 OF THE *COMPANIES CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36 AMENDED

Court File No.: CV-24-00722168-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**
Proceedings commenced in Toronto

**Factum
(Second Supplemental Order)**

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