

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF SOUTH CAROLINA  
GREENVILLE DIVISION**

In re:  Pelican International Inc.,  Debtor in a Foreign Proceeding. <sup>1</sup>	Chapter 15  Case No. 25-01030
In re:  Pelican US Topco LLC,  Debtor in a Foreign Proceeding.	Chapter 15  Case No. 25-01031
In re:  Confluence Outdoor Inc.,  Debtor in a Foreign Proceeding.	Chapter 15  Case No. 25-01029

**MOTION OF FOREIGN REPRESENTATIVE FOR ENTRY OF AN ORDER  
UNDER FED. R. BANKR. P. 1015 AUTHORIZING JOINT ADMINISTRATION OF  
THE CHAPTER 15 CASES**

FTI Consulting Canada Inc., in its capacity as the duly-appointed foreign representative (“FTI” or the “Foreign Representative”) for the above-captioned debtors (collectively, the “Debtors”), which are the subject of a proceeding (collectively, the “Canadian Proceeding”) currently pending before the Superior Court of Québec (Commercial Division) (the “Canadian Court”), initiated pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended, the “CCAA”), has commenced the above-captioned chapter 15 cases and moves (this

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<sup>1</sup> The Debtors in these chapter 15 proceedings, together with the last four digits of their employment identification number, are: Pelican International Inc. (“Pelican”) (6357); Pelican US Topco LLC (“US Topco”) (8910); and Confluence Outdoor Inc. (“Confluence”) (7554). The location of the Debtors’ headquarters is 21 avenue Peronne, Montréal, Québec, Canada, H3S 1X7. The address of the Foreign Representative is 1000 Sherbrooke West, Suite 915, Montréal, Québec, Canada, H3A 3G4.

“Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), under Rule 1015 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) authorizing the joint administration of the Debtors’ chapter 15 cases for procedural purposes only. In support of the Motion, the Foreign Representative relies upon and incorporates by reference the *Declaration of Martin Franco in Support of the Debtors’ Verified Petition for (I) Recognition of Foreign Main Proceeding, (II) Recognition of Foreign Representative, (III) Recognition of Initial Order, Amended and Restated Initial Order, and SISP Order, and (IV) Related Relief* filed with the Court concurrently herewith (the “Franco Declaration”).<sup>2</sup> In further support of the Motion, the Foreign Representative respectfully represents:

### **JURISDICTION AND VENUE**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Recognition of a foreign proceeding and other matters under chapter 15 of the Bankruptcy Code are core matters pursuant to 28 U.S.C. § 157(b)(2)(P).

2. These chapter 15 cases have been properly commenced pursuant to sections 1504 and 1509 of the Bankruptcy Code by the filing of petitions for recognition of the Canadian Proceeding under section 1515 of the Bankruptcy Code.

3. Venue is proper before the Court pursuant to 28 U.S.C. § 1410.

4. The bases for relief are sections 101(2) and 105(a) of the Bankruptcy Code and Bankruptcy Rule 1015(b).

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Franco Declaration.

### **BACKGROUND**

5. On March 18, 2025, National Bank of Canada (“NBC”), as administrative agent, collateral agent and hypothecary representative (in such capacity, the “Agent”), of a syndicated secure loan which includes NBC, Bank of Montreal, Fédération des Caisses Desjardins du Québec and Toronto Dominion Bank (collectively the “Lenders”) commenced the Canadian Proceeding under the CCAA in respect of the Debtors to initiate restructuring proceedings under the supervision of the Canadian Court. On March 19, 2025, the Canadian Court entered an initial order (the “Initial Order”) enforcing a broad stay against the Debtors and their directors and officers, appointing FTI as monitor of the Debtors (in its capacity as such, the “Monitor”), and authorizing FTI to act as Foreign Representative of the Debtors.

6. On the date hereof (the “Petition Date”), the Foreign Representative filed petitions for the Debtors under chapter 15 of the Bankruptcy Code for recognition of the Canadian Proceeding, thereby commencing the Debtors’ chapter 15 cases.

7. Additional information about the Debtors’ business and operations, the events leading up to the filing of the chapter 15 petitions, and the facts and circumstances surrounding the Canadian Proceeding and these chapter 15 cases can be found in the Franco Declaration.

### **RELIEF REQUESTED**

8. By this Motion, the Foreign Representative requests entry of the Proposed Order, pursuant to Bankruptcy Rule 1015, directing joint administration of these chapter 15 cases and implementation of certain procedural relief.

9. The Foreign Representative requests that the Court direct parties to use the following official caption in all pleadings and other filings in the jointly administered cases:

In re:

Pelican International Inc., *et al.*,

Debtors in a Foreign Proceeding.<sup>1</sup>

Chapter 15

Case No. 25-01030

(Jointly Administered)

<sup>1</sup>. The Debtors in these chapter 15 proceedings, together with the last four digits of their employment identification number, are: Pelican International Inc. (“Pelican”) (6357); Pelican US Topco LLC (“US Topco”) (8910); and Confluence Outdoor Inc. (“Confluence”) (7554). The location of the Debtors’ headquarters is 21 avenue Peronne, Montréal, Québec, Canada, H3S 1X7. The address of the Foreign Representative is 1000 Sherbrooke West, Suite 915, Montréal, Québec, Canada, H3A 3G4.

As reflected in the above caption, footnote 1 will set forth a complete listing of the Debtors’ names, the last four digits of each Debtor’s employment identification number and the Foreign Representative’s mailing address.

10. In addition, the Foreign Representative requests that the Court make a separate docket entry on the docket of each Debtor substantially as follows:

An order has been entered in this case consolidating this case with the case of Pelican International Inc., Case No. 25-01030, for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 25-01030 should be consulted for all matters affecting this case.

11. Further, the Foreign Representative requests that the Court authorize the Foreign Representative to file a consolidated list under Bankruptcy Rule 1007(a)(4) and maintain with the Monitor a consolidated list of (a) the parties to litigation pending in the United States involving any of the Debtors and (b) all persons and entities against whom the Foreign Representative seeks provisional relief pursuant to section 1519, to be available to the Debtors’ creditors and parties in interest upon request.

12. Finally, the Foreign Representative seeks authority to send combined notices to the Debtors’ creditors and other parties in interest where appropriate.

**BASIS FOR RELIEF**

13. Bankruptcy Rule 1015(b) provides that “if . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order joint administration of the estates” of the debtor and such affiliates. Fed. R. Bankr. P. 1015(b)(4). Section 101(2) of the Bankruptcy Code, in turn, defines the term “affiliate” in pertinent part, as:

(A) [an] entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor . . . ;

(B) [a] corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor . . . ;

(C) [a] person whose business is operated under a lease or operating agreement by a debtor, or person substantially all of whose property is operated under an operating agreement with the debtor; or

(D) [an] entity that operates the business or substantially all of the property of the debtor under a lease or operating agreement.

11 U.S.C. § 101(2).

14. As set forth in the Franco Declaration, the Debtors in these chapter 15 cases are Pelican International Inc. and its two affiliates: Pelican US Topco LLC and Confluence Outdoor Inc. The Debtors are clearly “affiliates” as that term is defined in Section 101(2) of the Bankruptcy Code and “related” entities as used in Bankruptcy Rule 1015(b). Accordingly, joint administration of the chapter 15 cases is appropriate under Bankruptcy Rule 1015(b) and Local Rule 1015-1.

15. Numerous pleadings and notices affecting all three Debtors will be filed during these chapter 15 cases. Failing to jointly administer these cases would result in duplicative filings and unnecessary waste. Joint administration of these chapter 15 cases, however, would save time and resources. It would (i) permit the Clerk of Court to use a single docket and promote

administrative efficiency, (ii) allow the Foreign Representative and other parties to combine notices and other pleadings to reduce confusion, (iii) relieve the Court's burden when entering orders, and (iv) reduce the oversight required by the United States Trustee for the District of South Carolina (the "U.S. Trustee"). The Foreign Representative's use of the simplified caption described herein would further eliminate cumbersome and confusing procedures and ensure a uniformity of pleading identification. To the extent any party would like to review the case-specific information, such information will be listed in the publicly filed petitions or available upon reasonable request to the Foreign Representative.

16. Notably, no party will be prejudiced by granting the relief requested in this Motion. The relief sought herein is solely procedural and does not affect parties' substantive rights. Indeed, the relief requested herein is routinely granted by courts. *See, e.g., In re The Lion Electric Company*, Case No. 24-18898 (Bank. N.D. Ill., Dec. 20, 2024); *In re Good Natured Products Inc.*, Case No. 24-80891 (TML) (Bankr. N.D. Ill. July 3, 2024); *In re NextPoint Fin. Inc.*, No. 23-10983 (TMH) (Bankr. D. Del. July 27, 2023); *In re IMV Inc.*, Case No. 23-10589 (KBO) (Bankr. D. Del. May 9, 2023).

17. For these reasons, the Foreign Representative submits that the relief requested herein is in the best interests of the Debtors, their creditors, and other parties in interest. The Motion should therefore be granted.

### **NOTICE**

18. The Foreign Representative will provide notice of this Motion to the "Core Notice Parties" as set forth in the *Motion for Order (A) Scheduling Hearing on Recognition of Chapter 15 Petitions and (B) Specifying Form and Manner of Service of Notices*, filed contemporaneously herewith. The Foreign Representative submits that, in view of the facts and circumstances, such notice is sufficient, and no other or further notice need be provided.

19. No prior motion or application for the relief requested herein has been made to this or any other Court.

**WHEREFORE**, the Foreign Representative respectfully request that the Court enter the Proposed Order attached hereto as **Exhibit A** granting the relief requested in this Motion and such other and further relief as may be just and proper.

Dated: March 19, 2025  
Columbia, South Carolina

Respectfully Submitted,

/s/ Mary M. Caskey

**HAYNSWORTH SINKLER BOYD, P.A.**

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**EXHIBIT A**

**Proposed Order**



**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF SOUTH CAROLINA  
GREENVILLE DIVISION**

In re:  Pelican International Inc.,  Debtor in a Foreign Proceeding. <sup>1</sup>	Chapter 15  Case No. 25-01030
In re:  Pelican US Topco LLC,  Debtor in a Foreign Proceeding.	Chapter 15  Case No. 25-01031
In re:  Confluence Outdoor Inc.,  Debtor in a Foreign Proceeding.	Chapter 15  Case No. 25-01029

**ORDER UNDER FED. R. BANKR. P. 1015  
AUTHORIZING JOINT ADMINISTRATION OF THE CHAPTER 15 CASES**

Upon the motion (the “Motion”)<sup>2</sup> of the Foreign Representative for entry of an order (this “Order”) under Bankruptcy Rule 1015 (i) authorizing the joint administration of the above-captioned chapter 15 cases and (ii) granting related relief; and the Court having reviewed the Motion and the Franco Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b) and that this Court may enter a

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<sup>1</sup> The Debtors in these chapter 15 proceedings, together with the last four digits of their employment identification number, are: Pelican International Inc. (“Pelican”) (6357); Pelican US Topco LLC (“US Topco”) (8910); and Confluence Outdoor Inc. (“Confluence”) (7554). The location of the Debtors’ headquarters is 21 avenue Peronne, Montréal, Québec, Canada, H3S 1X7. The address of the Foreign Representative is 1000 Sherbrooke West, Suite 915, Montréal, Québec, Canada, H3A 3G4.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Motion.

final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. § 1410; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and the Court having determined that there is good and sufficient cause for the relief granted in this Order:

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED, as set forth herein.
2. All objections to the entry of this Order, to the extent not withdrawn or settled, are overruled.
3. The above-captioned cases are consolidated for procedural purposes only and shall be administered jointly under Case No. 25-01030 in accordance with the provisions of Bankruptcy Rule 1015.
4. The caption of pleadings and other documents filed in the jointly administered cases shall read as follows:

In re:

Pelican International Inc., *et al.*,

Debtors in a Foreign Proceeding.<sup>1</sup>

Chapter 15

Case No. 25-01030

(Jointly Administered)

<sup>1.</sup> The Debtors in these chapter 15 proceedings, together with the last four digits of their employment identification number, are: Pelican International Inc. (“Pelican”) (6357); Pelican US Topco LLC (“US Topco”) (8910); and Confluence Outdoor Inc. (“Confluence”) (7554). The location of the Debtors’ headquarters is 21 avenue Peronne, Montréal, Québec, Canada, H3S 1X7. The address of the Foreign Representative is 1000 Sherbrooke West, Suite 915, Montréal, Québec, Canada, H3A 3G4.

The caption set forth above satisfies the applicable requirements of Section 342(c) of the Bankruptcy Code and Bankruptcy Rule 2002(n) for notices which do not involve adding a creditor to the schedules of assets and liabilities.

5. All pleadings and other documents to be filed in the jointly administered cases shall be filed and docketed in the case of Pelican International Inc., Case No. 25-01030. Any document filed in any docket shall be deemed filed in all cases.

6. A docket entry shall be made in each Debtor's case, substantially as follows:

An order has been entered in this case consolidating this case with the case of Pelican International Inc., Case No. 25-01030 for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 25-01030 should be consulted for all matters affecting this case.

7. The Foreign Representative is authorized to file a consolidated list of information required by Bankruptcy Rule 1007(a)(4).

8. Service of this Order shall be completed as set forth in the Motion.

9. The consolidation authorized by this Order shall be for administrative purposes only and shall not be a substantive consolidation of the respective estates.

10. This Order shall take effect immediately upon entry.

11. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.