

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

THE HONOURABLE)	MONDAY, THE 2 nd
)	
JUSTICE KIMMEL)	DAY OF DECEMBER, 2024

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, AS
AMENDED

CCAA TERMINATION AND FEE APPROVAL ORDER

THIS MOTION, made by Coach USA, Inc., in its capacity as the foreign representative (the “**Foreign Representative**”) 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 (collectively, the “**Canadian Debtors**”), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) for an order, *inter alia*, (i) terminating these proceedings under the CCAA (the “**CCAA Recognition Proceedings**”), (ii) approving the activities, conduct, and reports to the Court of Alvarez & Marsal Canada Inc. (“**A&M**”), in its capacity as information officer (in such capacity, the “**Information Officer**”), and (iii) approving the fees and the disbursements of the Information Officer and the Information Officer’s counsel, was heard this day by judicial videoconference via Zoom at Toronto, Ontario.

ON READING the Notice of Motion, the Affidavit of Spencer Ware sworn November 25, 2024 (the “**Fifth Ware Affidavit**”), the Fourth Report of the Information Officer dated November

27, 2024 (the “**Fourth Report**”), filed, the fee affidavits of the Information Officer and its counsel, Osler, Hoskin & Harcourt LLP (“**Osler**”, and such affidavits, the “**Fee Affidavits**”), each filed.

AND UPON HEARING the submissions of Bennett Jones LLP (“**Bennett Jones**”), as Canadian counsel for the Foreign Representative, counsel for the Information Officer, and such other counsel that were present, no one else appearing although duly served as appears from the affidavit of service, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

DEFINED TERMS

2. **THIS COURT ORDERS** that capitalized terms used in this Order and not otherwise defined herein have the meaning ascribed to them in the Fifth Ware Affidavit or the Supplemental Order (Foreign Main Proceeding) of this Court dated June 14, 2024 (the “**Supplemental Order**”), as applicable.

TERMINATION OF CCAA RECOGNITION PROCEEDINGS

3. **THIS COURT ORDERS** that, upon service by the Information Officer of an executed certificate substantially in the form attached hereto as Schedule “A” (the “**Information Officer’s Termination Certificate**”) on the service list in these CCAA Recognition Proceedings (the “**Service List**”), certifying that, to the knowledge of the Information Officer, all matters to be attended to in connection with the CCAA Recognition Proceedings have been completed, the CCAA Recognition Proceedings shall be terminated without any other act or formality (the “**CCAA Termination Time**”), provided that, nothing herein impacts the validity of any Orders made in the CCAA Recognition Proceedings or any actions or steps taken by any person in connection therewith.

4. **THIS COURT ORDERS** that the Information Officer is hereby directed to file a copy of the Information Officer's Termination Certificate with this Court as soon as is practicable following service thereof on the Service List.

5. **THIS COURT ORDERS** that the Administration Charge, the Directors' Charge, and the DIP Charge (each as defined in the Supplemental Order) shall be terminated, released and discharged at the CCAA Termination Time without any other act or formality.

6. **THIS COURT ORDERS** that at the CCAA Termination Time, A&M shall be and is discharged as the Information Officer in the CCAA Recognition Proceedings and shall have no further duties, obligations or responsibilities as Information Officer from and after the CCAA Termination Time; provided however that the Information Officer shall continue to have the benefit of the provisions of all Orders made in the CCAA Recognition Proceedings, including all rights, approvals, releases and protections in favour of the Information Officer.

7. **THIS COURT ORDERS** that effective at the CCAA Termination Time, A&M, Osler, Bennett Jones and Robinson Sheppard Shapiro S.E.N. C.R.L./LLP ("**Robinson Sheppard Shapiro**"), shall be released and discharged from any and all liability that A&M, Osler, Bennett Jones and Robinson Sheppard Shapiro now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of A&M while acting in its capacity as Information Officer, Osler while acting in its capacity as counsel to the Information Officer, Bennett Jones while acting in its capacity as Canadian counsel to the Foreign Representative and Robinson Sheppard Shapiro while acting in its capacity as Quebec regulatory counsel to the Chapter 11 Debtors, save and except for any gross negligence or wilful misconduct on the Information Officer's, Osler's, Bennett Jones' or Robinson Sheppard Shapiro's part. Without limiting the generality of the foregoing, upon the filing of the Information Officer's Termination Certificate, A&M, Osler, Bennett Jones and Robinson Sheppard shall be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within CCAA Recognition Proceedings, save and except for any gross negligence or wilful misconduct on their part.

8. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against the Information Officer in any way arising from or related to its capacity or conduct as Information

Officer except with prior leave of this Court and on no less than 7 days prior written notice to the Information Officer.

APPROVAL OF FEES AND ACTIVITIES

9. **THIS COURT ORDERS** that the Information Officer's activities, as set out in its Pre-Filing Report dated June 14, 2024, the First Report, dated July 17, 2024, the Second Report, dated July 26, 2024, the Third Report, dated August 21, 2024, and the Fourth Report, be and are hereby approved; provided, however, that only the Information Officer, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

10. **THIS COURT ORDERS** that the fees and disbursements of the Information Officer and Osler, as set out in the Fourth Report and the Fee Affidavits, including the Estimated Fees to Completion, estimated not to exceed \$50,000 plus any applicable taxes up to the CCAA Termination Time, be and are hereby approved.

11. **THIS COURT ORDERS** that the Information Officer and Osler shall not be required to pass their accounts in connection with the completion by the Information Officer of its remaining duties and the administration of the CCAA Recognition Proceedings. In the event that the aggregate fees and disbursements of the Information Officer and Osler exceed the Estimated Fees to Completion, the Chapter 11 Debtors may elect to pay such additional amounts, plus any applicable taxes, without further application to this Court for approval of such fees and disbursements.

GENERAL

12. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States of America, to give effect to this Order and to assist the Canadian Debtors, the Foreign Representative, the Information Officer, and their respective counsel and agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Canadian Debtors, the Foreign Representative and the Information Officer, the latter as an officer of this Court, as may be

necessary or desirable to give effect to this Order, or to assist the Canadian Debtors, the Foreign Representative, the Information Officer, and their respective counsel and agents in carrying out the terms of this Order.

13. **THIS COURT ORDERS** that each of the Canadian Debtors, the Foreign Representative and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

14. **THIS COURT ORDERS** that this Order shall be effective as of 12:01 a.m. prevailing Eastern Time on the date of this Order.

SCHEDULE "A"

FORM OF INFORMATION OFFICER'S TERMINATION CERTIFICATE

CV-24-00722168-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

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

INFORMATION OFFICER'S TERMINATION CERTIFICATE

A. Pursuant to an Order of the Honourable Justice Osborne of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated June 14, 2024, Alvarez & Marsal Canada Inc. was appointed as information officer of the Court (in such capacity, the "**Information Officer**") in the proceedings (the "**CCAA Recognition Proceedings**") commenced by Coach USA, Inc., in its capacity as the foreign representative 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 (in such capacity, the "**Foreign Representative**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended.

B. Pursuant to an Order of the Court dated December 2, 2024 (the "**CCAA Termination and Fee Approval Order**") made in the CCAA Recognition Proceedings, the Court, among other things, provided for the termination of the CCAA Recognition Proceedings upon the service by the Information Officer of this certificate (the "**Information Officer's Termination Certificate**") on the Service List in the CCAA Recognition Proceedings.

THE INFORMATION OFFICER CERTIFIES that all matters to be attended to in connection with the CCAA Recognition Proceedings (Court File No. CV-24-00722168-00CL) have been completed to the satisfaction of the Foreign Representative and the Information Officer.

ACCORDINGLY, the CCAA Termination Time as defined in the CCAA Termination and Fee Approval Order has occurred.

DATED at Toronto, Ontario this ____ day of _____, 2024.

**ALVAREZ & MARSAL CANADA INC.,
solely in its capacity as Information
Officer, and not in its personal or
corporate capacity**

Per: _____
Name:
Title:

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

Applicant

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF MEGABUS CANADA INC., 3376249 CANADA INC., 4216849 CANADA INC., TRENTWAY-WAGAR
(PROPERTIES) INC., TRENTWAY-WAGAR INC. AND DOUGLAS BRAUND INVESTMENTS LIMITED**

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1985, c. C-36, AS AMENDED**

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

Proceeding commenced at Toronto

**CCAA TERMINATION AND FEE
APPROVAL ORDER**

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