

**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, AS AMENDED**

**SECOND REPORT OF THE INFORMATION OFFICER  
ALVAREZ & MARSAL CANADA INC.**

**July 26, 2024**

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## 1.0 INTRODUCTION

- 1.1 On June 11, 2024 (the “**Petition Date**”), Coach USA, Inc. (“**Coach USA**”) and certain of its affiliates (collectively, the “**Chapter 11 Debtors**” or the “**Company**”) commenced cases in the United States Bankruptcy Court for the District of Delaware (the “**U.S. Bankruptcy Court**”) by filing voluntary petitions for relief under Chapter 11 of Title 11 of the United States Bankruptcy Code (the “**Chapter 11 Cases**”).
- 1.2 The primary purpose of the Chapter 11 Cases is to provide the Chapter 11 Debtors with the necessary relief to continue the sale process that began prior to the Petition Date and consummate value maximizing transactions, including a transaction involving the Canadian subsidiaries, 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**”). Each Canadian Debtor is also a Chapter 11 Debtor in the Chapter 11 Cases.
- 1.3 On June 13, 2024, following a hearing in respect of the first day motions filed by the Chapter 11 Debtors, the U.S. Bankruptcy Court granted certain orders (collectively, the “**First Day Orders**”), including an order authorizing Coach USA to act as a foreign representative in the Chapter 11 Cases.<sup>1</sup>

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<sup>1</sup> Copies of each of the orders entered and other documents related to the Chapter 11 Cases are available at the website maintained by Kroll Restructuring Administration LLC: <https://cases.ra.kroll.com/CoachUSA/>.

- 1.4 On June 14, 2024, upon the application of Coach USA in its capacity as foreign representative in respect of the Chapter 11 Cases (the “**Foreign Representative**”), the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) granted two orders (the “**Initial Recognition Order**” and the “**Supplemental Order**”) that, among other things: (a) recognized the Chapter 11 Cases as a “foreign main proceeding” in respect of the Canadian Debtors under Part IV of the *Companies’ Creditors Arrangement Act* (the “**CCAA**”); (b) recognized Coach USA as the “foreign representative” of the Canadian Debtors; (c) granted a stay of proceedings in respect of the Canadian Debtors, and their respective directors and officers; (d) appointed Alvarez & Marsal Canada Inc. (“**A&M**”) as the information officer (in such capacity, the “**Information Officer**”) in respect of the proceedings under Part IV of the CCAA (the “**CCAA Recognition Proceedings**”, and together with the Chapter 11 Cases, the “**Restructuring Proceedings**”); (e) recognized and gave effect in Canada to certain of the First Day Orders; and (f) granted the Administration Charge, the Directors’ Charge and the DIP Charge (each as defined in the Supplemental Order).
- 1.5 Since issuing the Supplemental Order, this Court has granted recognition to final versions of certain of the First Day Orders initially granted on an interim basis by the U.S. Bankruptcy Court and certain other orders granted by the U.S. Bankruptcy Court, pursuant to the Second Supplemental Order dated July 18, 2024.
- 1.6 A&M, in its capacity as Information Officer, filed with this Court a report dated July 17, 2024 (the “**First Report**”). A&M, in its capacity as Proposed Information, also filed with this Court a report dated June 14, 2024, (the “**Pre-Filing Report**”, together with the First

Report, the “**Prior Reports**”), which provided this Court with, among other things, certain background information with respect to the Canadian Debtors and the Chapter 11 Cases.

- 1.7 The Prior Reports and other materials filed with this Court have been made available on the Information Officer’s case website at: [www.alvareazandmarsal.com/coachcanada](http://www.alvareazandmarsal.com/coachcanada).

## **2.0 TERMS OF REFERENCE AND DISCLAIMER**

- 2.1 In preparing this report (this “**Second Report**”), A&M has relied solely on information and documents provided by the Foreign Representative and the other Chapter 11 Debtors, their U.S. financial advisor and their Canadian legal counsel, and publicly available documents filed with the U.S. Bankruptcy Court (collectively the “**Information**”). Except as otherwise described in this Second Report:

- (a) the Information Officer has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Information Officer has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Canadian Auditing Standards (“**CASs**”) pursuant to the *Chartered Professional Accountants of Canada Handbook* (the “**Handbook**”) and accordingly, the Information Officer expresses no opinion or other form of assurance contemplated under CASs in respect of the Information; and
- (b) some of the information referred to in this Second Report consists of forecasts and projections. An examination or review of the financial forecasts and projections, as outlined in the Handbook, has not been performed.

- 2.2 Future-oriented financial information referred to in this Second Report was prepared based on estimates and assumptions made by the Company’s management. Readers are cautioned that, since projections are based upon assumptions about future events and conditions that are not ascertainable, the actual results will vary from the projections, and the variations could be significant.
- 2.3 This Second Report should be read in conjunction with the Affidavit of Spencer Ware sworn on July 25, 2024 (the “**Third Ware Affidavit**”) and the Affidavit of Spencer Ware sworn July 11, 2024 (the “**Second Ware Affidavit**”). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Affidavit of Spencer Ware sworn on June 13, 2024 (the “**First Ware Affidavit**”), Third Ware Affidavit or the Prior Reports, as applicable.
- 2.4 Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.

### **3.0 PURPOSE OF THIS REPORT**

- 3.1 The purpose of this Second Report is to provide this Court with information regarding the Foreign Representative’s motion for an order (the “**Third Supplemental Order**”) recognizing and giving effect in Canada to the U.S. Orders (as defined below).

### **4.0 ORDERS FOR WHICH RECOGNITION IS BEING SOUGHT**

- 4.1 On June 12, 2024, the Chapter 11 Debtors filed a motion for approval of the Bidding Procedures Order in respect of the NewCo Stalking Horse APA (as defined below), the Avalon Stalking Horse APA and the ABC Stalking Horse APA, and related bid protections

(the “**Initial Bidding Procedures Order**”). On July 3, 2024, the Chapter 11 Debtors filed a revised version of the Initial Bidding Procedures Order, which removed the relief requested with respect to the NewCo Stalking Horse APA (which provides for, among other things, the sale of substantially all of the Canadian Debtors’ assets) and adjourned the hearing to approve the relief requested with respect to the NewCo Stalking Horse APA. The Bidding Procedures Order in respect of the Avalon Stalking Horse APA and the ABC Stalking Horse APA, and related bid protections (the “**Bidding Procedures Order**”) was entered by the U.S. Bankruptcy Court on July 9, 2024.

4.2 The Chapter 11 Debtors sought from the U.S. Bankruptcy Court a final version of the Interim DIP Order (the “**Initial Final DIP Order**”) and a previous version of the Bidding Procedures Order in respect of the NewCo Stalking Horse APA, and related bid protections (the “**Initial NewCo Bidding Procedures Order**”), on July 16, 2024 (the “**Final DIP and Bidding Procedures Hearing**”). The Final DIP and Bidding Procedures Hearing was continued on July 17, 2024 and then adjourned to July 19, 2024 on account of the Objection (as defined and discussed below).

4.3 On July 19, 2024, following resolution of the Objection, the Chapter 11 Debtors sought and obtained from the U.S. Bankruptcy Court the Final DIP Order and the Bidding Procedures Order in respect of the NewCo Stalking Horse APA, and related bid protections (the “**NewCo Bidding Procedures Order**”, and together with the Bidding Procedures Order, the “**Bidding Procedures Orders**”). The Foreign Representative is now seeking recognition of the Bidding Procedures Orders and the Final DIP Order (collectively, the

“**U.S. Orders**”) by this Court, and a hearing before this Court has been scheduled for July 29, 2024, for this purpose.

- 4.4 The Information Officer and its legal counsel have reviewed each of the U.S. Orders and supports the recognition of the U.S. Orders by this Court.
- 4.5 Each of the U.S. Orders for which recognition of this Court is being sought is described in the Third Ware Affidavit and copies are attached as exhibits thereto.
- 4.6 This Second Report includes pertinent information regarding the U.S. Orders for which the Foreign Representative is seeking recognition.

## **5.0 FINAL DIP ORDER**

- 5.1 A summary of the DIP Facility, including the Information Officer’s assessment of its reasonableness, was provided in the Pre-Filing Report. As described in the Pre-Filing Report, the DIP Facility, consists of, among other things, approximately \$20 million of new money financing to enable the Company to fund operations, meet various obligations as they become due, and effectively administer the Chapter 11 Cases and CCAA Recognition Proceedings.
- 5.2 The DIP Facility is structured as a “creeping roll-up”, pursuant to which postpetition receipts will be applied to repay prepetition obligations owing to Prepetition ABL Lenders under the Prepetition ABL Facility.
- 5.3 The Interim DIP Order was recognized by this Court pursuant to the Supplemental Order and was described in further detail in the First Ware Affidavit.

- 5.4 The Final DIP Order is consistent with the Interim DIP Order and authorizes the Chapter 11 Debtors to utilize the DIP Facility on a final basis. It is a condition precedent to further borrowings under the DIP Facility that the Final DIP Order be recognized by this Court in the CCAA Recognition Proceedings. A copy of the Final DIP Order is appended to the Third Ware Affidavit as Exhibit “H”.
- 5.5 As at July 19, 2024, the Information Officer understands that the outstanding balance on the DIP Facility was approximately \$34.3 million. The Information Officer also understands that approximately \$600,000 of the outstanding DIP Facility balance represented new money financing and that \$14.8 million in new money financing is forecast to be drawn on the DIP Facility through the week ending August 9, 2024, as required by the Chapter 11 Debtors.
- 5.6 As described in the First Report, the Information Officer understands that the Official Committee of Unsecured Creditors to the Chapter 11 Debtors (the “UCC”) filed an objection to the Initial Final DIP Order and the Initial NewCo Bidding Procedures Order in advance of the Final DIP and Bidding Procedures Hearing (the “**Objection**”). With respect to the Initial Final DIP Order, the UCC objected to, among other things, the “creeping roll-up” structure of the DIP Facility, the DIP Facility liens provided on previously unencumbered assets, including two previously unencumbered real properties in the U.S., and the milestones and other controls provided to the DIP Lenders over the sale process.
- 5.7 The Information Officer further understands that in resolving the Objection, the Final DIP Order includes the following modifications from the Initial Final DIP Order, among others:

- (a) it clarifies that Allowable 506(b) Amounts (as defined in the Final DIP Order) shall be subject to the rules regarding the objection of amounts improperly applied to pay down indebtedness owing under the Prepetition ABL Facility;
- (b) it clarifies that nothing in the Final DIP Order shall modify or affect the validity of any debt incurred under the DIP Facility or the validity of a priority or lien granted under the Interim DIP Order;
- (c) it provides for an increase in the allowable amount for investigation costs of the UCC appointed pursuant to Section 1102 of the Bankruptcy Code from \$50,000 to \$75,000;
- (d) it makes clear that postpetition liens granted pursuant to the Final DIP Order on unencumbered collateral secure the “New Value” (i.e., postpetition debt incurred under the DIP Facility not as a result of the “roll up”) and “Postpetition Charges” (i.e., interest, fees, costs, and expenses) on such New Value;
- (e) it provides for an allocation in the Carveout (as defined in the Final DIP Order) for retained professionals of the UCC of \$2,250,000 (increased from \$500,000); and
- (f) it adds the concept of an “Agreed Sale Order”, which provides for, upon close of a purchase agreement(s), the funding of \$3,500,000 to be distributed to holders of Supplemental Assumed Claims, as set forth in the Agreed Sale Order.<sup>2</sup>

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<sup>2</sup> Supplemental Assumed Claims includes: Allowed or allowable general unsecured (i) trade claims of suppliers of goods or services as of the time immediately prior to the Petition Date; or (ii) personal injury or wrongful death

## 6.0 BIDDING PROCEDURES ORDERS

- 6.1 As described in the Second Ware Affidavit, prior to the Petition Date, the Chapter 11 Debtors, together with the assistance of their advisor Houlihan Lokey (“**Houlihan**”), launched a marketing process for the sale of substantially all of the Chapter 11 Debtors’ assets (the “**Sale Process**”). As part of this process, Houlihan contacted 154 potential purchasers, which resulted in more than 70 parties executing nondisclosure agreements with the Chapter 11 Debtors to further explore a transaction with respect to some or all of the Chapter 11 Debtors’ business segments and/or assets.
- 6.2 In parallel with this marketing process, Houlihan worked with the Chapter 11 Debtors and their other advisors to develop the Bidding Procedures (as defined below) to maximize the value of the Chapter 11 Debtors’ estates in the Chapter 11 Cases. As described further below, the Bidding Procedures include a stalking horse agreement for substantially all of the assets of the Canadian Debtors and certain of the Chapter 11 Debtors (the “**NewCo Stalking Horse APA**”) with Bus Company Holdings US, LLC and 1485832 B.C. Unlimited Liability Company (collectively, the “**NewCo Stalking Horse Bidder**”).

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claims against one or more Applicable Debtors; and excluding, for the avoidance of doubt, (a) unsecured claims consisting of Prepetition Debt or Postpetition Debt, (b) unsecured claims arising under that certain Credit Agreement dated as of December 11, 2020 (as amended), by and among Debtor Project Kenwood Acquisition, LLC and Wells Fargo Bank, National Association, as lender, and (c) other unsecured claims otherwise agreed to be paid or assumed pursuant to the stalking horse asset purchase agreements with the Applicable Debtors as in effect on the date hereof (as capitalized terms are as defined in the Final DIP Order).

6.3 The NewCo Stalking Horse APA is the only “stalking horse bid” provided for in the Bidding Procedure Orders that contemplates the purchase of assets of the Canadian Debtors.

6.4 A copy of the Bidding Procedures Order and NewCo Bidding Procedures Order is appended to the Third Ware Affidavit as Exhibits “E” and “I”, respectively. A redacted copy of the NewCo Stalking Horse APA is attached as an exhibit to the NewCo Bidding Procedures Order.

#### Bidding Procedures

6.5 The Bidding Procedures Orders, among other things:

- (a) approve bidding procedures (the “**Bidding Procedures**”) in connection with the receipt and analysis of competing bids for the sales or dispositions of substantially all of the Chapter 11 Debtors’ assets;
- (b) authorize the Chapter 11 Debtors to enter into the NewCo Stalking Horse APA, Avalon Stalking Horse APA and ABC Stalking Horse APA;
- (c) approve the form and manner of notice of the auction and the hearing to approve the Sales (as defined in the Second Ware Affidavit);
- (d) authorize and approves procedures for the assumption and assignment of contracts in connection with the Sales; and

- (e) approve the form and manner of notice of the potential assumption and assignment of the Chapter 11 Debtors' executory contracts and unexpired leases substantially in the form contemplated by the Bidding Procedures Order.

6.6 For certainty, as provided in the NewCo Bidding Procedures Order, the Bidding Procedures Order governs the Bidding Process, Auction, Sale Hearing, Objection Procedures, Notice Procedures and Assignment Procedures (each as defined and described in the Bidding Procedures Order and the Bidding Procedures, as applicable) for the assets subject to the NewCo Stalking Horse APA, including such assets of the Canadian Debtors.

6.7 The Bidding Procedures Orders contemplate the approval of the Notice of Auction and Sale Hearing (as defined in the Bidding Procedures Order) for the provision of notice of the Sale Hearing on August 13, 2024. The Foreign Representative shall apply to this Court as soon as practicable following the Sale Hearing for an order recognizing any sale order of the U.S. Bankruptcy Court involving the Canadian Debtor or their assets. The timeline and key processes contemplated by the Bidding Procedures are summarized as follows:

NewCo Bidding Procedures Order – Key Dates	
Rolling Stock Timeline	
August 1, 2024 at 4:00 p.m (ET)	• Deadline to file Cure Costs/Assignment and Sale Objections
August 1, 2024 at 5:00 p.m (ET)	• Bid Deadline
August 2, 2024	• Determination of Qualified Bids
August 6, 2024 at 10:00 a.m (ET)	• Auction (if necessary)
August 7, 2024 at 4:00 p.m (ET)	• Deadline to file Post-Auction Objections

August 9, 2024 at 4:00 p.m. (ET)	<ul style="list-style-type: none"> <li>• Deadline for Chapter 11 Debtors to File Reply to Sale Objections and Post-Auction Objections</li> </ul>
August 13, 2024 at 10:30 a.m. (ET)	<ul style="list-style-type: none"> <li>• Sale Hearing with the U.S. Bankruptcy Court</li> </ul>

- 6.8 A full summary of the salient terms of the Bidding Procedures are reproduced at paragraph 25 of the Bidding Procedures Motion (as defined in the Second Ware Affidavit). Only some of the applicable terms with respect to the Canadian Debtors are repeated herein.
- 6.9 Pursuant to the Bidding Procedures, the NewCo Stalking Horse Bidder is entitled to certain bid protections, including: (a) a breakup fee of approximately 2.65% of the purchase price (i.e. \$3,450,000); (b) reimbursement of the NewCo Stalking Horse Bidder's actual, reasonable, documented, out-of-pocket costs and expenses up to a maximum amount of \$1,150,000 (collectively, (a) and (b), the "**Bid Protections**"); and (c) the requirement that each Qualified Bid (as defined in the Bidding Procedures) for the Chapter 11 Debtors' assets subject to the NewCo Stalking Horse APA be a price equal to or greater than (x) the amount of the purchase price consideration set forth in the NewCo Stalking Horse APA, (y) the Bid Protections of \$4,600,000, and (z) an overbid amount of \$1,000,000.
- 6.10 As described in the Second Ware Affidavit, the proposed Bid Protections were a necessary condition for the NewCo Stalking Horse Bidder to enter into the NewCo Stalking Horse APA, as the NewCo Stalking Horse Bidder was unwilling to hold open its offer without assurance of payment of the key provisions set forth therein.

6.11 The Foreign Representative is seeking recognition by this Court of the Bidding Procedures Orders. The Information Officer considered the following in assessing the reasonableness of the Bidding Procedures Orders:

- (a) in the Information Officer's view, the contemplated sale process and the Bidding Procedures are commercially reasonable, consistent with the procedures approved by this Court in both Canadian-only and cross-border insolvency proceedings, and have been designed to maximize value through a competitive sale process while also mitigating against downside risk for stakeholders by setting a meaningful price floor for the Chapter 11 Debtors' assets pursuant to the NewCo Stalking Horse APA;
- (b) the NewCo Bidding Procedures Order was entered by the U.S. Bankruptcy Court on July 19, 2024, and the bid deadline of August 1, 2024 at 5:00 p.m. (prevailing Eastern Time) should therefore provide potential bidders with sufficient time to perform diligence and prepare and submit their bids, noting (as referenced above) that Houlihan launched the marketing process prior to the Petition Date of June 11, 2024;
- (c) in the Information Officer's view, the Bid Protections are commercially reasonable and consistent with protections approved in similar cross-border insolvency proceedings, and have been designed to ensure that a reasonable price floor has been set by the NewCo Stalking Horse Bidder;

- (d) the Bidding Procedures encompass the assets of the Canadian Debtors and the Canadian Debtors will ensure the Information Officer is kept apprised of any bids relating to the Canadian assets;
- (e) the Bidding Process, Auction, Sale Hearing, Objection Procedures, Notice Procedures and Assignment Procedures are set out in the Bidding Procedures Order and are incorporated into the NewCo Bidding Procedures Order for the assets subject to the NewCo Stalking Horse APA, including such assets of the Canadian Debtors; and
- (f) the Information Officer does not believe the creditors of the Canadian Debtors would be materially prejudiced by the Bidding Procedures.

#### NewCo Stalking Horse APA

6.12 As described above, the sale process governed Bidding Procedures, as it relates to substantially all of the assets of the Chapter 11 Debtors, will be conducted with the benefit of the NewCo Stalking Horse APA.

6.13 Key terms and components of the NewCo Stalking Horse APA include the following:

- (a) total consideration of at least \$130,000,000, which includes the assumption of existing debt under the Prepetition ABL Facility and the DIP Facility;
- (b) acquired assets include substantially all of the assets of the Sellers (as defined in the NewCo Stalking Horse APA), including substantially all of the assets of the Canadian Debtors;

- (c) assumed liabilities include: (i) secured debt under the Prepetition ABL Facility and DIP Facility of \$130,000,000; and (ii) cure costs required to be paid under the NewCo Stalking Horse APA; and
- (d) the NewCo Stalking Horse Bidder is assuming approximately 1,800 union and non-union jobs associated with the Sellers, including substantially all of the employees of the Canadian Debtors.

6.14 The closing of the transactions contemplated in the NewCo Stalking Horse APA is conditional on, among other things, this Court having granted an order in the CCAA Recognition Proceedings recognizing and giving effect in Canada to the order of the U.S. Bankruptcy Court, among other things, approving the sale transactions contemplated by the NewCo Stalking Horse APA.

6.15 As described in the First Report, with respect to the Initial NewCo Bidding Procedure Order, the Information Officer understands that the UCC objected to, among other things, the consideration provided under the NewCo Stalking Horse APA and the appropriateness of the bid protections provided thereunder, pursuant to the Objection.

6.16 The Information Officer further understands that on account of the Objection, the NewCo Stalking Horse APA was amended on the record at the hearing to incorporate the following changes, among others:

- (a) the NewCo Stalking Horse Bidder is to provide \$3.5 million in cash to be distributed to holders of Supplemental Assumed Claims, with such distribution to be administered by a claim's ombudsman chosen by the UCC; and

(b) any successful bid under the Sale Process for the assets subject to the NewCo Stalking Horse APA is to include same.

6.17 The Information Officer understands that the Chapter 11 Debtors intend to file a modified NewCo Stalking Horse APA with the U.S. Bankruptcy Court and this Court as soon as practicable.

## **7.0 RECOMMENDATIONS**

7.1 The Information Officer is of the view that the U.S. Orders are fair and reasonable in the circumstances and understands that the recognition of the U.S. Orders is necessary to advance the Restructuring Proceedings, including the Chapter 11 Debtors' efforts to maximize the value of their estates.

7.2 Based on the foregoing, the Information Officer respectfully recommends that this Court grant the relief requested by the Foreign Representative in the proposed Third Supplemental Order, including recognizing and giving effect to the U.S. Orders in Canada.

All of which is respectfully submitted to this Court this 26<sup>th</sup> day of July, 2024.

**ALVAREZ & MARSAL CANADA INC.,  
Information Officer of the Canadian Debtors  
and not in its personal or corporate capacity**

Per: \_\_\_\_\_  
Alan J. Hutchens  
Senior Vice-President

# APPENDIX A

Court File No.

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

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
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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**

**REPORT OF THE PROPOSED INFORMATION OFFICER  
ALVAREZ & MARSAL CANADA INC.**

**June 14, 2024**

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## **APPENDICES**

**Appendix “A” – Summary of DIP Facility**

## 1.0 INTRODUCTION

- 1.1 On June 11, 2024 (the “**Petition Date**”), Coach USA, Inc. (“**Coach USA**”) and certain of its affiliates (collectively, the “**Chapter 11 Debtors**” or the “**Company**”) commenced cases in the United States Bankruptcy Court for the District of Delaware (the “**U.S. Bankruptcy Court**”) by filing voluntary petitions for relief under Chapter 11 of Title 11 of the United States Bankruptcy Code (the “**Chapter 11 Cases**”).
- 1.2 The primary purpose of the Chapter 11 Cases is to provide the Chapter 11 Debtors with the necessary relief to continue the Sale Process (as defined below) that began prior to the Petition Date and consummate value maximizing transactions, that include the Canadian subsidiaries, 3329003 Canada Inc., Megabus Canada Inc. (“**Megabus Canada**”), 3376249 Canada Inc., 4216849 Canada Inc., Trentway-Wagar (Properties) Inc. (“**Trentway-Wagar (Properties)**”), Trentway-Wagar Inc. (“**Trentway-Wagar**”) and Douglas Braund Investments Limited (collectively, the “**Canadian Debtors**”). Each of the Canadian Debtors is also a Chapter 11 Debtor in the Chapter 11 Cases.
- 1.3 On the Petition Date, the Chapter 11 Debtors filed a number of motions for interim and/or final orders (the “**First Day Motions**”) in the Chapter 11 Cases to permit the Chapter 11 Debtors to continue to operate their business in the ordinary course and to continue to advance the Sale Process. Following a hearing in respect of the First Day Motions (the “**First Day Hearing**”), the U.S. Bankruptcy Court granted certain orders (the “**First Day**

**Orders**”), including an order (the “**Foreign Representative Order**”) authorizing Coach USA to act as foreign representative on behalf of the Chapter 11 Debtors’ estates.<sup>1</sup>

1.4 Alvarez & Marsal Canada Inc. (“**A&M**” or the “**Proposed Information Officer**”) understands that Coach USA, in its capacity as the foreign representative in respect of the Chapter 11 Cases (in such capacity, the “**Foreign Representative**”), intends to make application before the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) for recognition of the Chapter 11 Cases pursuant to Part IV of the *Companies’ Creditors Arrangement Act* (“**CCAA**”) (the “**CCAA Recognition Proceedings**”, and together with the Chapter 11 Cases, the “**Restructuring Proceedings**”). Other than the Chapter 11 Cases and the CCAA Recognition Proceedings, the Proposed Information Officer understands that there are currently no other foreign proceedings in respect of the Chapter 11 Debtors.

1.5 The purpose of this Report of the Proposed Information Officer (this “**Pre-Filing Report**”) is to provide this Court with background information with respect to the Chapter 11 Debtors and the Restructuring Proceedings, and to assist the Court in considering the Foreign Representative’s request for the following relief:

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<sup>1</sup> Copies of the each of the Chapter 11 Orders and other documents related to the Chapter 11 Cases are available at the website maintained by Kroll: <https://cases.ra.kroll.com/CoachUSA/>.

- (a) an order, among other things, recognizing the Chapter 11 Cases as “foreign main proceedings” in respect of the Canadian Debtors (the “**Initial Recognition Order**”); and
- (b) an order, among other things: (i) recognizing certain of the First Day Orders entered in the Chapter 11 Cases, including the Foreign Representative Order; (ii) granting a stay of proceedings in respect of the Canadian Debtors, and their respective directors and officers, in Canada; (iii) appointing A&M as information officer in respect of the CCAA Recognition Proceedings (in such capacity, the “**Information Officer**”); and (iv) granting the Administration Charge, the Directors’ Charge and the DIP Charge (each as defined below) (the “**Supplemental Order**”).

## **2.0 TERMS OF REFERENCE AND DISCLAIMER**

2.1 In preparing this Pre-Filing Report, A&M has relied solely on information and documents provided by the Foreign Representative and other Chapter 11 Debtors, their U.S. financial advisor and their Canadian legal counsel, and publicly available documents filed with the U.S. Bankruptcy Court (collectively the “**Information**”). Except as otherwise described in this Pre-Filing Report:

- (a) the Proposed Information Officer has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Proposed Information Officer has not audited or

otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Canadian Auditing Standards (“CASs”) pursuant to the *Chartered Professional Accountants of Canada Handbook* (the “**Handbook**”) and accordingly, the Proposed Information Officer expresses no opinion or other form of assurance contemplated under CASs in respect of the Information; and

- (b) some of the information referred to in this Pre-Filing Report consists of forecasts and projections. An examination or review of the financial forecasts and projections, as outlined in the Handbook, has not been performed.

2.2 Future-oriented financial information referred to in this Pre-Filing Report was prepared based on estimates and assumptions made by the Company’s management. Readers are cautioned that, since projections are based upon assumptions about future events and conditions that are not ascertainable, the actual results will vary from the projections, and the variations could be significant.

2.3 This Pre-Filing Report should be read in conjunction with the Affidavit of Spencer Ware, sworn on June 13, 2024 (the “**Ware Affidavit**”). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Ware Affidavit.

2.4 Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.

### **3.0 A&M'S QUALIFICATIONS TO ACT AS INFORMATION OFFICER**

- 3.1 A&M was engaged by the Canadian Debtors effective February 21, 2024, for the purpose of preparing for the CCAA Recognition Proceedings and to act as the Information Officer. As such, A&M is familiar with the business and operations of Coach USA and the Canadian Debtors, and the key issues and stakeholders in the proposed CCAA Recognition Proceedings.
- 3.2 A&M is a trustee within the meaning of section 2 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, and has significant experience in connection with proceedings under the CCAA, including acting as Information Officer in the recognition proceedings of WeWork Canada, Yellow Corporation, Sungard Availability Services, Knotel Canada, Brooks Brothers Canada, Pier 1 Imports, Jack Cooper Ventures, Payless Shoes, Modular Space Holdings, LightSquared, Durabla Canada and others.
- 3.3 The senior A&M professional personnel with carriage of this matter include experienced insolvency and restructuring practitioners who are Chartered Professional Accountants, Chartered Insolvency and Restructuring Professionals and Licensed Insolvency Trustees, who have acted in cross-border restructurings and CCAA matters of a similar nature in Canada.
- 3.4 The Proposed Information Officer has retained Osler, Hoskin & Harcourt LLP (“**Osler**”) to act as its independent legal counsel.

- 3.5 A&M has consented to act as Information Officer should this Court approve the requested Initial Recognition Order and the Supplemental Order.

#### **4.0 BACKGROUND**

##### Company Overview

- 4.1 The Company (including the Canadian Debtors) is a 100 year-old leading provider of ground passenger transportation and mobility solutions in North America, with 25 business segments throughout the United States and Canada. An overview and description of the Company and the Canadian Debtors is provided in the Ware Affidavit.
- 4.2 As of June, 2024, the Company employed approximately 2,768 people, approximately 1,660 of which are comprised of drivers. As of June 2024, the Canadian Debtors had 366 employees (the “**Canadian Employees**”), approximately 216 of which are unionized. Approximately 273 Canadian Employees were located in Ontario and 93 in Quebec.
- 4.3 The Company’s employees, including the Canadian Employees, are members of several unions (the “**Unions**”). Approximately 1,600 employees of the Company are union members.
- 4.4 The Company currently has four unions in Canada (the “**Canadian Unions**”): (i) one operates in the Greater Toronto Area, with a bargaining unit comprised of full-time and part-time garage employees, including bus washers/cleaners; (ii) one operates in Montreal, with a bargaining unit comprised of drivers and maintenance staff for the Company’s sightseeing business division; and (iii) two operate in both Quebec and

Ontario, with bargaining units comprised of drivers. Further details on the Unions, including the Canadian Unions, are provided in the Ware Affidavit.

- 4.5 The Company sponsors two defined contribution pension plans, which require that employer and employee contributions be made in respect of participating employees.
- 4.6 The Canadian Debtors are a relatively small part of the broader integrated corporate group. For the year ended December 31, 2023, the Canadian Debtors represented approximately 9.7% of the Company's consolidated revenue and, as of June 2024, approximately 13.2% of its workforce.
- 4.7 As of the Petition Date, the Company had two storage centers and 10 locations in Canada, a summary of which is provided in the Ware Affidavit.
- 4.8 The Canadian Debtors' assets consist primarily of cash, accounts receivable, operating leases, bus fleet and equipment and certain intercompany balances as between the Canadian Debtors and other Chapter 11 Debtors.
- 4.9 As of the Petition Date, approximately \$1.6 million was payable to unsecured trade creditors, comprised of amounts owing to trade vendors, fuel, third party ticket providers and parts and suppliers, among others.
- 4.10 A detailed discussion of the Chapter 11 Debtors' business, including the events leading up to the Restructuring Proceedings, is provided in the Ware Affidavit.

#### Prepetition Capital Structure and Debt

4.11 As of June 11, 2024, the Chapter 11 Debtors owed approximately \$307.5 million in aggregate principal amount of outstanding secured debt and unsecured funded debt as summarized below.

<b>Prepetition Credit Facility</b>	<b>Approximate Outstanding Principal Amount</b>
Prepetition ABL Facility (Revolving Loans and Letters of Credit)	\$182.2 million
SCUSI Note	87.6 million
Main Street Loan (Unsecured)	37.7 million
<b>Total</b>	<b>\$307.5 million</b>

4.12 Each of these credit facilities is described in detail in the Ware Affidavit. Key terms and components of the facilities include the following:

<b>Prepetition Credit Facilities</b>	
<b>Prepetition ABL Facility</b>	
Borrower	<ul style="list-style-type: none"> <li>Certain of the Chapter 11 Debtors (including Canadian Debtors: Megabus Canada, Trentway-Wagar (Properties), and Trentway-Wagar)</li> </ul>
Lender/Agent	<ul style="list-style-type: none"> <li>Wells Fargo Bank National Association (“<b>Wells Fargo</b>”), as administrative agent, joint lead arranger, and lender</li> <li>MUFG National Bank, N.A, as joint lead arranger and syndication agent</li> <li>MUFG Union Bank, N.A., as lender</li> <li>City National Bank, as lender</li> </ul>
Principal Outstanding	<ul style="list-style-type: none"> <li>\$146.6 million of revolving loans + \$35.6 million of letters of credit</li> </ul>
Security & Guarantors	<ul style="list-style-type: none"> <li>Perfected priority liens on substantially all of the Chapter 11 Debtors’ assets</li> <li>All Canadian Debtors are guarantors of and have granted security in respect of the Prepetition ABL Facility</li> </ul>
<b>SCUSI Note</b>	
Borrower	<ul style="list-style-type: none"> <li>Project Kenwood Intermediate Holdings I, Inc.</li> </ul>

Lender/Agent	<ul style="list-style-type: none"> <li>• SCUSI Limited (“SCUSI”)</li> </ul>
Principal Outstanding	<ul style="list-style-type: none"> <li>• \$87.6 million</li> </ul>
Security & Guarantors	<ul style="list-style-type: none"> <li>• Right, title and interest in the equity interests in Project Kenwood Intermediate Holdings II, LLC, which is the parent company to Coach USA</li> </ul>
<b>Main Street Loan</b>	
Borrowers	<ul style="list-style-type: none"> <li>• Certain of the Chapter 11 Debtors (including Megabus Canada, Trentway-Wagar and Trentway-Wagar (Properties))</li> </ul>
Lender	<ul style="list-style-type: none"> <li>• Wells Fargo as Lender</li> </ul>
Principal Outstanding	<ul style="list-style-type: none"> <li>• \$37.7 million</li> </ul>
Security & Guarantors	<ul style="list-style-type: none"> <li>• Unsecured</li> </ul>

4.13 The Prepetition ABL Facility provided the Chapter 11 Debtors with, among other things, up to \$180,000,000 aggregate principal amount of Revolver Loans (as defined in the Prepetition ABL Agreement) and is secured by liens on substantially all of the Chapter 11 Debtors’ assets, including the assets of the Canadian Debtors.

4.14 The security granted by the Chapter 11 Debtors in respect of the Prepetition ABL Facility includes: (i) a guaranty and security agreement dated as of April 16, 2019, between the Canadian Debtors and Wells Fargo (the “**Canadian Guaranty and Security Agreement**”); (ii) a deed of hypothec dated as of April 16, 2019 between the Canadian Debtors and Wells Fargo (the “**2019 Deed of Hypothec**”); and (iii) a deed of hypothec dated as of June 10, 2024 between the Canadian Debtors and Wells Fargo (the “**2024 Deed of Hypothec**” and, together with the 2019 Deed of Hypothec, the “**Deeds of Hypothec**”).

- 4.15 Pursuant to the Canadian Guaranty and Security Agreement, the Canadian Debtors unconditionally and irrevocably guaranteed the payment of all Guaranteed Obligations (as defined therein) under the Prepetition ABL Facility and granted Wells Fargo (for the benefit of the Secured Parties (as defined therein)), a security interest in all of the present and after acquired property of the Canadian Debtors. Pursuant to the Deeds of Hypothec, the Canadian Debtors hypothecated and created a security interest in favour of Wells Fargo, in its capacity as hypothecary representative for the Secured Parties in the Hypothecated Property (each as defined therein).
- 4.16 In addition, the Chapter 11 Debtors have approximately \$35.6 million of letters of credit outstanding under the Prepetition ABL Facility, which if drawn would be funded through the mechanics of the Prepetition ABL Facility.
- 4.17 As of June 11, 2024, the Company had approximately \$13.5 million owed to capital lessors who are secured by liens over certain of the Company's capital assets, and outstanding unsecured debt obligations of at least \$171.7 million, including trade and other claims.

#### Security Review

- 4.18 The Proposed Information Officer requested that Osler, as its independent legal counsel, conduct a review of the security granted by the Canadian Debtors in respect of the Prepetition ABL Facility in the provinces of Ontario and Quebec. Osler has verbally confirmed to the Proposed Information Officer that, subject to customary restrictions,

assumptions, qualifications and discussions, such security constitutes valid and enforceable security in the applicable Canadian provinces, and that the necessary registrations have been made in the applicable Canadian provinces in order to perfect or render opposable against third parties such security. The Proposed Information Officer expects to receive written opinions from Osler confirming the above verbal opinions shortly. Any interested party in the CCAA Recognition Proceedings that wishes to review the opinions once prepared should contact the Proposed Information Officer to request copies thereof.

- 4.19 Osler notes that with respect to the Deeds of Hypothec, the 2024 Deed of Hypothec is the hypothec being relied upon for Osler's opinion described above. The Proposed Information Officer understands that the 2024 Deed of Hypothec was granted by the Canadian Debtors because of the description of the hypothecated property in the 2019 Deed of Hypothec and the sufficiency of the description of the assets excluded from the collateral description (which are defined in the 2019 Deed of Hypothec as the "Excluded Assets"). The incorporation of the description of Excluded Assets in the charging provision of the 2019 Deed of Hypothec arguably adversely impacts the description of the hypothecated property as a whole. Osler notes that the Quebec Register of Personal and Movable Real Rights search results do not show any movable hypothecs registered against the Canadian Debtors other than the 2024 Deed of Hypothec and the 2019 Deed of Hypothec. The Proposed Information Officer understands that the granting of the 2024 Deed of Hypothec was to ensure that the Prepetition ABL Facility lenders have been

provided with the Quebec security always intended under the Prepetition ABL Facility loan and security documents.

#### Cash Management Systems

- 4.20 As described in the Ware Affidavit, the Chapter 11 Debtors maintain an integrated, centralized cash management system (the “**Cash Management System**”) to collect, transfer and disburse funds generated by their operations.
- 4.21 The Cash Management System serves numerous functions including, among other things: (i) providing the ability to track and control corporate funds; (ii) ensuring cash availability; (iii) prompting payment of corporate, employee and vendor-related expenses; and (iv) reducing administrative costs by facilitating the efficient movement of funds.
- 4.22 The Cash Management System is comprised of ninety-six (98) bank accounts that handle the primary collection and disbursement of funds, seven (7) of which are located in Canada (collectively, the “**Canadian Bank Accounts**”). The Canadian Bank Accounts are managed on a day-to-day basis by the Canadian Debtors’ financial personnel at the Canadian Debtors’ offices located in Peterborough, Ontario and are overseen by the Chapter 11 Debtors’ financial personnel located in the United States.

- 4.23 Funds are received by the Canadian Debtors in their deposit and merchant accounts. Following receipt in the deposit and merchant accounts, such funds are then deposited into an operating account with Scotia Bank (the “**Scotia Operating Account**”).
- 4.24 Following deposit in the Scotia Operating Account, funds are then typically remitted to a Canadian dollar-denominated interest-bearing account with Wells Fargo (the “**Wells Fargo Interest Bearing Account**”). Funds that are held in a Wells Fargo Interest Bearing Account are included in the Wells Fargo borrowing base under the Main Street Loan and Prepetition ABL Facility.
- 4.25 Funds that are in the Scotia Operating Account may be subject to transfer into the Chapter 11 Debtors’ operating bank account in the U.S. at the sole discretion of U.S. Management, based on available balances and funding needs.
- 4.26 As at the Petition Date, the Canadian Bank Accounts held a total of approximately CAD\$2.8 million.

#### Sale Process

- 4.27 The Proposed Information Officer understands that, prior to the Petition Date, the Company explored various strategic alternatives, including refinancings, recapitalizations, and asset sales. Among other things, the Company and its advisors launched a marketing process for the sale of substantially all of the Company’s assets (the “**Sale Process**”).

- 4.28 In conjunction with this process, a data room was set-up and information regarding the Company's business was populated. The Sale Process has resulted in: (i) two going concern stalking horse bids for substantially all of the assets of 16 of the Company's business segments, including all of the Canadian operations; and (ii) a stalking horse bid for the liquidation of the Chapter 11 Debtors' double deck buses (collectively, the **"Stalking Horse Bids"**). Only one of the Stalking Horse Bids (the **"NewCo Stalking Horse Bid"**) is relevant to the Company's Canadian operations and assets. The NewCo Stalking Horse Bid contemplates, among other things, the purchase of all or substantially all of the Canadian Debtors' assets and operations.
- 4.29 The Chapter 11 Debtors intend to seek the U.S. Bankruptcy Court's approval of a motion (the **"Bidding Procedures Motion"**) for the conduct of an auction for all of their assets with the Stalking Horse Bids as a baseline for their respective assets. If granted by the U.S. Bankruptcy Court, the Foreign Representative intends to bring another motion before this Court seeking recognition in Canada of the order granting the Bidding Procedures Motion as soon as reasonably practicable thereafter.
- 4.30 The Proposed Information Officer understands that, in the event that a going concern transaction does not materialize pursuant to the Sales Process with respect to some or all of the Company's operations, the Company will seek to wind down operations.

## **5.0 CENTRE OF MAIN INTEREST**

- 5.1 The Chapter 11 Debtors, including the Canadian Debtors, are managed in the United States as an integrated group from a corporate, strategic and management perspective.
- 5.2 The Ware Affidavit describes the Chapter 11 Debtors' integrated business. The Canadian Debtors are wholly dependent on Coach USA and other Chapter 11 Debtors located in the United States for key leadership and managerial, accounting, finance and other critical functions typically performed by a corporate head office. Similarly, legal decisions are made in the U.S. and the Canadian Debtors are unable to enter into legally binding contracts or financial arrangements without the prior authorization of U.S. management.
- 5.3 The Ware Affidavit confirms that the Canadian Debtors are all borrowers and/or guarantors under the Prepetition ABL Facility along with certain of the U.S. Chapter 11 Debtors.
- 5.4 Based on the foregoing, the Proposed Information Officer is of the view that it would be appropriate to recognize the Chapter 11 Cases as "foreign main proceedings" pursuant to the CCAA.

## **6.0 DIP FACILITY**

- 6.1 As set out in the Ware Affidavit, the Company lacks the funding required to maintain its operations and administer the Chapter 11 Cases and the CCAA Recognition Proceedings.

Without access to debtor-in-possession financing and the ability to use cash collateral, the Company would be unable to, among other things, meet employee payroll obligations and payments to vendors, and its operations would immediately cease.

- 6.2 As discussed in the Ware Affidavit, in advance of the First Day Hearing, the Chapter 11 Debtors received a proposal for debtor in possession financing (the “**DIP Facility**”) extended by the Prepetition ABL Lenders (in their capacity as postpetition lenders, the “**DIP Lenders**”).
- 6.3 The Proposed Information Officer understands that before entering into the DIP Facility, the Chapter 11 Debtors’ investment advisor, Houlihan Lokey Capital Inc. (“**Houlihan**”) launched a marketing process to gauge third-party interest in providing postpetition financing to the Company. Of the 11 parties that engaged with Houlihan, none were willing to extend financing on a junior basis to the Prepetition ABL Facility. Similarly, no party submitted a proposal for financing on terms that were more favourable than the DIP Facility.
- 6.4 The DIP Facility provides the Company with up to \$20.0 million of new money financing which will enable the Company to fund operations and administer the Chapter 11 Cases and the CCAA Recognition Proceedings. Also included under the DIP Facility is the ability to request the issuance of letters of credit of up to \$40.0 million.

- 6.5 The DIP Facility has been structured to include a “creeping-roll up”, pursuant to which postpetition receipts will be applied to repay prepetition obligations owing to Prepetition ABL Lenders under the Prepetition ABL Facility.
- 6.6 The DIP Agreement is described in further detail in the Ware Affidavit, and certain key terms and components are summarized and attached hereto in **Appendix “A”**. The DIP Agreement requires that the Foreign Representative obtain an order of this Court recognizing the Interim DIP Order on or before June 18, 2024, or as soon as possible in the circumstances thereafter.
- 6.7 The Proposed Information Officer has compared the pricing and other financial terms of the DIP Facility to other similar DIP facilities (i.e. working capital revolving facilities) approved by the Canadian courts in previous CCAA proceedings. Based on the Proposed Information Officer’s review, the cost of the proposed DIP Facility is consistent with other similar recently approved DIP facilities.

#### DIP Charge

- 6.8 The proposed Supplemental Order contemplates the granting of a court-ordered charge (the “**DIP Charge**”) in favour of the DIP Lenders on the present and future assets, property and undertakings of the Canadian Debtors (the “**Canadian Property**”) to secure the obligations outstanding from time to time under the DIP Facility.

- 6.9 In connection with the Prepetition ABL Facility, the Canadian Debtors have previously granted security over substantially all of the Canadian Property to the Prepetition ABL Lenders, which are also the DIP Lenders under the DIP Facility.
- 6.10 Accordingly, the Foreign Representative, requests that the Court grant the DIP Charge over the Canadian Property, which would be subordinate to the proposed Administration Charge and the Directors' Charge, and rank in priority to all other encumbrances, except: (a) to the extent of any encumbrances in favour of any person that did not receive notice of the application for the Supplemental Order; and (b) to the extent the Interim DIP Order provides that any such encumbrance ranks in priority to or *pari passu* with the liens granted in favour of the DIP Lenders pursuant to the Interim DIP Order.
- 6.11 Based on the foregoing, the Proposed Information Officer believes that the Court's recognition of the Interim DIP Order and granting the DIP Charge is reasonable and appropriate in the circumstances.

## **7.0 ADDITIONAL ORDERS FOR WHICH RECOGNITION IS BEING SOUGHT**

- 7.1 In addition to the Interim DIP Order, the Foreign Representative is seeking recognition by this Court of several of the other First Day Orders, each of which are, for the most part, customary in Chapter 11 proceedings.

7.2 The Proposed Information Officer, together with its legal counsel, have reviewed the terms of each of the First Day Orders that the Foreign Representative is seeking recognition of, and supports the recognition of such First Day Orders by this Court.

7.3 Each of the orders for which recognition is being sought in the CCAA Recognition Proceedings is defined and further described in the Ware Affidavit and copies are attached as Exhibits thereto.

## **8.0 COURT ORDERED CHARGES SOUGHT IN THE SUPPLEMENTAL ORDER**

8.1 In addition to the DIP Charge discussed above, pursuant to the proposed Supplemental Order, the Chapter 11 Debtors are also seeking the Court's approval of the Administration Charge and the Directors' Charge.

8.2 The relative priority of the Administration Charge, the Directors' Charge and the DIP Charge, as among them, is proposed to be as follows:

- (a) First – Administration Charge (to the maximum amount of \$500,000);
- (b) Second – Directors' Charge (to the maximum amount of \$3.9 million); and
- (c) Third – DIP Charge.

### Administration Charge

8.3 The proposed Supplemental Order provides for an administration charge on the Canadian Property in the maximum amount of \$500,000 (the "**Administration Charge**"), securing

the professional fees of Chapter 11 Debtors' Canadian counsel, the Information Officer and legal counsel to the Information Officer.

- 8.4 The Administration Charge is a customary protection provided to professionals assisting with insolvency proceedings. The Proposed Information Officer has reviewed the quantum of the proposed Administration Charge and believes it is reasonable and appropriate in the circumstances having considered the complexity of the CCAA Recognition Proceedings, the work that has been completed to date, the engagement terms and anticipated work levels of the Proposed Information Officer, the Proposed Information Officer's counsel, and the Chapter 11 Debtors' Canadian counsel, and the size of court-ordered administration charges approved in comparable insolvency proceedings.

#### Directors' Charge

- 8.5 The proposed Supplemental Order provides that the Canadian Debtors will indemnify their directors and officers against obligations and liabilities that they may incur in their capacity as directors and officers of the Canadian Debtors from the commencement of the CCAA Recognition Proceedings, which includes any obligations and liabilities for wages, vacation pay or termination or severance pay due to employees of the Canadian Debtors under the *Canada Labour Code*, R.S.C., 1985, c. L-2, as amended, whether or not any such employee was terminated prior to or after the commencement of the Restructuring Proceedings (except to the extent that any obligation or liability was

incurred as a result of gross negligence or willful misconduct), and provides for a charge on the Canadian Property in the amount \$3.9 million in favour of the Canadian Debtors' directors and officers as security for any such obligations or liabilities arising after the commencement of the CCAA Recognition Proceedings (the "**Directors' Charge**").

8.6 The proposed Supplemental Order also contemplates that the Directors' Charge shall be reduced: (a) to \$450,000 upon the completion of one or more transactions for the sale of all or substantially all of the Canadian Property providing for employment of substantially all employees of the Canadian Debtors and a corresponding reduction in exposure in the liabilities for the directors and officers of the Canadian Debtors that were secured under the Directors' Charge; or (b) such other amount to be determined by the Chapter 11 Debtors and the DIP Lenders, in consultation with the Information Officer, upon the service by the Information Officer of a certificate on the service list in the CCAA Recognition Proceedings.

8.7 In the Proposed Information Officer's view, upon the completion of one or more transactions for the sale of all or substantially all of the Canadian Property providing for employment of substantially all employees of the Canadian Debtors and a corresponding reduction in exposure in the liabilities for the directors and officers of the Canadian Debtors that were secured under the Directors' Charge, there is no longer a need to maintain the initial size of the Directors' Charge. In addition, the potential remaining obligations are expected to decrease further as the Chapter 11 Debtors continue to make

payments in the ordinary course. This relief will permit the Directors' Charge to be reduced without another court attendance.

- 8.8 The Proposed Information Officer assisted the Canadian Debtors in the calculation of the Directors' Charge, taking into consideration the amount of the Canadian Debtors' payroll and vacation pay, statutory termination and severance obligations, and HST. The Proposed Information Officer is of the view that the Directors' Charge is required and reasonable in the circumstances, and the proposed manner to reduce the Directors' Charge is reasonable and appropriate in the circumstances.

## **9.0 PROPOSED INITIAL ACTIVITIES OF THE INFORMATION OFFICER**

- 9.1 The Supplemental Order proposes that following its appointment, the initial activities of the Information Officer will include:

- (a) establishing a website at <https://www.alvarezandmarsal.com/coachcanada> to make available copies of the Orders granted in the CCAA Recognition Proceedings, as well as other relevant motion materials, reports and information;
- (b) coordinating publication of the notice of the Chapter 11 Cases and CCAA Recognition Proceedings in *The Globe & Mail (National Edition)* newspaper, commencing within five business days from the date of the Initial Recognition Order, once a week for two consecutive weeks;
- (c) responding to creditor inquiries regarding the Restructuring Proceedings;

- (d) providing such assistance to the Foreign Representative in the performance of its duties as the Foreign Representative may reasonably request;
- (e) providing the Court with periodic reports on the status of the Chapter 11 Cases, which reports may include information relating to the property and the business of the Chapter 11 Debtors or such other matters as may be relevant to these proceedings; and
- (f) engaging with Osler in respect of the exercise of its powers and the performance of its obligations.


## **10.0 RECOMMENDATIONS**

10.1 The Proposed Information Officer has reviewed the terms of the proposed Initial Recognition Order and Supplemental Order, and believes that the relief sought by the Foreign Representative, as set out in the form of Orders submitted to the Court for approval, are fair and reasonable in the circumstances, having regard to the current status of the Canadian Debtors. The Proposed Information Officer believes that the terms of the Supplemental Order relating to its role as information officer are fair and reasonable, and consistent with the terms of appointments of information officers in other recognition proceedings under the CCAA.

10.2 Based on the foregoing, the Proposed Information Officer respectfully recommends that this Court grant the relief requested by the Foreign Representative in the Initial Recognition Order and the Supplemental Order.

All of which is respectfully submitted to the Court this 14th day of June, 2024.

**ALVAREZ & MARSAL CANADA INC.,**  
**Proposed Information Officer of the Canadian Debtors**  
**and not in its personal or corporate capacity**

Per:   
Alan J. Hutchens  
Senior Vice-President

## APPENDIX “A” SUMMARY OF DIP FACILITY

DIP Facility <sup>2</sup>	
Summary of Material Terms	
Borrowers and Guarantors	<ul style="list-style-type: none"> <li>• Project Kenwood Acquisition LLC, as Administrative Borrower</li> <li>• The Borrowers under the DIP Facility are Project Kenwood Acquisition, LLC and the Borrowers identified on the signature pages to the DIP Agreement<sup>3</sup></li> <li>• Certain Chapter 11 Debtors, including Canadian Debtors as Guarantors</li> </ul>
Lender	<ul style="list-style-type: none"> <li>• Wells Fargo Bank, National Association</li> <li>• US Bank National Association</li> <li>• City National Bank, N.A.</li> </ul>
Committed Financing	<ul style="list-style-type: none"> <li>• Up to \$20.0 million of new money financing</li> <li>• Ability to request that the Agent issue letters of credit up to \$40.0 million</li> </ul>
Maturity Date	<ul style="list-style-type: none"> <li>• The earlier of (a) one hundred eighty (180) days after the Petition Date, (b) twenty-eight (28) days after the consummation of a sale of all or substantially all of the Debtors’ assets, and (c) the effective date of a plan of reorganization</li> </ul>

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<sup>2</sup> Capitalized terms used and not defined herein have the meanings given to them in the DIP Agreement.

<sup>3</sup> The Borrowers identified on the signature page to the DIP Agreement include: Lakefront Lines, Inc., Megabus Canada Inc., Trentway-Wagar (Properties) Inc., Trentway-Wagar Inc., Coach USA, Inc., Dillon’s Bus Service, Inc., Hudson Transit Lines, Inc., Cam Leasing, LLC, Coach USA MBT, LLC, Megabus Northeast, LLC, Megabus Southeast, LLC, Voyavation, LLC, Megabus USA, LLC, Pacific Coast Sightseeing Tours & Charters, Inc., Coach USA Illinois, Inc., Coach Leasing, Inc., TRT Transportation, Inc., Tri-State Coach Lines, Inc., Megabus West, LLC, Coach Us Administration, Inc., Route 17 North Realty, LLC, 349 First Street Urban Renewal Corp., Barclay Transportation Services, Inc., Barclay Airport Service, Inc., Colonial Coach Corp., Community Coach, Inc., Community Transit Lines, Inc., Community Transportation, Inc., Orange, Newark, Elizabeth Bus, Inc., Perfect Body, Inc., Short Line Terminal Agency, Inc., Suburban Management Corp., Suburban Transit Corp., Rockland Coaches, Inc., Olympia Trails Bus Company, Inc., Independent Trails Bus Company, Inc., Clinton Avenue Bus Company, Hudson Transit Corporation, Powder River Transportation Services, Inc., Chenango Valley Bus Lines, Inc., Rockland Transit Corporation, Midtown Bus Terminal Of New York, Inc., The Bus Exchange, Inc., Gad-About Tours, Inc., Central Cab Company, Central Charters & Tours, Inc., Transportation, Management Services, Inc., Butler Motor Transit, Inc., Lenzner Tours, Inc., Megabus Southwest, LLC, Kerrville Bus Company, Inc., All West Coachlines, Inc., American Coach Lines Of Atlanta, Inc., Sam Van Galder, Inc., Wisconsin Coach Lines, Inc., and Elko, Inc.

Interest Rates and Fees	<ul style="list-style-type: none"> <li>• Interest Rate: Base Rate plus 4.00% per annum</li> <li>• Closing Fee: A closing fee in an amount equal to \$600,000</li> <li>• Unused Line Fee: 0.5% per annum times (i) the Maximum Revolver Amount, minus (ii) the average amount of the Revolver Usage, during the immediately preceding month (or portion thereof), payable monthly in arrears</li> <li>• Monthly Servicing Fee: A monthly servicing fee in an amount equal to \$12,000</li> <li>• Letter of Credit Fee: 4.0% times the average amount of Letter of Credit Usage during immediately preceding month</li> </ul>
Use of DIP Facility	<ul style="list-style-type: none"> <li>• The proceeds of the DIP Facility can be used in accordance with the Approved Budget (subject to such variances as permitted in the DIP Agreement) as permitted in the DIP Agreement the other Loan Documents and the Interim DIP Order, including, among other things, for: <ul style="list-style-type: none"> <li>(a) the commencement of the Bankruptcy Cases and the Recognition Proceedings and the transactions contemplated thereby, as and when such expenses are due and payable;</li> <li>(b) to fund working capital needs and general corporate purposes of the Borrowers; and</li> <li>(c) to provide cash "adequate protection" (as set forth in Section 361 of the Bankruptcy Code and the relevant sections of other applicable Insolvency Laws) in favor of the Existing Agent and the Existing Lenders.</li> </ul> </li> </ul>
Structure	<ul style="list-style-type: none"> <li>• Creeping roll up: postpetition receipts will be applied, first, to repay prepetition obligations owing to Prepetition ABL Lenders and, second, to payment of Postpetition Debt in accordance with the DIP Agreement until repaid in full</li> </ul>

<p>Superpriority</p>	<ul style="list-style-type: none"> <li>• Except as set forth therein or in the Financing Order, the DIP Recognition Order or the Canadian Supplemental Order, no other claim having a priority superior or pari passu to that granted to the Agent and the Lenders by the Financing Order and the DIP Recognition Order shall be granted or approved while any Obligations under this Agreement remain outstanding. Except for the Carveout and subject to entry of the Final Financing Order and the DIP Recognition Order, no costs or expenses of administration shall be imposed against the Agent, the Lenders or any of the Collateral or any of the Existing Agent, the Existing Lenders or the Collateral (as defined in the Existing Credit Agreement) under Sections 105, 506(c) or 552 of the Bankruptcy Code, or otherwise, and each of the Loan Parties hereby waives for itself and on behalf of its estate in bankruptcy, any and all rights under sections 105, 506(c) or 552, or otherwise, to assert or impose or seek to assert or impose, any such costs or expenses of administration against Agent, Lenders or any of the Collateral or any of the Existing Agent or the Existing Lenders.</li> <li>• The Carveout includes the following: <ul style="list-style-type: none"> <li>(a) all fees required to be paid to the Clerk of the Court and to the U.S. Trustee pursuant to 28 U.S.C. § 1930(a) plus interest at the statutory rate;</li> <li>(b) all reasonable fees and expenses up to \$25,000 incurred by a trustee under 11 U.S.C. § 726(b);</li> <li>(c) Subject to the Approved Budget, all unpaid fees, costs, disbursements and expenses, incurred or earned by the Applicable Debtors or the Committee (the “Carveout Professionals”), at any time before or on the Carveout Trigger Date, whether allowed by the Court prior to, on or after delivery of a Carveout Trigger Notice; and</li> <li>(d) Allowed Professional Fees of the Carveout Professionals incurred after the Carveout Trigger Date in an aggregate amount not to exceed the Post-Carveout Trigger Notice Amount.</li> </ul> </li> </ul>
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Milestones	<ul style="list-style-type: none"> <li>• On or before June 14, 2024, the Bankruptcy Court shall have entered the Interim Order, on the terms and conditions contemplated by Loan Documents and otherwise in form and substance satisfactory to Agent; and on or before the date that is 3 Business Days following the entry of the Interim Order, or as soon as possible in the circumstances thereafter, the Canadian Court shall have issued Canadian Supplemental Order, in form and substance satisfactory to Agent;</li> <li>• On or before July 9, 2024, the Bankruptcy Court shall have entered an order approving the Bidding Procedures Motion, in form and substance satisfactory to Agent (the "Bidding Procedures Order"); and</li> <li>• On or before the date that is 3 Business Days following the entry of the Bidding Procedures Order, or as soon as possible in the circumstances thereafter, the Canadian Court shall have issued an order recognizing the Bidding Procedures Order in the Recognition Proceedings, in form and substance satisfactory to Agent.</li> <li>• On or before the date that is 21 days following the entry of the Interim Order, the Bankruptcy Court shall have entered the Final Order, on the terms and conditions contemplated by the Loan Documents and otherwise in form and substance satisfactory to Agent; and on or before the date that is 3 Business Days following the entry of the Final Order, or as soon as possible in the circumstances thereafter, the Canadian Court shall have issued the Second Canadian Supplemental Order, in form and substance satisfactory to Agent;</li> <li>• On or before August 7, 2024, Borrowers will conduct one or more auctions for all or substantially all of the Debtors' assets;</li> <li>• On or before August 12, 2024, the Bankruptcy Court shall have entered an order, in form and substance satisfactory to Agent (the "Sale Order"), authorizing and approving one or more sales of all or substantially all of the Debtors' assets pursuant to one or more definitive purchase agreements in form and substance acceptable to Agent, including, without limitation, with respect to the identity of the prospective purchaser, purchase price, any conditions to closing, the closing date, and other terms and conditions (each a "Purchase Agreement");</li> <li>• On or before the date that is 3 Business Days following the entry of the Sale Order, or as soon as possible in the circumstances thereafter, the Canadian Court shall have issued an order recognizing the Sale Order in the Recognition Proceedings, in form and substance satisfactory to Agent;</li> <li>• On or before August 19, 2024, the Debtors shall have consummated one or more sales of all, or substantially all, of the Debtors' assets pursuant to, and in accordance with, the terms of the Sale Order and Purchase Agreement(s), and remitted all of the proceeds thereof (net only of such fees, expenses, charges or other amounts that may be expressly agreed to by Agent) to Agent for application in accordance with the Order;</li> <li>• On or before August 8, 2024, the Debtors shall have filed their Schedules and Statement of Financial Affairs pursuant to Section 521 of the Bankruptcy Code and Rule 1007 of the Federal Rules of Bankruptcy Procedure with the Bankruptcy Court.</li> </ul>
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IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

Court File No:

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

**Applicant**

*Ontario*  
**SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**  
Proceeding commenced at Toronto

**REPORT OF THE PROPOSED INFORMATION OFFICER**

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# APPENDIX B

**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, AS AMENDED**

**FIRST REPORT OF THE INFORMATION OFFICER  
ALVAREZ & MARSAL CANADA INC.**

**July 17, 2024**

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## APPENDICES

Appendix “A” – Pre-Filing Report

## 1.0 INTRODUCTION

- 1.1 On June 11, 2024 (the “**Petition Date**”), Coach USA, Inc. (“**Coach USA**”) and certain of its affiliates (collectively, the “**Chapter 11 Debtors**” or the “**Company**”) commenced cases in the United States Bankruptcy Court for the District of Delaware (the “**U.S. Bankruptcy Court**”) by filing voluntary petitions for relief under Chapter 11 of Title 11 of the United States Bankruptcy Code (the “**Chapter 11 Cases**”).
- 1.2 The primary purpose of the Chapter 11 Cases is to provide the Chapter 11 Debtors with the necessary relief to continue the sale process that began prior to the Petition Date and consummate value maximizing transactions, including a transaction involving the Canadian subsidiaries, 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**”). Each Canadian Debtor is also a Chapter 11 Debtor in the Chapter 11 Cases.
- 1.3 On June 13, 2024, following a hearing in respect of the first day motions filed by the Chapter 11 Debtors, the U.S. Bankruptcy Court granted certain orders (collectively, the “**First Day Orders**”), including an order authorizing Coach USA to act as a foreign representative in the Chapter 11 Cases.<sup>1</sup>

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<sup>1</sup> Copies of each of the orders entered and other documents related to the Chapter 11 Cases are available at the website maintained by Kroll Restructuring Administration LLC (“**Kroll**”): <https://cases.ra.kroll.com/CoachUSA/>.

- 1.4 On June 14, 2024, upon the application of Coach USA, in its capacity as foreign representative in respect of the Chapter 11 Cases (the “**Foreign Representative**”), the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) granted two orders (the “**Initial Recognition Order**” and the “**Supplemental Order**”) that, among other things: (a) recognized the Chapter 11 Cases as a “foreign main proceeding” in respect of the Canadian Debtors under Part IV of the *Companies’ Creditors Arrangement Act* (the “**CCAA**”); (b) recognized Coach USA as the “foreign representative” of the Canadian Debtors; (c) granted a stay of proceedings in respect of the Canadian Debtors, and their respective directors and officers; (d) appointed Alvarez & Marsal Canada Inc. (“**A&M**”) as the information officer (in such capacity, the “**Information Officer**”) in respect of the proceedings under Part IV of the CCAA (the “**CCAA Recognition Proceedings**”, and together with the Chapter 11 Cases, the “**Restructuring Proceedings**”); (e) recognized and gave effect in Canada to certain of the First Day Orders (the “**Recognized First Day Orders**”); and (f) granted the Administration Charge, the Directors’ Charge and the DIP Charge (each as defined in the Supplemental Order).
- 1.5 A&M, in its capacity as Proposed Information Officer, filed with this Court a report dated June 14, 2024 (the “**Pre-Filing Report**”), which provided this Court with, among other things, certain background information with respect to the Canadian Debtors and the Chapter 11 Cases. A copy of the Pre-Filing Report is attached hereto as **Appendix “A”** and has been made available on the Information Officer’s case website at: [www.alvareazandmarsal.com/coachcanada](http://www.alvareazandmarsal.com/coachcanada) (the “**Case Website**”).

## 2.0 TERMS OF REFERENCE AND DISCLAIMER

2.1 In preparing this report (this “**First Report**”), A&M has relied solely on information and documents provided by the Foreign Representative and the other Chapter 11 Debtors, their U.S. financial advisor and their Canadian legal counsel, and publicly available documents filed with the U.S. Bankruptcy Court (collectively the “**Information**”). Except as otherwise described in this First Report:

- (a) the Information Officer has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Information Officer has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Canadian Auditing Standards (“**CASs**”) pursuant to the *Chartered Professional Accountants of Canada Handbook* (the “**Handbook**”) and accordingly, the Information Officer expresses no opinion or other form of assurance contemplated under CASs in respect of the Information; and
- (b) some of the information referred to in this First Report consists of forecasts and projections. An examination or review of the financial forecasts and projections, as outlined in the Handbook, has not been performed.

2.2 Future-oriented financial information referred to in this First Report was prepared based on estimates and assumptions made by the Company’s management. Readers are cautioned that, since projections are based upon assumptions about future events and conditions that

are not ascertainable, the actual results will vary from the projections, and the variations could be significant.

2.3 This First Report should be read in conjunction with the Affidavit of Spencer Ware sworn on July 11, 2024 (the “**Second Ware Affidavit**”). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Second Ware Affidavit or the Pre-Filing Report, as applicable.

2.4 Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.

### **3.0 PURPOSE OF THIS REPORT**

3.1 The purpose of this First Report is to provide this Court with information regarding the following:

- (a) the Foreign Representative’s motion for an order (the “**Second Supplemental Order**”) recognizing and giving effect in Canada to the U.S. Orders (as defined below); and
- (b) a summary of the activities of the Information Officer since the date of its appointment.

### **4.0 ORDERS FOR WHICH RECOGNITION IS BEING SOUGHT**

4.1 The Chapter 11 Debtors have recently sought and obtained from the U.S. Bankruptcy Court final versions of certain of the Recognized First Day Orders which were initially granted on an interim basis (the “**Final First Day Orders**”), as well as certain additional orders,

including the Bar Date Order, the Rejection Order and the De Minimis Assets Order (the “**Second Day Orders**”, and together the Final First Day Orders and the Second Day Orders, the “**U.S. Orders**”).

- 4.2 The Foreign Representative is now seeking recognition of the U.S. Orders by this Court, and a hearing before this Court has been scheduled for July 18, 2024 for this purpose.
- 4.3 The Information Officer and its legal counsel have reviewed each of the U.S. Orders that the Foreign Representative is seeking recognition of and supports the recognition of the U.S. Orders by this Court.
- 4.4 Each of the U.S. Orders for which recognition of this Court is being sought is described in the Second Ware Affidavit and copies are attached as exhibits thereto.
- 4.5 The Information Officer notes that the Final First Day Orders for which the Foreign Representative is seeking recognition are, for the most part, common in Chapter 11 proceedings and are substantially consistent with the interim orders previously recognized by this Court pursuant to the Supplemental Order.
- 4.6 This First Report includes pertinent information regarding the following Second Day Orders for which the Foreign Representative is seeking recognition: the Bar Date Order, the Rejection Order and the De Minimis Assets Order.
- 4.7 The Information Officer understands that the Chapter 11 Debtors sought the U.S. Bankruptcy Court’s approval of the Final DIP Order and the Bidding Procedures Order in respect of the NewCo Stalking Horse APA (which provides for, among other things, the

sale of substantially all of the Canadian Debtors' assets), and related bid protections (the **"NewCo Bidding Procedures Order"**), on July 16, 2024 (the **"Bidding Procedures and Final DIP Hearing"**).<sup>2</sup> The Information Officer further understands that the Official Committee of Unsecured Creditors to the Chapter 11 Debtors (the **"UCC"**) filed an objection to the Final DIP Order and the NewCo Bidding Procedures Order in advance of such hearing (the **"Objection"**). Among other things, pursuant to the Objection, the UCC objected: (a) with respect to the Final DIP Order, to the "creeping roll-up" structure of the DIP Facility, the DIP Facility liens provided on previously unencumbered assets, including two previously unencumbered real properties in the U.S., and the milestones and other controls provided to the DIP Lenders over the sale process; and (b) with respect to the NewCo Bidding Procedures Order, to the consideration provided under the NewCo Stalking Horse APA and the appropriateness of the bid protections provided thereunder. The Information Officer has been advised by the Canadian Debtors that the Bidding Procedures and Final DIP Hearing will continue before the U.S. Bankruptcy Court on July 19, 2024, and that, if entered by the U.S. Bankruptcy Court, the Canadian Debtors intend to seek recognition of the Final DIP Order and the NewCo Bidding Procedures Order in the CCAA Recognition Proceedings. The Information Officer will file a further report with this Court in advance of such hearing.

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<sup>2</sup> The Information Officer understands that the Bidding Procedures Order in respect of the two other stalking horse agreements (which do not contemplate the sale of the Canadian Debtors' assets) was entered by the U.S. Bankruptcy Court on July 9, 2024.

## Bar Date Order

4.8 The proposed Second Supplemental Order contemplates recognition in Canada of the Bar Date Order. The Bar Date Order is described in the Second Ware Affidavit and is attached thereto as Exhibit “Q”. The Bar Date Order sets out the categories of claimants holding a claim against any of the Chapter 11 Debtors that must file a Proof of Claim (as defined in the Bar Date Order), along with applicable deadlines (the “**Bar Dates**”) for each category, as set out below:

- (a) Proofs of Claim must be submitted on or before 5:00 p.m. (prevailing Eastern Time) on the date that is 35 days after service of the Bar Date Notice (as defined below), which will be within five (5) business days after the later of: (i) the date the Chapter 11 Debtors file their Schedules (as defined below) with the U.S. Bankruptcy Court, and (ii) the date of entry of the Bar Date Order (the “**General Bar Date**”);
- (b) governmental agencies and authorities must file Proofs of Claim on or before 5:00 p.m. (prevailing Eastern Time) on December 9, 2024, or such later date as the Bankruptcy Rules may provide (the “**Governmental Bar Date**”);
- (c) unless ordered otherwise, entities with claims arising from the rejection of executory contracts and unexpired leases must file a Proof of Claim on or before 5:00 p.m. on the date that is 30 days following service of an order approving the rejection; and
- (d) if the Chapter 11 Debtors amend or supplement the schedules of assets and liabilities filed in the Chapter 11 Cases (the “**Schedules**”) which results in a

reduction in the amount of a claim, a change in nature or classification of a claim, or adds a new claim, affected creditors must file Proofs of Claim on the date that is 21 days from the date on which the Chapter 11 Debtors provide notice of the amendment to Schedules.

- 4.9 In addition to establishing the Bar Dates, the Bar Date Order: (a) establishes related procedures for the filing of Proofs of Claim; (b) approves the form and scope of notice of the Bar Dates; (c) approves the mailing procedures with respect to the bar date notices (the “**Bar Date Notice**”); and (d) grants certain additional relief.
- 4.10 Under the Bar Date Order, the Chapter 11 Debtors are required to send the Bar Date Notice to all known creditors, including known creditors of the Canadian Debtors.
- 4.11 The Information Officer notes that:
- (a) to help ensure that Canadian domiciled creditors have notice of the Bar Date Order, the Information Officer will post notice of the General Bar Date and Governmental Bar Date, as well as the Proof of Claim form, the Bar Date Order, and Bar Date Notice material to its Case Website;
  - (b) the General Bar Date is approximately five (5) weeks after the date of the hearing in respect of the Bar Date Order;
  - (c) the Bar Date Order provides that the Chapter 11 Debtors will provide notice to all known creditors, including known Canadian creditors; and

- (d) in addition to the noticing requirements set forth in the Bar Date Order, the Information Officer understands that a newspaper notice in respect of the Bar Date Order is expected to be published in *The Globe and Mail (National Edition)* as well.

#### Rejection Order

- 4.12 The proposed Second Supplemental Order contemplates recognition in Canada of the Rejection Order, which provides for: (a) the rejection of a certain nonresidential lease for a bus facility in Anaheim, California (the “**Rejected Lease**”); (b) the rejection of a certain contract between U.S. Chapter 11 Debtors Megabus Northeast, LLC and Qualtrics, LLC (the “**Rejected Contract**” and, together with the Rejected Lease, the “**Rejected Agreements**”); and (c) the abandonment of any personal property of the Chapter 11 Debtors that remained as of the Petition Date on the premises subject to the Rejected Lease (the “**Personal Property**”). The Rejection Order is described in the Second Ware Affidavit and is attached thereto as Exhibit “N”.
- 4.13 The Information Officer understands that the counterparties to the Rejected Agreements have been provided notice of the Chapter 11 Debtors’ motion for the Rejection Order.
- 4.14 The Information Officer understands that the recognition of the Rejection Order in Canada is necessary in order to avoid the administrative burden on the Chapter 11 Debtors’ estates that the rejection of the Rejected Agreements would necessitate should any of the Personal Property belong to the Canadian Debtors.

#### De Minimis Assets Order

- 4.15 The proposed Second Supplemental Order contemplates recognition in Canada of the De Minimis Assets Order. The De Minimis Assets Order is described in the Second Ware Affidavit and is attached thereto as Exhibit “M”.
- 4.16 The De Minimis Assets Order, among other things, authorizes and establishes procedures for the expedited sale, transfer or abandonment of assets with an aggregate sale price less than or equal to \$1,500,000, subject to certain exceptions as set out therein, free and clear of all liens, without the need for further court approval and with liens attaching to the proceeds therefrom with the same validity, extent, and priority as had attached to the assets immediately prior to the transaction, as well as the notice requirements for same.
- 4.17 Pursuant to the proposed Second Supplemental Order, the Canadian Debtors shall be authorized 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 (7) days prior to taking any action with respect to its property pursuant to the De Minimis Assets Order.
- 4.18 The Information Officer understands the need for the Chapter 11 Debtors to be able to close transactions involving their de minimis assets during the Restructuring Proceedings in an efficient and timely manner without the need to file a separate motion to approve each such transaction. The Information Officer believes that the transaction threshold of \$1,500,000 for an individual transaction or series of transactions to a single buyer or group of related buyers is reasonable in the circumstances.

## **5.0 ACTIVITIES OF THE INFORMATION OFFICER**

5.1 The activities of the Information Officer since being appointed include:

- (a) establishing a website at <https://www.alvarezandmarsal.com/coachcanada> to make available copies of the Orders granted in the CCAA Recognition Proceedings, as well as other relevant motion materials, reports and information. In addition, there is a link on the Information Officer's website to the Chapter 11 Debtors' restructuring website maintained by Kroll that includes copies of all U.S. Bankruptcy Court materials and orders, petitions, notices, and other materials;
- (b) coordinating publication of the notice of the Chapter 11 Cases and CCAA Recognition Proceedings in *The Globe & Mail (National Edition)* newspaper, on June 21 and June 28, 2024;
- (c) monitoring Kroll's restructuring website for activity in the Chapter 11 Cases;
- (d) responding to stakeholder inquiries regarding the Restructuring Proceedings;
- (e) discussing with the Chapter 11 Debtors' Canadian legal counsel and advisors regarding matters relevant to the Chapter 11 Cases;
- (f) reviewing the Chapter 11 Debtors' motions filed, and orders of the U.S. Bankruptcy Court entered, in the Chapter 11 Cases;
- (g) preparing this First Report; and

- (h) engaging with counsel to the Information Officer in respect of the exercise of its powers and the performance of its obligations.

## **6.0 RECOMMENDATIONS**

6.1 The Information Officer is of the view that the U.S. Orders are fair and reasonable in the circumstances and understands that the recognition of the U.S. Orders is necessary to advance the Restructuring Proceedings, including the Chapter 11 Debtors' efforts to maximize the value of their estates.

6.2 Based on the foregoing, the Information Officer respectfully recommends that this Court grant the relief requested by the Foreign Representative in the proposed Second Supplemental Order, including recognizing and giving effect to the U.S. Orders in Canada.

All of which is respectfully submitted to the Court this 17<sup>th</sup> day of July, 2024.

**ALVAREZ & MARSAL CANADA INC.,  
Information Officer of the Canadian Debtors  
and not in its personal or corporate capacity**

Per: \_\_\_\_\_

Alan J. Hutchens  
Senior Vice-President

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

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

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

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**Applicant**

*Ontario*  
**SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**  
Proceeding commenced at Toronto

**FIRST REPORT OF THE INFORMATION OFFICER**

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

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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

Applicant	
	<div><i>Ontario</i> SUPERIOR COURT OF JUSTICE COMMERCIAL LIST Proceeding commenced at Toronto</div>
	<div>SECOND REPORT OF THE INFORMATION OFFICER</div>
	<div><b>OSLER, HOSKIN &amp; HARCOURT, LLP</b> P.O. Box 50, 1 First Canadian Place Toronto, ON M5X 1B8  <b>Marc Wasserman</b> (LSO# 44066M) Tel: 416.862.4908 mwasserman@osler.com  <b>Martino Calvaruso</b> (LSO# 57359Q) Tel: 416.862.6665 mcalvaruso@osler.com  <b>Ben Muller</b> (LSO# 80842N) Tel: 416.862.5923 bmuller@osler.com  Counsel for the Information Officer</div>