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HONORABLE TIMOTHY W. DORE
Chapter 15
Ex Parte

10 UNITED STATES BANKRUPTCY COURT
11 WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

12 In re
13 VICINITY MOTOR CORP., *et al.*,¹
14 Debtors in a Foreign Proceeding.

Lead Case No. 24-12675-TWD

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

**MOTION TO FILE UNDER SEAL RE
AUCTION SERVICES AGREEMENT**

17 **I. INTRODUCTION & RELIEF REQUESTED**

18 FTI Consulting Canada Inc., in its capacity as the receiver (the “Receiver”) appointed in
19 the Canadian insolvency proceeding of Vicinity Motor Corp., Vicinity Motor (Bus) Corp., Vicinity
20 Motor (Bus) USA Corp., and Vicinity Motor Property, LLC (collectively, the “Debtors”), *In the*
21 *Matter of the Receivership of Vicinity Motor (Bus) Corp., et al.*, Supreme Court of British
22 Columbia (the “Canadian Court”), Vancouver Registry No. S-247082 (the “Canadian
23 Proceeding”), by and through its counsel, Ballard Spahr LLP, respectfully moves this Court
24

25
26 ¹ The Debtors are Vicinity Motor Corp., Bankruptcy Case No. 24-12675, Vicinity Motor (Bus)
27 Corp., Bankruptcy Case No. 24-12677, Vicinity Motor (Bus) USA Corp., Bankruptcy Case No.
24-12678, and Vicinity Motor Property, LLC, Bankruptcy Case No. 24-12679.

1 Court of British Columbia to administer the Debtors' estates pursuant to the BIA and LEA. *See*
2 ECF No. 1, Attachment No. 1 (the "Receiver Order"); *see also* Powell Decl. I ¶ 3, Ex. A.

3 On October 24, 2024, in the United States Bankruptcy Court for the Western District of
4 Washington (the "Bankruptcy Court"), the Receiver filed petitions seeking Chapter 15 recognition
5 of the Canadian Proceeding as a foreign main proceeding for Vicinity and each of the other
6 Debtors, commencing Chapter 15 bankruptcy cases for each of the Debtors (collectively, the
7 "Bankruptcy Proceeding"). *See* ECF Nos. 1 and 3 (petition). On November 22, 2024, the Court
8 entered an *Order Recognizing Foreign Main Proceeding and Granting Related Relief* (the
9 "Recognition Order"). ECF No. 36.

10 **B. The Assets and the Marketing Process.**

11 In January 2025, the Receiver began a marketing process (the "Marketing Process") to
12 solicit *en bloc* and piecemeal offers for approximately 290 electric vehicles, intellectual property,
13 and other miscellaneous assets across four locations (collectively, the "Assets").² Powell Decl. II,
14 Ex. 1 at pp. 7-9. The marketed Assets include substantially all of the Debtors' personal property
15 assets, including the Electric Vehicles, but the marketed Assets exclude the Debtors' real property
16 assets, *i.e.* the Ferndale Facility, which the Receiver remains in the process of marketing and
17 selling separately.

18 The Receiver is aware of two non-debtor entities that hold security interests in the Assets:
19 Royal Bank of Canada ("RBC"), and Economic Development Canada ("EDC"). Powell Decl. II
20 at ¶ 5.

21 The Receiver, in consultation with RBC in its capacity as the Debtors' senior secured
22 creditor, evaluated the offers received through the Marketing Process and concluded that the bid
23 from the Auctioneer was the superior offer, and entered into the Auction Services Agreement.
24 Powell Decl. II, Ex. 1 at p. 9.

25
26 ² The subject Assets are specifically identified in "Schedule A" to the Auction Services Agreement.
27 *See* Powell Decl. II, Ex. 1.B, Sch. A.

1 The Application is scheduled for hearing on April 22, 2025, such that the Receiver
2 anticipates the Canadian Court will enter the Vesting Order in the Canadian Proceeding on or soon
3 after April 22, 2025. Powell Decl. II at ¶ 4.

4 As part of the Application, the Receiver is also requesting that the Canadian Court seal the
5 unredacted version of the Auction Services Agreement. See Powell Decl. II, Ex. 2 at pp. 8-9
6 (Application section titled “Sealing the Confidential Supplement”). The Receiver hereby seeks
7 similar authority to seal the unredacted Auction Services Agreement in this Bankruptcy
8 Proceeding, for the same reasons set forth in the Application.

9 **III. STATEMENT OF ISSUE**

10 Whether the Court should authorize the Receiver to file the unredacted version of the
11 Auction Services Agreement under seal.

12 **IV. EVIDENCE RELIED UPON**

13 This Motion to Seal, and the underlying Sale Motion, relies upon the Declaration of Tom
14 Powell at ECF No. 7 (“Powell Decl. I”), the Declaration of Tom Powell filed concurrently herewith
15 in support of this Motion (“Powell Decl. II”), the exhibits thereto, including the Application,
16 proposed form of Vesting Order, Receiver’s Report, and Auction Services Agreement, and the
17 other papers and pleadings on file in this matter.

18 **V. LEGAL ANALYSIS**

19 **A. Redacted Auction Services Agreement Filed with the Sale Motion.**

20 Local Bankruptcy Rule 9018-1 (“Rule 9018-1”) governs sealing and redacting of court
21 records. Rule 9018-1 instructs that alternatives to filing a document under seal are to be
22 considered, “including considering whether the document could be filed in a redacted version to
23 address secrecy, privacy or confidentiality concerns while still providing the relevant information.”
24 To that end, the Receiver has concurrently with the Sale Motion a redacted version of the Auction
25 Services Agreement. For the Court to be fully informed of the transaction terms in the Auction
26 Services Agreement, however, it is also necessary for the Receiver to be able to submit to the Court
27 an unredacted version of the Auction Services Agreement under seal.

EXHIBIT A

1 Federal Rule of Bankruptcy Procedure 9018, and Local Rule W.D. Wash. Bankr. 9018-1, for an
2 order authorizing the Receiver to file an unredacted copy of the Auction Services Agreement dated
3 April 3, 2025 between auctioneer McDougall Auctioneers Ltd. (the "Auctioneer") and the
4 Receiver (the "Auction Services Agreement") under seal (the "Motion to Seal"). The Court having
5 considered the Motion to Seal, and having determined that good cause and compelling reasons to
6 authorize filing the unredacted Auction Services Agreement under seal, now, therefore, it is hereby

7 ORDERED that the Motion to Seal is hereby GRANTED. It is further

8 ORDERED that the Receiver is authorized to file with this Court under seal an unredacted
9 version of the Auction Services Agreement. It is further

10 ORDERED that, Local Rule W.D. Wash. Bankr. 9018-1, the unredacted version of the
11 Auction Services Agreement filed under seal pursuant to this Order shall not be made available to
12 any person or entity, except this Court and certain associated Court personnel. It is further

13 ORDERED that a redacted version of the Auction Services Agreement shall be filed with
14 the Court and publicly available on the docket in this case. It is further

15 ORDERED that access to the unredacted version of the Auction Agreement through the
16 CM/ECF system shall only be allowed upon further Court order, after notice to (and an opportunity
17 to respond by) the Receiver. It is further

18 ORDERED that this Order shall be immediately effective and enforceable upon its entry.

19 /// END OF ORDER ///

20 Presented by:

21 BALLARD SPAHR LLP
22

23 By: _____

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ORDER AUTHORIZING FILING UNDER SEAL - 2

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