

**THE QUEEN'S BENCH  
WINNIPEG CENTRE**

**IN THE MATTER OF THE RECEIVERSHIP OF  
NYGÅRD HOLDINGS (USA) LIMITED, NYGARD INC.,  
FASHION VENTURES, INC., NYGARD NY RETAIL, LLC,  
NYGARD ENTERPRISES LTD., NYGARD PROPERTIES LTD.  
4093879 CANADA LTD., 4093887 CANADA LTD., AND  
NYGARD INTERNATIONAL PARTNERSHIP**

**RICHTER ADVISORY GROUP INC.  
SECOND REPORT OF THE RECEIVER**

**MAY 27, 2020**

## TABLE OF CONTENTS

I.	INTRODUCTION .....	1
II.	PURPOSE OF REPORT .....	2
III.	TERMS OF REFERENCE .....	3
IV.	ACTIVITIES OF THE RECEIVER .....	4
V.	STATUS OF THE APRIL 29 ORDERS .....	9
VI.	INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS .....	14
VII.	PROFESSIONAL FEES AND DISBURSEMENTS .....	15
VIII.	CONCLUSIONS .....	16

## APPENDICES

**APPENDIX “A”** – Receivership Order dated March 18, 2020

**APPENDIX “B”** – Final Recognition Order dated April 23, 2020

**APPENDIX “C”** – Correspondence from Employee 8 re credit card expenses

**APPENDIX “D”** – Sale Approval Order dated April 29, 2020

**APPENDIX “E”** – Landlord Notice dated May 21, 2020

**APPENDIX “F”** – General Order dated April 29, 2020

**APPENDIX “G”** – Redacted accounts of Richter and TDS (for the period from March 16, 2020 to April 12, 2020), and Katten (for the period from March 1, 2020 to March 24, 2020)

**APPENDIX “H”** – Summaries of the accounts of Richter and TDS (for the period from April 13 to May 17, 2020), and Katten (for the period from March 25, 2020 to May 8, 2020)

**APPENDIX “I”** – Redacted accounts of Richter and TDS (for the period from April 13 to May 17, 2020), and Katten (for the period from March 25, 2020 to May 8, 2020)

**THE QUEENS BENCH  
WINNIPEG CENTRE**

**IN THE MATTER OF THE RECEIVERSHIP OF  
NYGÅRD HOLDINGS (USA) LIMITED, NYGARD INC., FASHION VENTURES, INC.,  
NYGARD NY RETAIL, LLC, NYGARD ENTERPRISES LTD., NYGARD PROPERTIES LTD.,  
4093879 CANADA LTD., 4093887 CANADA LTD., AND NYGARD INTERNATIONAL PARTNERSHIP**

**RICHTER ADVISORY GROUP INC.  
SECOND REPORT OF THE RECEIVER**

**MAY 27, 2020**

## I. INTRODUCTION

1. On March 18, 2020 (the “**Appointment Date**”), pursuant to an order (the “**Receivership Order**”) of the Court of Queen’s Bench (Winnipeg Centre) (the “**Manitoba Court**”) made in Court File No. CI 20-01-26627 (the “**Canadian Proceedings**”), Richter Advisory Group Inc. (“**Richter**”) was appointed as receiver (in such capacity, the “**Receiver**”) of the assets, undertakings and properties (the “**Property**”) of Nygård Holdings (USA) Limited, Nygard Inc., Fashion Ventures, Inc., Nygard NY Retail, LLC (collectively, the “**US Debtors**”), Nygard Enterprises Ltd. (“**NEL**”), Nygard International Partnership (“**NIP**”), Nygard Properties Ltd. (“**NPL**”), 4093879 Canada Ltd., and 4093887 Canada Ltd. (collectively, the “**Canadian Debtors**”) (the US Debtors and the Canadian Debtors together, the “**Nygard Group**” or the “**Debtors**”) to exercise the powers and duties set out in the Receivership Order, pursuant to section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, (the “**BIA**”) and section 55 of *The Court of Queen’s Bench Act*, C.C.S.M. c.C280. A copy of the Receivership Order is attached hereto as **Appendix “A”**.
2. Also on March 18, 2020, the Receiver, as the duly appointed foreign representative of the Debtors, commenced proceedings in the United States Bankruptcy Court for the Southern District of New York (the “**US Court**”) by filing, among other things, petitions (the “**Chapter 15 Petitions**”) on behalf of the Receiver in relation to the Debtors pursuant to sections 1504 and 1515 of the US Bankruptcy Code seeking recognition by the US Court of the Canadian proceedings as a foreign main proceeding (the “**Chapter 15 Proceedings**”). On March 26, 2020, the US Court entered, among other things, a provisional recognition order and, on April 23, 2020, the US Court granted a final order (the “**Final US Order**”) recognizing, among other things, the Canadian Proceedings as the foreign main proceeding. A copy of the Final US Order is attached hereto as **Appendix “B”**. The Canadian Proceedings and the Chapter 15 Proceedings are together hereinafter referred to as the “**Receivership Proceedings**”.
3. On April 29, 2020, the Manitoba Court made various Orders, including an Order (the “**Sale Approval Order**”) which, among other things, approved an agreement (the “**Consulting and Marketing Services Agreement**”) between the Receiver and a contractual joint venture comprised of Merchant Retail Solutions, ULC, Hilco Merchant Resources, LLC, Hilco IP Services, LLP dba Hilco Streambank, and Hilco Receivables, LLC (collectively, “**Hilco**” or the “**Consultant**”), and White Oak Commercial Finance, LLC pursuant to which, the Consultant will provide certain consulting, marketing and related asset disposition services. In addition, as it appeared that a going concern or “en-bloc” sale of the Nygard Group’s assets was not likely, the Sale Approval Order authorized the Receiver to liquidate the Nygard Group’s retail inventory and owned furniture, fixtures and equipment (“**FF&E**”) through temporarily re-opened stores (the “**Liquidation Sale**”), as soon as circumstances permit. As certain details regarding the Liquidation Sale of particular importance to landlords of the Nygard Group’s retail stores (the “**Landlords**”) were not capable of being known with any precision or certainty at the time (given COVID-19 restrictions on non-essential



business activities), the Sale Approval Order set out a process that required the Receiver to obtain a further order of the Manitoba Court addressing certain specified matters prior to commencement of the Liquidation Sale.

4. On April 29, 2020, the Manitoba Court also pronounced two (2) further Orders: (i) an Order (the “**General Order**”) addressing, among other things, various general matters, including certain amendments to the Receivership Order and the procedure for landlord access to properties leased to the Nygard Group by certain non-Debtor members of the Nygard organization, and (ii) an Order (the “**Documents and Electronic Access Order**”, and together with the General Order and the Sale Approval Order, the “**April 29 Orders**”) establishing the protocol for requesting access to and / or production of documents and electronic files purported to be in the possession or control (or subject to the possession or control) of the Receiver by certain non-Debtor members of the Nygard organization or directors, officers and employees of the Nygard Group. The status of the April 29 Orders is addressed later in this report.
5. In accordance with the Receivership Order, the Receiver has established a website (the “**Receiver’s Website**”) for the purposes of these proceedings at <https://www.richter.ca/insolvencycase/nygard-group>.
6. Copies of the pleadings and other materials filed in the Receivership Proceedings, other than affidavits sealed by Order of the Manitoba Court, are posted to and available for review at the Receiver’s Website.
7. Copies of the pleadings and other materials filed in the Chapter 15 Proceedings are also posted to and available for review at the Receiver’s Website.
8. The Receiver has engaged Thompson Dorfman Sweatman LLP (Winnipeg) (“**TDS**”) as its Canadian counsel, and Katten Muchin Rosenman LLP (New York) (“**Katten**”) as its U.S. counsel.

## II. PURPOSE OF REPORT

9. The Receiver filed its first report dated April 20, 2020 (the “**First Report**”) and its supplementary first report dated April 27, 2020 (the “**Supplementary First Report**”) in support of the Receiver’s motion returnable April 29, 2020 (the “**April 29 Motion**”). Copies of the First Report and Supplementary First Report are available at the Receiver’s Website.
10. The purpose of this report, the Receiver’s second report (the “**Second Report**”) is to provide information to the Manitoba Court in respect of the following:
  - (a) the actions and activities of the Receiver since the date of the First Report;

- (b) the status of the April 29 Orders, including the Receiver's recommendation with respect to a proposed further order addressing Landlord matters in relation to the conduct of the Liquidation Sale (the "**Landlord Terms Order**"), to be sought from the Manitoba Court at a motion to be heard June 1, 2020 (the "**June 1 Motion**");
  - (c) the status of the sale efforts in respect of the Nygard Group's real property located in Toronto, Ontario and Winnipeg, Manitoba;
  - (d) the Receiver's interim statement of receipts and disbursements for the period from the Appointment Date to May 17, 2020 (the "**May 17 Interim R&D**"); and
  - (e) the fees and disbursements of the Receiver and its counsel.
11. A further purpose of this Second Report is to provide the Manitoba Court with an evidentiary basis to make Orders at the hearing of the June 1 Motion:
- (a) approving the Landlord Terms Order;
  - (b) approving this Second Report and the actions / activities of the Receiver described therein;
  - (c) approving the May 17 Interim R&D; and
  - (d) approving the fees and disbursements of the Receiver, TDS and Katten in the amounts set out in this Second Report.

### III. TERMS OF REFERENCE

12. In preparing this Second Report, the Receiver has relied upon information and documents prepared by the Debtors and their advisors, including unaudited, draft and/or internal financial information, the Debtors' books and records, discussions with representatives of the Debtors, including current and former employees, executives and / or directors, legal counsel to Mr. Peter Nygard and certain related but non-Debtor entities, the Lenders and their legal counsel, and information from third-party sources (collectively, the "**Information**"). In accordance with industry practice, except as otherwise described in the Second Report, Richter has reviewed the Information for reasonableness, internal consistency, and use in the context in which it was provided. However, Richter has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Auditing Standards ("**GAAS**") pursuant to the *Chartered Professional Accountant of Canada Handbook* and, as such, Richter expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.

13. The Receiver has prepared this Second Report in its capacity as a Court-appointed officer to support the relief being sought by the Receiver at the June 1 Motion. Parties using this Second Report, other than for the purposes outlined herein, are cautioned that it may not be appropriate for their purposes, and consequently should not be used for any other purpose.
14. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Receivership Order.
15. Unless otherwise noted, all monetary amounts contained in this Second Report are expressed in Canadian dollars.

#### **IV. ACTIVITIES OF THE RECEIVER**

16. The actions / activities of the Receiver since the commencement of the Receivership Proceedings to April 20, 2020 are detailed in the First Report. Subsequent to the filing of the First Report, the Receiver's activities, certain of which are reported on in further detail later in this Second Report, have included:
  - (a) maintaining and updating, as necessary, the Receiver's Website, where relevant materials in connection with the Receivership Proceedings are available in electronic format;
  - (b) assisting the Nygard Group in its communications with landlords and suppliers;
  - (c) responding to enquiries from various interested parties, including addressing questions / concerns communicated by parties who contacted the Receiver via the telephone hotline (1.866.737.7587) or email account (nygard@richter.ca) established by the Receiver;
  - (d) communicating with employees of the Debtors;
  - (e) investigating the activities and conduct of the Debtors both prior to and subsequent to the Appointment Date and gathering information as to numerous matters arising in the Receivership Proceedings;
  - (f) reviewing and responding to demands for repossession of goods received from suppliers pursuant to section 81.1(1) of the BIA;
  - (g) communicating with certain interested parties regarding the Property and the Nygard Group business;
  - (h) communicating (through TDS and Katten) extensively with various counsel for Mr. Peter Nygard (and other non-Debtor parties) regarding various matters in connection with the Receivership Proceedings, including requests for possession of or access to certain information / documentation purportedly under the control of the Receiver; requests for access to certain premises; matters related to the scope of the Receivership Order and other matters;

- (i) communicating with the landlord for the Debtors' distribution centre in Vaughan, Ontario;
- (j) communicating with the Debtors' lenders and primary secured creditor, White Oak Commercial Finance, LLC ("**White Oak**"), as administrative agent and collateral agent for and on behalf of White Oak and Second Avenue Capital Partners, LLC (collectively, the "**Lenders**") and their counsel, either directly or through TDS and Katten, in connection with the funding of the Receivership Proceedings and other aspects of the Receivership Proceedings;
- (k) communicating extensively with TDS and Katten in connection with the Receivership Proceedings and the Chapter 15 Proceedings;
- (l) attending to responding to the subpoena issued to Nygard Inc. by the Grand Jury, Southern District of New York;
- (m) communicating extensively with the Consultant in connection with matters relating to the collection of accounts receivable, the sale of the intellectual property, the disposition of wholesale inventory, and the preparation for the commencement of the Liquidation Sale;
- (n) attending to various litigation matters in Canada and the US;
- (o) communicating with certain (now former) Nygard Group employees (or their legal counsel) in respect of certain charges on their personal corporate credit cards in the days leading up to the granting of the Receivership Order;
- (p) communicating with CBRE (as hereinafter defined) with respect to the sale and marketing of the Toronto Property (as hereinafter defined);
- (q) communicating with Colliers (as hereinafter defined) with respect to the sale and marketing of the Winnipeg Properties (as hereinafter defined);
- (r) communicating with certain brokers and freight forwarders, and their counsel, regarding in-transit or stored inventory;
- (s) monitoring the Debtors' cash receipts and disbursements, and providing funding to the Debtors to pay its post-filing obligations as set out herein;

- (t) communicating with counsel to certain landlords regarding the terms of the Landlord Terms Order, including the preparation and distribution to the Landlord Service List and landlords' counsel of a further Landlord Notice dated May 21, 2020 describing the proposed terms of the Landlord Terms Order;
- (u) recording receipts and disbursements, including the preparation of the Interim R&D;
- (v) preparing the Supplementary First Report;
- (w) preparing this Second Report; and
- (x) other matters in connection with the administration of the Receivership Proceedings.

### **Demands for Repossession of Goods**

17. As noted in the First Report, the Receiver has received claims from two (2) suppliers, Indo Jordan Clothing Company ("**Indo Jordan**") and M&M Footwear ("**M&M**"), pursuant to section 81.1(1) of the BIA demanding that the Receiver either pay for, or return, certain goods supplied in the thirty (30) days prior to the Appointment Date (together, the "**Section 81.1(1) Claims**" and each a "**Section 81.1(1) Claim**").
18. To the extent that the Receiver has been able, given the COVID-19 restrictions on non-essential business activities that remain in place in large parts of both Canada and the United States, the Receiver has reviewed / assessed the Section 81.1(1) Claims and has determined that only a portion of the goods identified in the Section 81.1(1) Claims meet the requisite criteria for repossession under Section 81.1(1) of the BIA (the "**Section 81 Merchandise**").
19. As the Receiver will not be seeking the additional funding necessary for the Nygard Group to acquire the Section 81 Merchandise, the Section 81 Merchandise has been segregated from other Nygard Group merchandise by the Receiver.
20. On May 14, 2020, the Receiver wrote to each of Indo Jordan and M&M (or their respective counsel) to, among other things, (i) outline the Receiver's assessment of each Section 81.1(1) Claim, (ii) confirm that the Receiver would not be taking steps, on behalf of the Nygard Group, to acquire the Section 81 Merchandise, (iii) inform each of Indo Jordan and M&M that the Section 81 Merchandise has been segregated and is available for repossession, and (iv) advise Indo Jordan and M&M to contact the Receiver to coordinate the repossession of the Section 81 Merchandise.
21. As noted above, the Receiver has not been able to access certain Nygard Group locations due to ongoing COVID-19 restrictions on non-essential business activities. As such, as at the date of this Second Report, the Receiver has not been able to review / assess a portion of the Section 81.1(1) Claims as it relates to merchandise delivered to closed locations, including the Debtors' retail outlets.

22. The Receiver will complete its review / assessment of the Section 81.1(1) Claims when it is able to do so taking into consideration any local COVID-19 restrictions.
23. As at the date of this Second Report, neither Indo Jordan nor M&M has contacted the Receiver to coordinate the repossession of the Section 81 Merchandise.

### **Corporate Credit Card Activity**

24. As noted in the First Report, the Receiver identified various questionable expenses (the “**Potential Personal Expenses**”) charged to the corporate Mastercard facility (the “**Credit Card Facility**”) established by NIP by certain (now former) employees of the Nygard Group in the days leading up to the granting of the Receivership Order.
25. As also noted in the First Report, the Receiver, through its counsel, wrote to seven (7) individuals (the “**Identified Employees**”) that were identified as named cardholders on which the majority of the Potential Personal Expenses were concentrated to request explanations and support for the transactions in question, including detailed receipts and evidence of authorizations from NIP management.
26. Following its review of the support provided by the Identified Employees, the Receiver remained of the view that the majority of the Potential Personal Expenses appeared to be personal expenses charged to NIP. In early April 2020, the Receiver, through its counsel, issued follow-up letters to each of the Identified Employees to advise of the Receiver’s position regarding the Potential Personal Expenses and demand that each of the Identified Employees repay NIP for all such expenses.
27. The Receiver and its counsel have engaged in further communication with certain of the Identified Employees (and / or their legal counsel) in an effort to resolve matters. As a result of these communications, the Receiver wishes to advise the Manitoba Court that:
  - (a) Employee 4 (as identified in the schedule included in the First Report) has paid the Receiver for all transactions on their corporate credit card deemed Potential Personal Expenses by the Receiver in the amount of \$18,613.70; and
  - (b) Ms. Tulikorpi and the Receiver have amicably resolved the matter of any Potential Personal Expenses charged to her corporate credit card. In addition, the Receiver and Ms. Tulikorpi have amicably resolved the matter of the purported sale of a 2012 Volvo by NIP to Ms. Tulikorpi prior to the Appointment Date.
28. The Receiver has identified additional Potential Personal Expenses which were incurred between March 17, 2020 and March 20, 2020 totaling \$8,998.98 on a corporate Mastercard registered in the name of an eighth employee (“**Employee 8**”). The Receiver contacted Employee 8 regarding the Potential Personal Expenses and was advised

that their corporate credit card was provided to Mr. Fenske on or about March 13, 2020. A copy of the response received from Employee 8 is attached hereto as **Appendix “C”**.

29. With respect to the other Identified Employees that have not been responsive to the Receiver’s demands, the Receiver continues to review the matter and will consider with counsel what appropriate further action to take to seek recovery of the Potential Personal Expenses, including the potential commencement of legal proceedings.

### **Consulting and Marketing Services Agreement**

30. As described in the First Report, the Consulting and Marketing Services Agreement provides, among other things, the terms under which the Consultant will provide certain receivable collection and other asset realization/disposition services, subject to the Receiver’s election and White Oak’s consent. Subsequent to the making of the Sale Approval Order, on April 29, 2020, the Receiver elected to retain the Consultant to assist with the Receivables Services, the Wholesale Services and the IP Services (each as defined in the Consulting and Marketing Services Agreement).
31. Pursuant to paragraph 20 of the Consulting and Marketing Services Agreement, the Consultant has the right to syndicate the engagement with qualified parties specializing in similar services, subject to providing notice to the Receiver and White Oak. On May 21, 2020, Hilco notified the Receiver and White Oak of its intention to enter into a contractual joint venture with SB360 Capital Partners, LLC (“**SB360**”) for purposes of providing certain of the services contemplated in the Consulting and Marketing Services Agreement. The Receiver understands that SB360 is an affiliate of one of the Lenders, Second Avenue Capital Partners, LLC.
32. The Receiver understands based on discussions with Hilco that SB360 will provide field support resources, including providing certain supervisors, to Hilco in connection with the Liquidation Sale and the Wholesale Services.

### **Update on of Real Property**

33. As described in the First Report, NPL owns four properties included in the Property subject to the Receivership Order (as amended): one located in Toronto, Ontario and three located in Winnipeg, Manitoba. The municipal address for each of the properties is as follows:
- (a) 1 Niagara Street, Toronto, Ontario (“**1 Niagara**” or the “**Toronto Property**”);
  - (b) 702-708 Broadway Avenue, Winnipeg, Manitoba (“**Broadway**”);
  - (c) 1300, 1302 and 1340 Notre Dame Avenue, Winnipeg, Manitoba (“**Notre Dame**”); and

- (d) 1771 Inkster Boulevard, Winnipeg, Manitoba ("**Inkster**", and together with Broadway and Notre Dame, the "**Winnipeg Properties**").
34. On April 1, 2020, the Receiver entered into a listing agreement with CBRE Limited ("**CBRE**") to market and sell the Toronto Property, a copy of which was attached to the First Report. As part of the marketing process, the Receiver, in consultation with CBRE, set a "bid after date" of April 30, 2020 to allow for a reasonable period to market and solicit offers from prospective purchasers on the property.
35. As described in the Supplementary First Report, on April 21, 2020, the Receiver entered into a listing agreement with Colliers International ("**Colliers**") to market and sell the Winnipeg Properties. The Winnipeg Properties are all marketed on MLS with an open offer date.
36. As at the date of this Second Report, the Receiver has executed conditional agreements of purchase and sale ("**APS**") on each of (i) the Toronto Property, (ii) the Inkster property, and (ii) the Notre Dame properties. The Receiver is working with each purchaser to facilitate due diligence efforts to satisfy the relevant conditions. Upon satisfaction or waiver the relevant purchaser's conditions, the Receiver shall report further to the Manitoba Court in connection with the each APS and seek Orders of the Manitoba Court approving the sales contemplated therein.

## **V. STATUS OF THE APRIL 29 ORDERS**

### **Landlord Terms Order (Sale Approval Order / Sale Guidelines)**

37. As noted above, the Sale Approval Order (and the attached guidelines, which govern certain aspects of the Liquidation Sale, the "**Sale Guidelines**"), a copy of which is attached hereto as **Appendix "D"**, was made subject to the Receiver obtaining a further Order of the Manitoba Court addressing particular Landlord matters prior to the commencement of the Liquidation Sale.
38. Paragraph 10 of the Sale Approval Order provides that the Liquidation Sale shall not commence until further order of the Manitoba Court to address certain specified Landlord matters (the "**Landlord Terms**"). Paragraph 11 of the Sale Approval Order requires the Receiver to provide Landlords notice of the proposed Landlord Terms no less than ten (10) days prior to the hearing date for the Landlord Terms Order by means of email delivery of a form of "Landlord Notice".
39. As certain provincial governments have started loosening restrictions and gradually reopening businesses, the Receiver and the Consultant intend to commence the Liquidation Sale in accordance with the Sale Approval Order as soon as possible, where permitted to do so.



40. Following consultation with counsel for Landlords of approximately 60 of the Nygard Group retail store locations, the Receiver is seeking the Landlord Terms Order with, *inter alia*, the following terms:
- (a) the sale commencement date (the “**Sale Commencement Date**”) will be determined on a per store basis, as more particularly described in the Landlord Terms Order, taking into consideration local public health orders and related COVID-19 restrictions;
  - (b) the duration of the Liquidation Sale at any retail store location shall not exceed sixteen (16) weeks;
  - (c) the Receiver and / or the Consultant will be permitted to repudiate any retail store lease by providing not less than fifteen (15) days’ notice, in writing, of its intention to do so;
  - (d) the Receiver and the Consultant shall be permitted to transfer merchandise between stores for the purpose of managing inventory and supplement store merchandise by adding merchandise: (i) currently warehoused in the Debtors’ distribution centres in Canada, and / or (ii) on order or owned by the Debtors and located within Canada as at the Appointment Date, and / or (iii) as may otherwise be agreed between the Receiver and the Landlord. For clarity, the Receiver and the Consultant shall not be permitted to augment the merchandise at any store by adding merchandise located at the Gardena Properties (as hereinafter defined) as of the Appointment Date;
  - (e) the Receiver shall fund the Nygard Group such amounts necessary, and the Debtors shall pay, to the Landlords all amounts constituting rent or payable as rent under the real property leases, or as otherwise may be negotiated between the Receiver and the applicable Landlord from time to time, for the period commencing on the Sale Commencement Date twice monthly in equal payments on the first and fifteenth day of each month (excluding any component of rent comprising percentage rent that, as to timing of payment, will continue to be calculated and paid in accordance with the terms of the applicable lease); and
  - (f) the Landlords will be granted a charge (the “**Landlords’ Charge**”) on the Property (as defined in the Receivership Order, as amended), as security for the payment of any unpaid rent (the “**Unpaid Rent**”) for the period from Appointment Date up to and including the effective date of repudiation of the lease for each retail store. The Landlords’ Charge on the Property shall rank subordinate in priority to: (i) the Receiver’s Charge and Receiver’s Borrowings Charge (both as defined in the Receivership Order), (ii) the security in favour of the Lenders, and (iii) other parties as specified in the Landlord Terms Order.
41. As at the date of this Second Report, the Receiver understands that, based on the Debtors’ books and records, Unpaid Rent since the Appointment Date was approximately \$2.7 million.

42. As required by the Sale Approval Order, on May 21, 2020, the Receiver (through TDS) issued the Landlord Notice, as copy of which is attached hereto as **Appendix “E”**.
43. The Receiver recommends that the Manitoba Court approve the Landlord Terms, as provided for in the Landlord Terms Order, for the following reasons:
- (a) the Receiver has worked closely with the Consultant to develop the Landlord Terms which are sensitive to the realities being experienced by Canadian tenants and Landlords as a result of the COVID-19 pandemic. In particular, the Landlord Terms reflect the fact that, in accordance with applicable government regulations, stores will be allowed to reopen at different times in different provinces and, depending on the nature and location of the store, potentially at different times within the same jurisdiction;
  - (b) the Receiver believes that it is crucial to commence the Liquidation Sale as soon as reasonably possible in order to bring certainty to these proceedings, including for the employees of the Debtors who will be brought back to work for the purposes of the Liquidation Sale;
  - (c) the Landlord Terms Order was developed in consultation with counsel for Landlords representing approximately 60 (out of a total of 165) of the retail stores operated by the Debtors in Canada;
  - (d) the Lenders support the Landlord Terms Order;
  - (e) the Consultant supports the Landlord Terms Order; and
  - (f) the Landlord Terms included in the Landlord Terms Order are commercially reasonable and fair, and, in the circumstances, offer an appropriate level of protection to Landlords in respect of any Unpaid Rent subsequent to the Appointment Date.

#### **General Order**

44. As noted in the First Report, subsequent to the granting of the Receivership Order, counsel for certain non-Debtor members of the larger Nygard organization raised concerns that the Receivership Order failed to properly consider that NEL and NPL were described as “Limited Recourse Guarantors” pursuant to the credit agreement and other associated documents that comprise the Lenders’ security against the Nygard Group. In addition, given the COVID-19 restrictions on non-essential business activities in the State of California, the location of five (5) properties leased by two (2) non-Debtor Nygard entities to Nygard, Inc. (the “**Gardena Properties**”) and other considerations, a protocol governing access by the landlords to the Gardena Properties was necessary.

45. Among other things, the General Order, a copy of which is attached hereto as **Appendix “F”** resolves the above issues by: (i) clarifying the scope of the Receivership Order as it relates to NEL and NPL as described in the General Order, and (ii) establishing procedures for the landlords to the Gardena Properties to access the properties in question.
46. In addition to the above matters, the General Order also approved the First Report and the actions / activities of the Receiver and its counsel described therein, including the interim accounts of the Receiver and its counsel as detailed in the First Report. Finally, the General Order ordered the Debtors to immediately comply with the previous Order issued by the Manitoba Court requiring the Debtors to pay to the Lenders the full amount advanced by the Lenders to the Debtors on March 12, 2020 for the Debtors’ payroll. The Receiver notes that the approximately US\$500,000 in payroll funds have not yet been repaid in accordance with the General Order and previous Orders of the Manitoba Court.

#### **Documents and Electronic Access Order**

47. As documented in the First Report, shortly following the granting of the Receivership Order, counsel for Mr. Nygard and certain non-Debtor members of the larger Nygard organization began requesting both access to and / or possession of property, including books and records, purportedly under the possession or control (or subject to the possession or control) of the Receiver.
48. As also noted in the First Report, the matter of access to and production of documents and electronic records in these Receivership Proceedings is extraordinarily complex for a variety of reasons, including:
- (a) the scope of the physical records stored in various locations;
  - (b) the huge volume of electronic records, including 200 terabytes of data on 213 servers;
  - (c) the integration and complexity of the Debtors’ electronic system (electronic file storage, servers, systems and networks) involving the approximately 30 companies of the Nygard organization;
  - (d) the need to produce documents and records in response to the Grand Jury subpoena issued by the United States District Court for the Southern District of New York to Nygard, Inc.;
  - (e) the number of litigation actions in progress, including those in which both Debtors and Mr. Nygard (and perhaps non-Debtors) are parties, requiring the possible production of documents and / or requests for documents from Mr. Nygard in relation to his defense of such actions;

- (f) the logistics of the variety of storage locations and the interruption in normal business activity arising from the COVID-19 pandemic;
  - (g) the very substantial expected costs of document access, searching, identification, copying and production, and
  - (h) the need to balance the interests of stakeholders.
49. The Receiver and its counsel have been responsive to the requests for access, and there have been many telephone discussions and conference calls, and email correspondences (variously including the Receiver, Katten, TDS, counsel for the Lenders, counsel for the U.S. Attorney's office and counsel for Mr. Nygard and the non-Debtors (who we understand to have involved US counsel for Mr. Nygard)) in an effort to address the matters of document and electronic file access and production.
50. On April 29, 2020, after reviewing and considering the specific objections to the proposed Order made by counsel for Mr. Nygard and certain non-Debtors, the Manitoba Court made the Documents and Electronic Files Access Order, on the basis that certain matters of form (as opposed to any substantive issues) were to be consented to by interested parties prior to the signing of the Order. Counsel, other than counsel for Mr. Nygard and certain non-Debtor Nygard parties, have consented to the form of the said Order. Counsel for Mr. Nygard and certain non-Debtor Nygard parties have refused to do so, and, in the view of the Receiver, are improperly endeavoring to re-litigate aspects of the substance of the Documents and Electronic Files Access Order notwithstanding that, in substance, the said Order has already been made by the Manitoba Court. As a result, the Documents and Electronic Files Access Order has not yet been signed.

## VI. INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS

51. The Interim R&D for the period from the Appointment Date to May 17, 2020 is summarized as follows:

<b>Nygard Group</b> <b>Interim Statement of Receipts and Disbursements</b> <b>For the Period March 18, 2020 - May 16, 2020</b>		
	(\$CAD)	
<b>Cash on Hand - March 18</b>	<b>73,331</b>	<b>1</b>
<b>Receipts</b>		<b>Notes</b>
Accounts Receivable and Other Miscellaneous Collections	4,679,817	2
Sales Receipts	360,625	3
Receiver's Borrowings	5,839,539	4
<b>Total Receipts</b>	<b>10,879,981</b>	
<b>Disbursements</b>		
Payroll - CAD	2,214,892	5
Payroll - USD	371,252	5
Employee Benefits	27,583	5
Utilities / misc expenses	214,897	
Postage / Courier / Logistics Providers	136,428	6
Lender Holdback	353,570	7
Chargebacks / Returns	10,549	8
Professional Fees	1,772,034	9
Receivers' Sales Taxes	167,637	10
Debtors' Sales Taxes	30,224	11
Rent	183,669	12
Personal Protective Equipment	45,555	13
Bank Charges	21,625	
<b>Total Disbursements</b>	<b>5,549,913</b>	
<b>Excess of Receipts over Disbursements</b>	<b>5,330,068</b>	
Distribution to Lenders	(5,033,456)	14
<b>Cash on Hand - May 16</b>	<b>369,943</b>	
<b>Notes:</b>		
1 Represents cash in the Debtors' bank accounts on or about the Date of Appointment.		
2 Represents the collection of accounts receivable and other miscellaneous receipts including sales taxes.		
3 Represents receipt from ecommerce sales including sales taxes.		
4 Receiver's Borrowings funded via Receiver's Certificates issued to the Lenders. The actual amount owing on the Receiver's Certificates may vary slightly from the numbers presented herein due to foreign exchange.		
5 Represents gross wages, expenses and benefits paid to the Debtors' employees, as well as employee health and dental benefits. Includes pre-filing wages paid to the Debtors' current and former employees.		
6 Represents deposits and payments paid to logistics providers for the transport of goods.		
7 Lender holdback (as provided for pursuant to the Receiver Term Sheet).		
8 Represents credit card chargebacks and related amounts.		
9 Represents the fees, disbursements of the Receiver, TDS and Katten paid by the Receiver. Amounts include payment for certain fees and disbursements incurred prior to the Appointment Date.		
10 Consists of sales taxes paid on disbursement paid by the Receiver. This amount excludes sales taxes paid on disbursements by the Debtors.		
11 Consists of \$19,429 in pre-receivership provincial sales taxes for the month of February 2020 and \$10,732 in post-receivership sales taxes paid by the Debtors after the Appointment Date.		
12 Represents rent paid for the Woodbridge distribution centre. The company occupied and continued to utilize these premises since the Date of Appointment.		
13 Represents costs incurred for personal protective equipment for the Debtors' employees as a result of COVID-19.		
14 Pursuant to the Receivership Order, the Receiver is authorized and directed to remit to the Lenders any and all proceeds from the Property. This is consistent with the operations of the Credit Facility prior to the granting of the Receivership Order.		

52. The Receiver notes the following in connection with the Interim R&D:

- (a) pursuant to the provisions of the Receivership Order, the Debtors' cash management system (the "**Cash Management System**"), as described in detail in the March 9 Dean Affidavit, has continued to operate in the normal course without material change since the Appointment Date. The Debtors' primary banking accounts utilized in the Cash Management System are held at BMO (the "**BMO Accounts**"). In addition to the BMO Accounts, the Receiver has opened two (2) additional estate accounts (the "**Estate Accounts**", and together with the BMO Accounts, the "**Receivership Accounts**"). The Interim R&D includes the combined receipts and disbursements in the Receivership Accounts;
- (b) as shown in the Interim R&D, receipts totaled approximately \$10.9 million, comprised of approximately \$4.7 million related to the collection of accounts receivable and other miscellaneous receipts, \$0.4 million related to the collection of e-commerce sales and \$5.8 million related to the Receiver's Borrowings;
- (c) disbursements during the period of the Interim R&D, totaled approximately \$5.5 million and primarily consisted of payroll and source deductions, operating disbursements and professional fees; and
- (d) pursuant to the terms of the Receivership Order and the Receiver Term Sheet, and consistent with the operation of the Credit Facility before the commencement of the Receivership Proceedings, any and all proceeds from the Property, totaling approximately \$5.0 million, were distributed to the Lenders.

## **VII. PROFESSIONAL FEES AND DISBURSEMENTS**

53. The fees and disbursements of the Receiver and TDS for the period from March 16, 2020 to April 12, 2020, and the fees and disbursements of Katten from the period March 1, 2020 to March 24, 2020, were approved by the Manitoba Court as part of the General Order (see Appendix "F"). In accordance with the directions provided by the Honourable Justice Edmond at the hearing for the April 29 Motion, attached hereto as **Appendix "G"** are the detailed narratives of such accounts, redacted for confidential matters and / or commercially sensitive information associated with the Receivership proceedings.
54. Summaries of the accounts of the Receiver and TDS for the period April 13 to May 17, 2020, and of Katten for the period from March 25, 2020 to May 8, 2020, are attached hereto as **Appendix "H"**. The detailed narratives of such accounts, redacted for confidential matters and / or commercially sensitive information associated with the Receivership proceedings, are attached hereto as **Appendix "I"**.
55. The Receiver, TDS and Katten have maintained detailed records of their professional time and disbursements incurred in connection with the Nygard Group receivership proceedings.

56. In accordance with the Receivership Order, the Receiver has been authorized to periodically pay its fees and disbursements, and those of its counsel, subject to approval by the Manitoba Court.
57. The Receiver's professional fees incurred for services rendered from April 13, 2020 to May 17, 2020 amount to \$482,403.25, plus disbursements in the amount of \$24,120.18 (each excluding applicable taxes).
58. The fees of the Receiver's counsel, TDS, for services rendered from April 13, 2020 to May 17, 2020 total \$215,794.50, plus disbursements in the amount of \$1,254.38 (each excluding applicable taxes).
59. The fees of the Receiver's counsel, Katten, for services rendered from March 25, 2020, to May 8, 2020 total US\$194,945.50, plus disbursements in the amount of US\$2,118.61.
60. The Receiver has reviewed the accounts of TDS and Katten and confirms that the services reflected therein have been duly authorized and rendered and that, in the Receiver's opinion, the charges are reasonable.

## VIII. CONCLUSIONS

61. In consideration of all of the above, the Receiver respectfully requests that the Manitoba Court make Orders:
  - (a) approving the Landlord Terms Order;
  - (b) approving this Second Report and the actions / activities of the Receiver described therein;
  - (c) approving the Interim R&D; and
  - (d) approving the professional fees and disbursements of the Receiver, TDS and Katten in the amounts set out in this Second Report.

All of which is respectfully submitted on this 27th day of May, 2020.

**Richter Advisory Group Inc.**  
**in its capacity as Receiver of**  
**Nygard Holdings (USA) Limited, Nygard Inc., Fashion Ventures, Inc.,**  
**Nygard NY Retail, LLC, Nygard Enterprises Ltd., Nygard Properties Ltd.,**  
**4093879 Canada Ltd., 4093887 Canada Ltd., any Nygard International Partnership**  
**and not in its personal capacity**



Adam Sherman, MBA, CIRP, LIT



Pritesh Patel, MBA, CFA, CIRP, LIT

## **APPENDIX A**



File No. CI 20-01-26627

**THE QUEEN'S BENCH**  
**Winnipeg Centre**

**IN THE MATTER OF:**      **THE APPOINTMENT OF A RECEIVER PURSUANT TO  
SECTION 243 OF THE *BANKRUPTCY AND  
INSOLVENCY ACT*, R.S.C., C. B-3, AS AMENDED,  
AND SECTION 55 OF *THE COURT OF QUEEN'S  
BENCH ACT*, C.C.S.M., C. C280, AS AMENDED**

**BETWEEN:**

**WHITE OAK COMMERCIAL FINANCE, LLC**

Applicant

- and -

**NYGÅRD HOLDINGS (USA) LIMITED, NYGARD INC., FASHION  
VENTURES, INC., NYGARD NY RETAIL, LLC, NYGARD ENTERPRISES  
LTD., NYGARD PROPERTIES LTD., 4093879 CANADA LTD., 4093887  
CANADA LTD., and NYGARD INTERNATIONAL PARTNERSHIP.**

Respondents

---

**RECEIVERSHIP ORDER**

---

**OSLER, HOSKIN & HARCOURT LLP**

Barristers and Solicitors  
P.O. Box 50, 100 King Street West  
1 First Canadian Place  
Toronto, ON M5X 1B8

**Marc Wasserman**

Tel: 416.862.4908

Email: mwasserman@osler.com

**Jeremy Dacks**

Tel: 416.862.4923

Email: jdacks@osler.com

**PITBLADO LLP**

2500-360 Main St.  
Winnipeg MB R3C 4H6

**Catherine Howden**

Tel: 204.956.3532

Email: howden@pitblado.com

**Eric Blouw**

Tel: 204.956.3512

Email: blouw@pitblado.com

THE QUEEN'S BENCH  
Winnipeg Centre

THE HONOURABLE MR. ) WEDNESDAY, THE 18TH  
JUSTICE J.G. EDMOND ) DAY OF MARCH, 2020

IN THE MATTER OF: THE APPOINTMENT OF A RECEIVER PURSUANT TO  
SECTION 243 OF THE *BANKRUPTCY AND*  
*INSOLVENCY ACT*, R.S.C., C. B-3, AS AMENDED,  
AND SECTION 55 OF *THE COURT OF QUEEN'S*  
*BENCH ACT*, C.C.S.M., C. C280, AS AMENDED

BETWEEN:

WHITE OAK COMMERCIAL FINANCE, LLC

Applicant

- and -

NYGÅRD HOLDINGS (USA) LIMITED, NYGARD INC., FASHION  
VENTURES, INC., NYGARD NY RETAIL, LLC, NYGARD ENTERPRISES  
LTD, NYGARD PROPERTIES LTD., 4093879 CANADA LTD., 4093887  
CANADA LTD., and NYGARD INTERNATIONAL PARTNERSHIP.

Respondents

RECEIVERSHIP ORDER

THIS APPLICATION made by the Applicant for an Order pursuant to section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**") and section 55 of *The Court of Queen's Bench Act*, C.C.S.M. c. C280 (the "**QBA**") appointing Richter Advisory Group Inc. as receiver ("**Richter**" or, in such capacity, the "**Receiver**") without security, of all of the assets, undertakings and properties of Nygård Holdings (USA) Limited, Nygard Inc., Fashion Ventures, Inc., Nygard NY Retail, LLC, 4093879 Canada Ltd., 4093887 Canada Ltd., Nygard International Partnership, Nygard Properties Ltd. and Nygard Enterprises Ltd. (collectively and any of them, the "**Debtors**")

acquired for, or used in relation to a business carried on by, the Debtors, was heard this day at the Law Courts Building, 408 York Avenue, Winnipeg, Manitoba.

ON READING the Affidavit of Robert L. Dean affirmed March 9, 2020 (the "**Dean Affidavit**"), the Affidavit of Debbie Mackie affirmed March 10, 2020, the Affidavit of Greg Fenske affirmed March 11, 2020, the Affidavit of Jami Jacyk affirmed March 12, 2020, the Affidavit of Chantale DeBlois affirmed March 12, 2020, the Affidavit of Robert L. Dean affirmed March 17, 2020, the Affidavit of Laura Leigh Buley sworn March 17, 2020, the Affidavit of Greg Fenske affirmed March 18, 2020 and the "Confidential" Affidavit of Greg Fenske affirmed March 18, 2020 and on hearing the submissions of counsel for the Applicant, counsel for the Debtors, counsel for the Receiver, counsel for the Proposal Trustee, and no one else appearing although duly served as appears from the Affidavit of Service of Chantale DeBlois sworn March 9, 2020, filed herein, and on reading the consent of Richter to act as Receiver:

#### **SERVICE**

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

#### **APPOINTMENT**

2. THIS COURT ORDERS that pursuant to section 243(1) of the BIA and section 55 of the QBA, Richter is hereby appointed Receiver, without security, of all of the assets, undertakings and properties of the Debtors acquired for, or used in relation to a business carried on by the Debtors (the "**Business**"), including all proceeds thereof (the "**Property**").

3. THIS COURT ORDERS that, subject to further Order of this Court, and subject to the exercise of overriding powers pursuant to paragraph 6 hereof, the Debtors shall remain in possession and control of the Property, and the Receiver shall not be or be deemed to be in possession and control of the Property save and except as specifically provided for herein or pursuant to steps actually taken by the Receiver with respect to the Property under the permissive powers granted to the Receiver pursuant to paragraph 6 of this Order.



4. THIS COURT ORDERS that:

- (a) subject to paragraph 6(d) hereof, the Debtors' central cash management system and other accounts, as described in paragraphs 59 through 66 of the Dean Affidavit (the "**Cash Management System**") shall continue to be utilized at the direction of the Receiver on behalf of the Debtors (without any liability in respect thereof) and any bank or institution (each, a "Bank") providing the Cash Management System shall not be under any obligation whatsoever to inquire into the propriety, validity or legality of any transfer, payment, collection or other action taken under the Cash Management System, or as to the use or application by the Receiver on behalf of the Debtors (without any liability in respect thereof and as authorized by this Order) or the Receiver of funds transferred, paid, collected or otherwise dealt with in the Cash Management System, and shall be entitled to provide the Cash Management System without any liability in respect thereof to any person other than the Receiver on behalf of the Debtors (without any liability in respect thereof and as authorized by this Order) or the Receiver, pursuant to the terms of the documentation applicable to the Cash Management System, and shall be, in its capacity as provider of the Cash Management System, an unstayed and unaffected creditor with regard to any claims or expenses it may suffer or incur in connection with the provision of the Cash Management System; and
- (b) changes to the Cash Management System or to the operation of any Bank account thereunder shall be made only at the direction of and upon instruction from the Receiver and, for greater certainty, a Bank shall not accept or act upon the direction or instruction of the Debtors in relation thereto.

**RECEIVER'S POWERS**

5. THIS COURT ORDERS that the Receiver is hereby authorized and directed to:

- (a) remit to the Debtors from Receiver's borrowings such funding as the Receiver may from time to time approve for the purposes of the Business

in accordance with the provisions of the Receiver Term Sheet attached as Appendix "B" to this Receivership Order;

- (b) market and pursue all offers for sales of the Business or Property, in whole or in part, which may include: (i) advertising and soliciting offers in respect of the Property, the Business or any part or parts thereof and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate; (ii) soliciting proposals from third party liquidators; and (iii) engaging a real estate broker with respect to the sale of the Debtors' real property, subject to prior approval of this Court being obtained before any sale (except as permitted by paragraph 6(m)(i) below; and
- (c) remit to the Lenders (as defined in the Dean Affidavit), on behalf of the Debtors (without any liability in respect thereof), any and all proceeds from Property in repayment of amounts outstanding in respect of the Credit Agreement (as defined in the Dean Affidavit).

#### **RECEIVER'S PERMISSIVE POWERS**

6. THIS COURT ORDERS that the Receiver is hereby empowered and authorized, but not obligated, subject at all times to paragraph 5 above, to act at once in respect of the Property and, without in any way limiting the generality of the foregoing, the Receiver is hereby expressly empowered and authorized to do any of the following where the Receiver considers it necessary or desirable (provided that any disbursements made in connection with this paragraph 6 are made in accordance with the terms of this Receivership Order and the Receiver Term Sheet):

- (a) to take possession of and exercise control over the Property;
- (b) to receive, preserve, protect and maintain control of the Property, or any part or parts thereof, including, but not limited to, the changing of locks and security codes, the relocating of Property to safeguard it, the engaging of independent security personnel, the taking of physical inventories and the placement of such insurance coverage as may be necessary or desirable;
- (c) to manage, operate, and carry on the business of the Debtors, including the powers to enter into any agreements (including any amendments and



modifications thereto), incur any obligations in the ordinary course of business, cease to carry on all or any part of the business, or cease to perform any contracts of the Debtors;

- (d) take control of any and all accounts of the Debtors, including accounts with Banks, and take all required acts with any Bank to facilitate the control of such accounts, including changing signing authority on such accounts to such persons as the Receiver, in its sole discretion, deems appropriate, or, if deemed necessary by the Receiver, open one or more new accounts with any financial institution in the Receiver's Name ("**Receiver's Accounts**") and receive third party funds into the Receiver's Accounts, transfer into the Receiver's Accounts such funds of the Debtors as the Receiver, in its sole discretion, deems necessary or appropriate to assist with the exercise of the Receiver's powers and duties set out herein, or to make payments on behalf of the Debtors as the Receiver, in its sole discretion, deems necessary or appropriate; provided, however, that (i) in each case such action shall be without any liability of the Receiver in respect thereof; and (ii) the monies standing to the credit of the Receiver's Accounts from time to time shall be held by the Receiver to be dealt with as permitted by this Order or any other Orders of this Court;
- (e) to engage consultants, contractors, appraisers, agents, experts, auditors, accountants, managers, assistants, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties, including without limitation those conferred by this Order;
- (f) to purchase or lease such machinery, equipment, inventories, supplies, premises or other assets to continue the business of the Debtors or any part or parts thereof;
- (g) to consult with the Applicant from time to time and to provide such information to the Applicant as may be reasonably requested by the Applicant;

- (h) to exercise all remedies available to the Debtors for the collection of monies including, without limitation, to enforce any security held by the Debtors;
- (i) to remit to the Debtors funding from the Receiver's borrowings to continue to operate the Business in accordance with the Receiver Term Sheet;
- (j) to settle, extend or compromise any indebtedness owing to or by the Debtors;
- (k) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Property or the Business, whether in the Receiver's name or in the name and on behalf of the Debtors, for any purpose pursuant to this Order or otherwise authorized by the Court;
- (l) to initiate, prosecute and continue the prosecution of any and all proceedings and to defend all proceedings now pending or hereafter instituted with respect to the Debtors, the Property or the Receiver, and to settle or compromise any such proceedings. The authority hereby conveyed shall extend to such appeals or applications for judicial review in respect of any order or judgment pronounced in any such proceeding;
- (m) to sell, convey, transfer, lease or assign the Property or any part or parts thereof out of the ordinary course of business,
  - (i) without the approval of this Court in respect of any transaction not exceeding \$250,000, provided that the aggregate consideration for all such transactions does not exceed \$1,000,000; and
  - (ii) with the approval of this Court in respect of any transaction in which the purchase price or the aggregate purchase price exceeds the applicable amount set out in the preceding clause;

and in each such case notice under subsection 59(10) of *The Personal Property Security Act* (Manitoba), subsection 134(1) of *The Real Property Act* (Manitoba) or any similar federal or provincial legislation shall not be required;



- (n) to apply for any vesting order or other orders necessary to convey the Property or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting such Property;
- (o) to report to, meet with and discuss with such affected Persons (as defined below) as the Receiver deems appropriate on all matters relating to the Property and the receivership, and to share information, subject to such terms as to confidentiality as the Receiver deems advisable;
- (p) to register a copy of this Order and any other Orders in respect of the Property against title to any of the Property;
- (q) to apply for any permits, licences, approvals or permissions as may be required by any governmental authority and any renewals thereof for and on behalf of and, if thought desirable by the Receiver, in the name of the Debtors;
- (r) to enter into agreements with any trustee in bankruptcy appointed in respect of the Debtors, including, without limiting the generality of the foregoing, the ability to enter into occupation agreements for any property owned or leased by the Debtors;
- (s) to exercise any shareholder, partnership, joint venture or other rights which the Debtors may have;
- (t) to serve as a "foreign representative" of the Debtors in any proceeding outside of Canada; and
- (u) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations.

and in each case where the Receiver takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons (as defined below), including the Debtors, and without interference from any other Person.



## **DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE RECEIVER**

7. THIS COURT ORDERS that the Debtors, all of their current and former directors, officers, employees, agents, advisors, accountants, legal counsel and shareholders, and all other persons acting on their instructions or behalf, and all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being "**Persons**" and each being a "**Person**") shall forthwith advise the Receiver of the existence of any Property in such Person's possession or control, shall grant immediate and continued access to the Property to the Receiver, and shall deliver all such Property to the Receiver upon the Receiver's request.

8. THIS COURT ORDERS that all Persons shall forthwith advise the Receiver of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of the Debtors, including the Cash Management System, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the "**Records**") in that Person's possession or control, and shall provide to the Receiver or permit the Receiver to make, retain and take away copies thereof and grant to the Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph 8 or in paragraph 9 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Receiver due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

9. THIS COURT ORDERS that if any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give unfettered access to the Receiver for the purpose of allowing the Receiver to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Receiver. Further, for the purposes of this paragraph, all Persons shall forthwith provide the Receiver with all such assistance in gaining immediate access to the

information in the Records as the Receiver may in its discretion require, including providing the Receiver with instructions on the use of any computer or other system and providing the Receiver with any and all access codes, account names and account numbers that may be required to gain access to the information.

10. THIS COURT ORDERS that the Receiver shall provide each of the relevant landlords with notice of the Receiver's intention to remove any fixtures from any leased premises at least seven (7) days prior to the date of the intended removal. The relevant landlord shall be entitled to have a representative present in the leased premises to observe such removal and, if the landlord disputes the Receiver's entitlement to remove any such fixture under the provisions of the lease, such fixture shall remain on the premises and shall be dealt with as agreed between any applicable secured creditors, such landlord and the Receiver, or by further Order of this Court upon application by the Receiver on at least two (2) days' notice to such landlord and any such secured creditors.

#### **NO PROCEEDINGS AGAINST THE RECEIVER**

11. THIS COURT ORDERS that no proceeding or enforcement process in any court or tribunal (each, a "**Proceeding**"), shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

#### **NO PROCEEDINGS AGAINST THE DEBTORS OR THE PROPERTY**

12. THIS COURT ORDERS that no Proceeding against or in respect of the Debtors or the Property (including for greater certainty, any Property located on third-party premises) or any assets located on premises belonging to or leased by the Debtors shall be commenced or continued except with the written consent of the Receiver or with leave of this Court and any and all Proceedings currently under way against or in respect of the Debtors or the Property or any assets located on premises belonging to or leased by the Debtors are hereby stayed and suspended pending further Order of this Court provided; however, that nothing in this Order shall affect a Regulatory Body's investigation in respect of the Debtors or an action, suit or proceeding that is taken in respect of one or more of the Debtors by or before the Regulatory Body, other than the enforcement of a payment order by the Regulatory Body of the Court. "**Regulatory Body**" means a person or body that has powers, duties or functions relating to the enforcement or administration of an Act of Parliament or of the legislature of a province.



13. THIS COURT ORDERS that notwithstanding paragraph 12 of this Order, nothing contained in this Order shall prevent or stay the continuation of the proceeding of *Jane Does Nos. 1-10 v. Nygard et al.*, No. 20-cv-01288 (ER) against certain Debtors in the United States District Court for the Southern District of New York (the "**Jane Doe Proceeding**") through and including the entry of final judgment therein, provided that this Order shall prevent and stay in all respects the enforcement of any judgment therein against any of the Debtors. For the avoidance of doubt, (i) the Receiver shall be under no obligation whatsoever to take any actions or steps with respect to the Jane Doe Proceeding, including but not limited to defending against such proceeding, and (ii) the Receiver shall have no liability whatsoever in respect of the Jane Doe Proceeding.

#### **NO EXERCISE OF RIGHTS OR REMEDIES**

14. THIS COURT ORDERS that all rights and remedies against the Debtors, the Receiver, or affecting the Property (for certainty, including any rights and remedies of the plaintiffs as judgment creditors in the Jane Doe Proceeding, if applicable), are hereby stayed and suspended except with the written consent of the Receiver or leave of this Court, provided however that this stay and suspension does not apply in respect of any "eligible financial contract" as defined in the BIA, and further provided that nothing in this paragraph shall (i) empower the Receiver or the Debtors to carry on any business which the Debtors is not lawfully entitled to carry on, (ii) exempt the Receiver or the Debtors from compliance with statutory or regulatory provisions relating to health, safety or the environment, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien, provided that no further steps shall be taken.

#### **NO INTERFERENCE WITH THE RECEIVER**

15. THIS COURT ORDERS that no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Debtors, without written consent of the Receiver or leave of this Court.

#### **CONTINUATION OF SERVICES**

16. THIS COURT ORDERS that all Persons having oral or written agreements with the Debtors or statutory or regulatory mandates for the supply of goods and/or services,

including without limitation, all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Debtors are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Receiver, and that the Receiver shall be entitled to the continued use of the applicable Debtor's current telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Receiver in accordance with normal payment practices of the Debtors or such other practices as may be agreed upon by the supplier or service provider and the Receiver, or as may be ordered by this Court.

#### **EMPLOYEES**

17. THIS COURT ORDERS that all employees of the Debtors shall remain the employees of the applicable Debtor(s) until such time as the Receiver, on the Debtors' behalf, may terminate the employment of such employees. The Receiver shall not be liable for any employee-related liabilities, including any successor employer liabilities as provided for in section 14.06(1.2) of the BIA, other than such amounts as the Receiver may specifically agree in writing to pay, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*.

#### **PIPEDA**

18. THIS COURT ORDERS that pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, the Receiver shall disclose personal information of identifiable individuals to prospective purchasers or bidders for the Property and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete one or more sales of the Property (each, a "**Sale**"). Each prospective purchaser or bidder to whom such personal information is disclosed shall maintain and protect the privacy of such information and limit the use of such information to its evaluation of the Sale, and if it does not complete a Sale, shall return all such information to the Receiver, or in the alternative destroy all such information. The purchaser of any Property shall be entitled to continue to use the personal information provided to it, and related to the Property purchased, in a manner which is in all material respects identical to



the prior use of such information by the Debtors, and shall return all other personal information to the Receiver, or ensure that all other personal information is destroyed.

#### **LIMITATION ON ENVIRONMENTAL LIABILITIES**

19. THIS COURT ORDERS that in addition to paragraph 6 hereof, nothing herein contained shall require the Receiver to occupy or to take control, care, charge, possession or management (separately and/or collectively, "**Possession**") of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the *Canadian Environmental Protection Act*, *The Environment Act (Manitoba)*, *The Water Resources Conservation Act (Manitoba)*, *The Contaminated Sites Remediation Act (Manitoba)*, *The Dangerous Goods Handling and Transportation Act (Manitoba)*, *The Public Health Act (Manitoba)* or *The Workplace Safety and Health Act (Manitoba)* or any similar federal or provincial legislation and regulations thereunder (the "**Environmental Legislation**"), provided however that nothing herein shall exempt the Receiver from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Receiver shall not, as a result of this Order or anything done in pursuance of the Receiver's duties and powers under this Order, be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

#### **LIMITATION ON THE RECEIVER'S LIABILITY**

20. THIS COURT ORDERS that the Receiver shall incur no liability or obligation as a result of its appointment or the carrying out the provisions of this Order, including, for greater certainty, if applicable, in the Receiver's capacity as "foreign representative", save and except for any gross negligence or wilful misconduct on its part, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*. Nothing in this Order shall derogate from the protections afforded the Receiver by section 14.06 of the BIA or by any other applicable legislation.

## RECEIVER'S ACCOUNTS

21. THIS COURT ORDERS that the Receiver and counsel to the Receiver shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts, and that the Receiver and counsel to the Receiver shall be entitled to and are hereby granted a charge (the "**Receiver's Charge**") on the Property, as security for such fees and disbursements, both before and after the making of this Order in respect of these proceedings, and that the Receiver's Charge shall form a first charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise (each, an "**Encumbrance**"), in favour of any Person, except for any Encumbrance in favour of a secured creditor who would be materially affected by this Order and who was not given notice of this application, and subject to sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

22. THIS COURT ORDERS that the Receiver and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Receiver and its legal counsel are hereby referred to a judge of this Court, but nothing herein shall fetter this Court's discretion to refer such matters to a Master of this Court.

23. THIS COURT ORDERS that prior to the passing of its accounts, the Receiver shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees and disbursements, including legal fees and disbursements and applicable taxes, incurred at the standard rates and charges of the Receiver or its counsel, and such amounts shall constitute advances against its remuneration and disbursements when and as approved by this Court.

## FUNDING OF THE RECEIVERSHIP

24. THIS COURT ORDERS that the Receiver is at liberty and is hereby empowered to borrow from the Applicant, pursuant to and in accordance with the terms of the Receiver Term Sheet and the budget (the "**Budget**") contemplated therein, such monies from time to time as it may consider necessary or desirable for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by this Order, including, without limitation, payment of expenses contemplated in the Budget by the Receiver on behalf of the Debtors (without any liability in respect thereof and as authorized by this Order) or the Receiver, subject to the terms of the Receiver Term Sheet (including the Budget). The



whole of the Property shall be and is hereby charged by way of a fixed and specific charge (the "**Receiver's Borrowings Charge**") as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all Encumbrances in favour of any Person, but subordinate in priority to (i) any Encumbrance in favour of a secured creditor who would be materially affected by this Order and who was not given notice of this application, (ii) the Receiver's Charge, and (iii) the charges as set out in sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

25. THIS COURT ORDERS that neither the Receiver's Borrowings Charge nor any other security granted by the Receiver in connection with its borrowings under this Order shall be enforced without leave of this Court.

26. THIS COURT ORDERS that the Receiver is at liberty and authorized to issue certificates substantially in the form annexed as Schedule "A" hereto (the "**Receiver's Certificates**") for any amount borrowed by it pursuant to this Order.

27. THIS COURT ORDERS that the monies from time to time borrowed by the Receiver pursuant to this Order or any further order of this Court and any and all Receiver's Certificates evidencing the same or any part thereof shall rank on a *pari passu* basis, unless otherwise agreed to by the holders of any prior issued Receiver's Certificates.

28. THIS COURT ORDERS that notwithstanding any other provision of this Order, but subject to the terms of the Receiver Term Sheet, the lenders thereunder may cease making advances and the facility provided for under the Receiver Term Sheet shall be deemed to have expired.

#### **SERVICE AND NOTICE**

29. THIS COURT ORDERS that the Applicant and the Receiver be at liberty to serve this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or electronic transmission to the Debtors' creditors or other interested parties at their respective addresses as last shown on the records of the Debtors and that any such service or notice by courier, personal delivery or electronic transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

30. THIS COURT ORDERS that counsel for the Receiver shall prepare and keep a current list ("**Service List**") containing the name and contact information (which may include the address, telephone number and facsimile number or e-mail address) for service to: the Applicant, the Receiver; and each creditor or other interested party who has sent a request in writing, to counsel for the Receiver to be added to the Service List. The Service List shall indicate whether each person on the Service List has elected to be served by e-mail or facsimile, and failing such election the Service List shall indicate service by e-mail. The Service List shall be posted on the website of the Receiver at the address indicated in paragraph 31 herein. For greater certainty, creditors and other interested persons who have received notice of this Order and who do not send in a request, in writing, to counsel for the Receiver to be added to the Service List shall not be required to be further served in this proceeding. Service shall be deemed valid and sufficient if completed in the manner elected.

31. THIS COURT ORDERS that the Applicant, the Receiver, and all parties on the Service List may serve any court materials in these proceedings by e-mailing a PDF or other electronic copy of such materials to counsels' e-mail addresses as recorded on the Service List from time to time, which service shall be deemed valid and sufficient, and the Receiver shall post a copy of any and all such materials on its website at: <https://www.richter.ca/insolvencycase/nygard-group>.

#### **GENERAL**

32. THIS COURT ORDERS that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

33. THIS COURT ORDERS that nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of the Debtors.

34. THIS COURT ORDERS that this Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable



to give effect to this Order, to grant representative status to the Receiver in any foreign proceeding, or to assist the Receiver and its agents in carrying out the terms of this Order.

35. THIS COURT ORDERS that the Receiver is hereby directed, as "foreign representative" of the Debtors, to apply to the United States Bankruptcy Court for relief pursuant to Chapter 15 of the *United States Bankruptcy Code*, 11 U.S.C. 101-1330, as amended.

36. THIS COURT ORDERS that the Receiver shall be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Receiver is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

37. THIS COURT ORDERS that the Applicant shall have its costs of this Application, up to and including entry and service of this Order, provided for by the terms of the Applicant's security or, if not so provided by the Applicant's security, then on a solicitor client basis to be paid by the Receiver from the Debtors' estate with such priority and at such time as this Court may determine.

38. THIS COURT ORDERS that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Receiver and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

March 18, 2020

J.G.  
Edmond, J. Digitally signed by  
J.G. Edmond, J.  
Date: 2020.03.18  
15:55:32 -05'00'

---

EDMOND J.

I, JEREMY DACKS, OF THE FIRM OF OSLER, HOSKIN & HARCOURT LLP, HEREBY CERTIFY THAT I HAVE RECEIVED THE CONSENTS AS TO FORM OF THE FOLLOWING PARTIES:

AS DIRECTED BY THE HONOURABLE JUSTICE J.G. EDMOND

**SCHEDULE "A"**  
**RECEIVER CERTIFICATE**

CERTIFICATE NO. \_\_\_\_\_

AMOUNT \$\_\_\_\_\_

1. THIS IS TO CERTIFY that Richter Advisory Group Inc., the receiver (the "**Receiver**") of the assets, undertakings and properties of Nygård Holdings (USA) Limited, Nygård Inc., Fashion Ventures, Inc., Nygård NY Retail, LLC, 4093879 Canada Ltd., 4093887 Canada Ltd., Nygård International Partnership, Nygård Properties Ltd., and Nygård Enterprises Ltd. (collectively, the "**Debtors**") acquired for, or used in relation to a business carried on by the Debtors, including all proceeds thereof (collectively, the "**Property**") appointed by Order of the Court of Queen's Bench of Manitoba (the "**Court**") dated the \_\_\_\_ day of \_\_\_\_\_, 2020 (the "**Order**") made in an action having Court file number CI-\_\_\_\_\_, has received as such Receiver from the holder of this certificate (the "**Lender**") the principal sum of \$\_\_\_\_\_, being part of the total principal sum of \$\_\_\_\_\_ which the Receiver is authorized to borrow under and pursuant to the Order.

2. The principal sum evidenced by this certificate is payable on demand by the Lender with interest thereon calculated in accordance with Receiver Term Sheet attached as Appendix "B" to the Receivership Order made March 18, 2020.

3. Such principal sum with interest thereon is, by the terms of the Order, together with the principal sums and interest thereon of all other certificates issued by the Receiver pursuant to the Order or to any further order of the Court, a charge upon the whole of the Property, in priority to the security interests of any other person, but subject to the priority of the charges set out in the Order and in the *Bankruptcy and Insolvency Act*, and the right of the Receiver to indemnify itself out of such Property in respect of its remuneration and expenses.

4. All sums payable in respect of principal and interest under this certificate are payable in accordance with the Receiver Term Sheet.

5. Until all liability in respect of this certificate has been terminated, no certificates creating charges ranking or purporting to rank in priority to this certificate shall be issued

by the Receiver to any person other than the holder of this certificate without the prior written consent of the holder of this certificate.

6. The charge securing this certificate shall operate so as to permit the Receiver to deal with the Property as authorized by the Order and as authorized by any further or other order of the Court.

7. The Receiver does not undertake, and it is not under any personal or corporate liability, to pay any sum in respect of which it may issue certificates under the terms of the Order.

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 2020.

**RICHTER ADVISORY GROUP INC.**, solely in its capacity as Receiver of the assets, undertakings and properties of **NYGÅRD HOLDINGS (USA) LIMITED, NYGARD INC., FASHION VENTURES, INC., NYGARD NY RETAIL, LLC, NYGARD ENTERPRISES LTD, NYGARD PROPERTIES LTD., 4093879 CANADA LTD., 4093887 CANADA LTD., and NYGARD INTERNATIONAL PARTNERSHIP** and not in its personal or corporate capacity

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

Name:

Title:

**SCHEDULE "B"**  
**RECEIVER TERM SHEET**



## TERM SHEET

Dated as of March 10, 2020

WHEREAS White Oak Commercial Finance, LLC, in its capacity as administrative and collateral agent (the "**Agent**") under the Credit Agreement dated as of December 30, 2019 (the "**Credit Agreement**"), by and among the Debtors (as defined below), the Agent and White Oak Commercial Finance, LLC and Second Avenue Capital Partners, LLC as lenders (the "**Lenders**"), has sought the appointment of Richter Advisory Group Inc. ("**Richter**") as receiver (the "**Receiver**") of the assets, undertakings and properties (the "**Property**") of Nygård Holdings (USA) Limited, Nygård Inc., Fashion Ventures, Inc., Nygård NY Retail, LLC, 4093879 Canada Ltd., 4093887 Canada Ltd., Nygård International Partnership, Nygård Properties Ltd., and Nygård Enterprises Ltd. (collectively, the "**Debtors**") pursuant to section 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, and section 55 of *The Court of Queen's Bench Act*, C.C.S.M., c. C280, as amended;

AND WHEREAS the Receiver is to be appointed by Order of the Court of Queen's Bench (Winnipeg Centre) (the "**Court**") pursuant to a hearing scheduled on March 10, 2020 (as may be modified, amended or supplemented with consent of the Agent and the Receiver, the "**Receivership Order**");

AND WHEREAS, in either case, the Receiver will incur certain costs and obligations in relation to its appointment as Receiver of the Debtors;

AND WHEREAS the Lenders have agreed to fund such costs and obligations of the Receiver in accordance with the terms set out herein (such funding facility, the "**Facility**");

NOW THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. PURPOSE OF FACILITY: To fund the costs of (i) the exercise of the powers and duties conferred upon the Receiver by the Receivership Order; (ii) the Receiver's assessment of realization strategies for the Property and the implementation of same; and (iii) the fees and disbursements of the Receiver and its legal counsel in connection with the foregoing; all in accordance with the terms of a wind-down budget to be agreed upon by the Agent and the Receiver in writing (as may be subsequently amended, modified or supplemented from time to time on agreement of the Agent and the Receiver, the "**Budget**").
2. AVAILABILITY: Promptly following the granting of the Receivership Order, the Lenders will make initial advance(s) of the Facility to the Receiver in the aggregate amount of CDN\$4,938,000 (the "**Initial Advances**"). Thereafter, the Facility may be drawn down by the Receiver in accordance with the Budget and the terms hereof, unless otherwise agreed. CDN\$240,000 shall be held back by the Lenders and shall constitute an Initial Advance, the purpose of which will be to fund the costs of the Agent's legal counsel in connection with the



receivership proceedings.

3. INTEREST: Interest shall accrue from the date of the first Initial Advance on the outstanding balance of any Initial Advance and any advance thereafter (each, an "Advance") (collectively, the "Obligations") at the Default Rate (as defined in the Credit Agreement) of interest, which shall be computed on the same terms set forth in the Credit Agreement.

4. REPAYMENT: The Obligations (including interest thereon) shall be repaid to the Lenders upon the realization of proceeds from the sale of any Property, in accordance with the Receivership Order or any subsequent order of the Court, including, for the avoidance of doubt, sales in the ordinary course of business.

For greater certainty, Richter in its personal or corporate capacity will not have any liability to repay the Obligations (including interest thereon).

5. ADVANCES Following the first Initial Advance, the Facility may be drawn down by the Receiver in weekly Advances to cover anticipated costs and expenses of the Receivership in accordance with the Budget. The Receiver shall be entitled to submit a weekly written request (an "Advance Request") for an Advance. Such Advances are to be made in accordance with the Budget, unless otherwise agreed.

Upon receipt of an Advance Request, the Lenders will provide the requested Advance to the Receiver by wire transfer to an account stipulated by the Receiver by the end of the business day that is one business day following the day on which the Advance Request is received by the Agent.

6. REPORTING The Receiver shall provide the Agent with weekly borrowing base reporting, which shall include reporting with respect to, among other things: (i) accounts receivable and collections; (ii) inventory sales and holdings; (iii) weekly cash receipts and disbursements projections; (iv) variance reporting comparing actual receipts and disbursements for the preceding week to the Budget and the projection contemplated in subsection (iii) of this paragraph; (iv) the status of the liquidation contemplated in the Sale Approval Order provided for in Section 8 of this Term Sheet; and (v) such other information regarding the operations, business, affairs and financial conditions of the Debtors as the Agent may reasonably request. Notwithstanding the foregoing, nothing contained in Section 6 of this Term Sheet shall require the Receiver to acquire or implement any new reporting systems and the Receiver shall be entitled to utilize the Debtors' current reporting systems for the purposes of

reporting obligations under this Term Sheet.

7. TERM: The Facility will be available to the Receiver for an initial two-week period ending March 24, 2020 (the "**Initial Term**"). If the Agent elects to provide additional funding, in its sole discretion, such additional funding is to be provided for a period of time to be agreed upon by the Agent and the Receiver (the "**Extended Term**") in accordance with a revised budget to be agreed upon between the Agent and the Receiver.
8. CONDITIONS PRECEDENT: The Lenders will not be obliged to make any Advance (including any Initial Advance) under the Facility unless the following conditions precedent have been satisfied or waived:
1. The Receivership Order has been issued.
  2. The Receiver has executed and returned a copy of this Term Sheet.
  3. The Advance is in accordance with the Budget.
  4. The Sale Approval Order, in the form attached as Exhibit "A" hereto, has been issued; provided, however, that such condition shall not apply with respect to the Initial Advance(s).
9. TERMINATION: The Lenders shall be entitled, in their sole discretion, to notify the Receiver that they intend to cease to make further Initial Advances or Advances and to terminate their obligation to make Initial Advances or Advances under this Term Sheet; provided that in such case (i) the Receiver shall thereupon be entitled, but not obliged, to immediately apply to the Court to be fully discharged as receiver and manager of the Property, to which the Lenders will consent, and (ii) if the Receiver so applies to the Court to be fully discharged as receiver and manager of the Property, the Lenders shall continue to be obliged to make such Initial Advances or Advances to the Receiver as may be required to satisfy in full on a timely basis all payment and other obligations and liabilities of the Receiver incurred in the proper exercise of the Receiver's powers and until such time as the Receiver has been so discharged by the Court, provided that (A) in the case of an Initial Advance, such payment is contemplated in the cash flow forecast prepared by Richter dated March 9, 2020; and (B) in the case of an Advance, such Advance is expressly provided for in the Budget, in each case whether payment or liability in respect of such obligations is due or accrues due prior to or at the date of such discharge. Upon satisfaction of its



obligations described in (i), if applicable, and (ii), if applicable, of this paragraph, the Lender shall be under no further obligation to provide any Advance whatsoever.

10. RECEIVER  
OBLIGATIONS

Nothing in this Term Sheet or otherwise shall or shall be interpreted to require the Receiver to do any act or thing that would result in a breach or default by the Receiver of any duty or obligation of the Receiver as provided in or by the Receivership Order, any amendment thereof or further order, or any statute or otherwise at law.

11. GOVERNING  
LAW:

This Term Sheet shall be governed by, and construed in accordance with, the laws of the Province of Manitoba and the federal laws of Canada applicable therein.

12. SECURITY:

A court-ordered receiver's borrowing charge as provided for in the Receivership Order, in form and substance satisfactory to the Agent.

13. NOTICE:

Any notice or request required or permitted to be given in connection with this Term Sheet shall be in writing and shall be sufficiently given if delivered (whether in person, by courier service or other personal method of delivery, or, if transmitted, by email):

(a) in the case of the Receiver at:

Richter Advisory Group Inc.  
181 Bay Street, Suite #3510  
Toronto, Ontario, Canada  
M5J 2T3

Attention: Pritesh Patel  
Email: [PPatel@Richter.ca](mailto:PPatel@Richter.ca)

(b) in the case of the Agent at:

White Oak Commercial Finance, LLC  
1155 Avenue of the Americas, 15<sup>th</sup> Floor  
New York, New York 10036  
Attention: Glenn Schwartz  
Telephone: 212-887-7943  
Facsimile: 212-887-7988  
Email: [gschwartz@whiteoakcf.com](mailto:gschwartz@whiteoakcf.com)

with a copy to:

Osler, Hoskin & Harcourt LLP  
1 First Canadian Place  
100 King Street West, Suite 6200  
Toronto, ON M5X 1B8  
Attention: Marc Wasserman



Telephone: (416) 862-4908  
Facsimile: (416) 862-6666  
Email: mwasserman@osler.com

and with a copy to:  
Hahn & Hessen LLP  
488 Madison Avenue, 14<sup>th</sup> Floor  
New York, New York 10022  
Attention: Jeanne Siegel  
Telephone: (212) 478-7238  
Facsimile: (212) 478-7400  
Email: jsiegel@hahnhausen.com

*[Signature Page Follows]*

If the above terms and conditions contained herein are acceptable to the Receiver, please execute and return a copy of this Term Sheet.

**WHITE OAK FINANCIAL, LLC**

Per: Glenn Schwartz  
Name: Glenn Schwartz  
Title: SVP

**SECOND AVENUE CAPITAL PARTNERS,  
LLC**

Per: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

We acknowledge and accept the within terms and conditions as of the 10th day of March, 2020.

**RICHTER ADVISORY GROUP INC., solely in  
its capacity as proposed court-appointed receiver of  
the assets, undertakings and properties of  
NYGÅRD HOLDINGS (USA) LIMITED,  
NYGÅRD INC., FASHION VENTURES, INC.,  
NYGÅRD NY RETAIL, LLC, 4093879  
CANADA LTD., 4093887 CANADA LTD.,  
NYGÅRD INTERNATIONAL PARTNERSHIP,  
NYGÅRD PROPERTIES LTD., AND NYGÅRD  
ENTERPRISES LTD.**

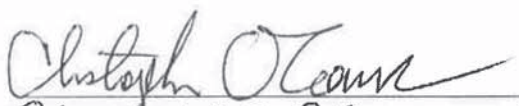
Per: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

If the above terms and conditions contained herein are acceptable to the Receiver, please execute and return a copy of this Term Sheet.

**WHITE OAK FINANCIAL, LLC**

Per: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**SECOND AVENUE CAPITAL PARTNERS,  
LLC**

Per:   
Name: Christopher O'Connor  
Title: President

We acknowledge and accept the within terms and conditions as of the 10th day of March, 2020.

**RICHTER ADVISORY GROUP INC., solely in its capacity as proposed court-appointed receiver of the assets, undertakings and properties of NYGÅRD HOLDINGS (USA) LIMITED, NYGÅRD INC., FASHION VENTURES, INC., NYGÅRD NY RETAIL, LLC, 4093879 CANADA LTD., 4093887 CANADA LTD., NYGÅRD INTERNATIONAL PARTNERSHIP, NYGÅRD PROPERTIES LTD., AND NYGÅRD ENTERPRISES LTD.**

Per: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

If the above terms and conditions contained herein are acceptable to the Receiver, please execute and return a copy of this Term Sheet.

**WHITE OAK FINANCIAL, LLC**

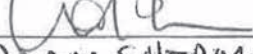
Per: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**SECOND AVENUE CAPITAL PARTNERS,  
LLC**

Per: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

We acknowledge and accept the within terms and conditions as of the 10th day of March, 2020.

**RICHTER ADVISORY GROUP INC., solely in  
its capacity as proposed court-appointed receiver of  
the assets, undertakings and properties of  
NYGÅRD HOLDINGS (USA) LIMITED,  
NYGÅRD INC., FASHION VENTURES, INC.,  
NYGÅRD NY RETAIL, LLC, 4093879  
CANADA LTD., 4093887 CANADA LTD.,  
NYGÅRD INTERNATIONAL PARTNERSHIP,  
NYGÅRD PROPERTIES LTD., AND NYGÅRD  
ENTERPRISES LTD.**

Per:   
Name: **ADAM SHERMAN**  
Title: **SENIOR VICE PRESIDENT**

**SCHEDULE "A"**

File No: CI ●

**THE QUEEN'S BENCH  
Winnipeg Centre**

**IN THE MATTER OF: THE APPOINTMENT OF A RECEIVER  
PURSUANT TO SECTION 243 OF THE  
*BANKRUPTCY AND INSOLVENCY ACT*, R.S.C., C.  
B-3, AS AMENDED, AND SECTION 55 OF *THE  
COURT OF QUEEN'S BENCH ACT*, C.C.S.M., C.  
C280, AS AMENDED**

**BETWEEN:**

**WHITE OAK COMMERCIAL FINANCE, LLC**

Applicant

- and -

**NYGÅRD HOLDINGS (USA) LIMITED, NYGARD INC., FASHION  
VENTURES, INC., NYGARD NY RETAIL, LLC, NYGARD  
ENTERPRISES LTD., NYGARD PROPERTIES LTD., 4093879  
CANADA LTD., 4093887 CANADA LTD., and NYGARD  
INTERNATIONAL PARTNERSHIP.**

Respondents

**ORDER**

**(Sale Approval)**

**OSLER, HOSKIN & HARCOURT LLP**

Barristers and Solicitors  
P.O. Box 50, 100 King Street West  
1 First Canadian Place  
Toronto, ON M5X 1B8

**Marc Wasserman**

Tel: 416.862.4908

Email: mwasserman@osler.com

**Jeremy Dacks**

Tel: 416.862.4923

Email: jdacks@osler.com

**PITBLADO LLP**

2500-360 Main St.  
Winnipeg MB R3C 4H6

**Catherine Howden**

Tel: 204.956.3532

Email: howden@pitblado.com

**Eric Blouw**

Tel: 204.956.3512

Email: blouw@pitblado.com



THE QUEEN'S BENCH  
Winnipeg Centre

THE HONOURABLE MR. ) ●, THE ●  
 )  
JUSTICE J.G. EDMOND ) DAY OF MARCH, 2020

IN THE MATTER OF: THE APPOINTMENT OF A RECEIVER  
PURSUANT TO SECTION 243 OF THE  
*BANKRUPTCY AND INSOLVENCY ACT*, R.S.C., C.  
B-3, AS AMENDED, AND SECTION 55 OF *THE*  
*COURT OF QUEEN'S BENCH ACT*, C.C.S.M., C.  
C280, AS AMENDED

BETWEEN:

WHITE OAK COMMERCIAL FINANCE, LLC

Applicant

- and -

NYGÅRD HOLDINGS (USA) LIMITED, NYGARD INC., FASHION  
VENTURES, INC., NYGARD NY RETAIL, LLC, NYGARD  
ENTERPRISES LTD, NYGARD PROPERTIES LTD., 4093879  
CANADA LTD., 4093887 CANADA LTD., and NYGARD  
INTERNATIONAL PARTNERSHIP.

Respondents

SALE APPROVAL ORDER

THIS MOTION brought by Richter Advisory Group Inc., in its capacity as court-appointed receiver (in such capacity, the "Receiver") without security, of all of the assets, undertakings and properties of Nygård Holdings (USA) Limited, Nygard Inc., Fashion

Ventures, Inc., Nygard NY Retail, LLC, 4093879 Canada Ltd., 4093887 Canada Ltd., Nygard International Partnership, Nygard Properties Ltd. and Nygard Enterprises Ltd. (collectively and any of them, the “**Debtors**”) for an Order, among other things, approving the transactions contemplated under a consulting agreement between ● (the “**Consultant**”) and the Receiver dated as of March ●, 2020 (the “**Consulting Agreement**”) and certain related relief, was heard this day at the Law Courts Building, 408 York Avenue, Winnipeg, Manitoba.

ON READING the Notice of Motion of the Receiver, the first report of the Receiver dated March ●, 2020 and the Appendices thereto (the “**First Report**”) and the Brief of Law of the Receiver, and on hearing the submissions of counsel for the Receiver, counsel for the Applicant and counsel for the Debtors, no one else appearing although duly served as appears from the Affidavit of Service of ● sworn March ●, 2020, filed herein:

#### **SERVICE AND DEFINITIONS**

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. THIS COURT ORDERS that any capitalized term used and not defined herein shall have the meaning ascribed thereto in the Sale Guidelines (as defined below) and the Consulting Agreement (attached as Exhibit “●” to the First Report), as applicable.

#### **THE CONSULTING AGREEMENT**

3. THIS COURT ORDERS that the Consulting Agreement, including the sale guidelines attached hereto as Schedule “A” (the “**Sale Guidelines**”), and the transactions contemplated thereunder are hereby approved, authorized and ratified and that the execution of the Consulting Agreement by the Receiver is hereby approved, authorized, and ratified with such minor amendments (to the Consulting Agreement, but not the Sale Guidelines) as the Receiver and the Consultant may agree to in writing. Subject to the provisions of this Order and the Receivership Order granted in these proceedings dated March 10, 2020 (the “**Receivership Order**”), the Receiver and the Consultant are hereby



authorized and directed to take any and all actions as may be necessary or desirable to implement the Consulting Agreement and each of the transactions contemplated therein. Without limiting the foregoing, the Receiver and the Consultant are authorized to execute any other agreement, contract, deed or any other document, or take any other action, which could be required or be useful to give full and complete effect to the Consulting Agreement.

#### **THE SALE**

4. THIS COURT ORDERS that the Consultant, with the assistance of the Receiver, is authorized to conduct the Sale in accordance with this Order, the Consulting Agreement and the Sale Guidelines and to advertise and promote the Sale within the Stores in accordance with the Sale Guidelines. If there is a conflict between this Order, the Consulting Agreement and the Sale Guidelines, the order of priority of documents to resolve such conflicts is as follows: (1) this Order; (2) the Sale Guidelines; and (3) the Consulting Agreement.

5. THIS COURT ORDERS that, subject to paragraph [10] of the Receivership Order, the Consultant, with the assistance of the Receiver, is authorized to market and sell the Merchandise and Nygard FF&E in accordance with the Sale Guidelines, free and clear of all liens, claims, encumbrances, security interests, mortgages, hypothecs, charges, trusts, deemed trusts, executions, levies, financial, monetary or other claims, whether or not such claims have attached or been perfected, registered or filed and whether secured, unsecured, quantified or unquantified, contingent or otherwise, whensoever and howsoever arising, and whether such claims arose or came into existence prior to the date of this Order or came into existence following the date of this Order, (in each case, whether contractual, statutory, arising by operation of law, in equity or otherwise) (all of the foregoing, collectively "Claims"), including, without limitation the Receiver's Charge and the Receiver's Borrowing Charge (as such terms are defined in the Receivership Order) and any other charges hereafter granted by this Court in these proceedings (collectively, the "Charges"), and all Claims, charges, security interests or liens evidenced by registrations pursuant to *The Personal Property Security Act* (Manitoba), *The Real Property Act* of



*Manitoba*, or any similar federal or provincial legislation (all of such Claims, charges (including the Charges), security interests and liens collectively referred to herein as “**Encumbrances**”), which Encumbrances will attach instead to the proceeds of the Sale (other than amounts specified in paragraph 14 of this Order) in the same order and priority as they existed immediately prior to such Sale.

6. THIS COURT ORDERS that subject to the terms of this Order, the Receivership Order and the Sale Guidelines, or any greater restrictions in the Consulting Agreement or the Sale Guidelines, the Consultant shall have the right to enter and use the Stores and all related store services and all facilities and all furniture, trade fixtures and equipment, including the Nygard FF&E, located at the Stores, and other assets of the Debtors as designated under the Consulting Agreement, for the purpose of conducting the Sale and for such purposes, the Consultant shall be entitled to the benefit of the stay of proceedings provided under the Receivership Order, as such stay of proceedings may be extended by further Order of the Court.

7. THIS COURT ORDERS that until the Sale Termination Date (as defined in the Consulting Agreement) for each Store (which shall in no event be later than ●, 2020), the Consultant shall have access to the Stores in accordance with the applicable Leases (as such term is defined in the Sale Guidelines) and the Sale Guidelines on the basis that the Consultant is assisting the Receiver and the Receiver has granted the right of access to the Store to the Consultant. To the extent that the terms of the applicable Leases are in conflict with any term of this Order or the Sale Guidelines, the terms of this Order and the Sale Guidelines shall govern.

8. THIS COURT ORDERS that nothing in this Order shall amend or vary, or be deemed to amend or vary the terms of the Leases. Nothing contained in this Order or the Sale Guidelines shall be construed to create or impose upon the Receiver or the Consultant any additional restrictions not contained in the applicable Lease or other occupancy agreement.

9. THIS COURT ORDERS that, subject to and in accordance with the Consulting Agreement, the Sale Guidelines and this Order, the Consultant is authorized to advertise

and promote the Sale, without further consent of any Person (as defined in the Receivership Order) other than the Receiver, as provided under the Consulting Agreement, or a Landlord (as defined in the Sale Guidelines), as provided under the Sale Guidelines.

10. THIS COURT ORDERS that until the Sale Termination Date, the Consultant shall have the right to use, without interference by any intellectual property licensor, any of the Debtors' trade names, trademarks and logos relating to and used in connection with the operation of the Stores, as well as all licenses and rights granted to the Debtors' to use the trade names, trademarks, and logos of third parties, solely for the purpose of advertising and conducting the Sale in accordance with the terms of the Consulting Agreement, the Sale Guidelines, and this Order.

#### **CONSULTANT LIABILITY**

11. THIS COURT ORDERS that the Consultant shall act solely as an independent consultant to the Receiver and that it shall not be liable for any claims against the Receiver or the Debtors, other than as expressly provided in the Consulting Agreement (including the Consultant's indemnity obligations thereunder) or the Sale Guidelines and, for greater certainty:

- (a) the Consultant shall not be deemed to be an owner or in possession, care, control or management of the Stores, of the assets located therein or associated therewith or of the Debtors' employees located at the Stores or any other property of the Debtors;
- (b) the Consultant shall not be deemed to be an employer, or a joint or successor employer or a related or common employer or payor within the meaning of any legislation governing employment or labour standards or pension benefits or health and safety or other statute, regulation or rule of law or equity for any purpose whatsoever, and shall not incur any successorship liabilities whatsoever; and
- (c) the Debtors shall bear all responsibility for any liability whatsoever (including without limitation losses, costs, damages, fines, or awards)



relating to claims of customers, employees and any other persons arising from events occurring at the Stores during and after the term of the Sale, or otherwise in connection with the Sale, except to the extent that such claims are the result of events or circumstances caused or contributed to by the gross negligence or wilful misconduct of the Consultant, its employees, agents or other representatives, or otherwise in accordance with the Consulting Agreement.

12. THIS COURT ORDERS that to the extent any Landlord may have a claim against the Debtors arising solely out of the conduct of the Consultant in conducting the Sale for which the Debtors and/or the Receiver has claims against the Consultant under the Consulting Agreement, the Debtors and/or the Receiver, as applicable, shall be deemed to have assigned such claims free and clear to the applicable Landlord (the “**Assigned Landlord Rights**”); provided that each such Landlord shall only be permitted to advance each such claims against the Consultant if written notice, including the reasonable details of such claims, is provided by such Landlord to the Consultant and the Receiver during the period from the Sale Commencement Date to the date that is thirty (30) days following the Sale Termination Date, provided however that the Landlords shall be provided with access to the Stores to inspect the Stores within fifteen (15) days following the Sale Termination Date.

#### **CONSULTANT AN UNAFFECTED CREDITOR**

13. THIS COURT ORDERS that the Receiver is hereby authorized and directed, in accordance with the Consulting Agreement, to remit all amounts that become due to the Consultant thereunder.

14. THIS COURT ORDERS that no Encumbrances shall attach to any amounts payable or to be credited or reimbursed to, or retained by, the Consultant pursuant to the Consulting Agreement, including, without limitation, any amounts to be reimbursed by the Receiver to the Consultant pursuant to the Consulting Agreement, and at all times the Consultant will retain such amounts, free and clear of all Encumbrances, notwithstanding

any enforcement or other process or Claims, all in accordance with the Consulting Agreement.

15. THIS COURT ORDERS that notwithstanding:

- (a) the pendency of these proceedings;
- (b) application for a bankruptcy order now or hereafter issued pursuant to the Bankruptcy and Insolvency Act ("BIA") in respect of F21 Canada, or any bankruptcy order made pursuant to any such applications;
- (c) any assignment in bankruptcy made in respect of the Debtors;
- (d) the provisions of any federal or provincial statute; or
- (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of encumbrances, contained in any existing loan documents, lease, mortgage, security agreement, debenture, sublease, offer to lease or other document or agreement to which one or more of the Debtor(s) are a party;

the Consulting Agreement and the transactions and actions provided for and contemplated therein, including without limitation, the payment of amounts due to the Consultant and the Assigned Landlord Rights shall be binding on any trustee in bankruptcy that may be appointed in respect of any one or more of the Debtors and shall not be void or voidable by any Person, including any creditor of the Debtors, nor shall they, or any of them, constitute or be deemed to be a preference, fraudulent conveyance, transfer at undervalue or other challengeable reviewable transaction, under the BIA or any applicable law, nor shall they constitute oppressive or unfairly prejudicial conduct under any applicable law.

#### **OTHER**

16. THIS COURT ORDERS that the Receiver is authorized and permitted to transfer to the Consultant such personal information of the Debtors in the Receiver's custody and

control solely for the purposes of assisting with and conducting the Sale and only to the extent necessary for such purposes.

**GENERAL**

17. THIS COURT ORDERS that this Order shall have full force and effect in all provinces and territories in Canada.

18. THIS COURT HEREBY REQUESTS the aid and recognition of any Court, tribunal, regulatory or administrative bodies, having jurisdiction in Canada or in the United States of America, to give effect to this Order and to assist the Consultant, the Receiver and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Consultant and the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Receiver in any foreign proceeding, or to assist the Consultant and the Receiver and their respective agents in carrying out the terms of this Order.

March ●, 2020

---

I, JEREMY DACKS, OF THE FIRM OF OSLER, HOSKIN & HARCOURT LLP, HEREBY CERTIFY THAT I HAVE RECEIVED THE CONSENTS AS TO FORM OF THE FOLLOWING PARTIES:

AS DIRECTED BY THE HONOURABLE JUSTICE J.G. EDMOND

---

**SCHEDULE "A"**  
**SALE GUIDELINES**  
**(SEE ATTACHED)**



## SALE GUIDELINES

The following procedures shall apply to any Sales, including those to be held at retail stores (the “Stores”) of Nygård Holdings (USA) Limited, Nygard Inc., Fashion Ventures, Inc., Nygard NY Retail, LLC, Nygard Enterprises Ltd, Nygard Properties Ltd., 4093879 Canada Ltd., 4093887 Canada Ltd., or Nygard International Partnership (collectively, “Nygard”). Terms capitalized but not defined in these Sale Guidelines have the meanings ascribed to them in the Consulting Agreement (as defined below).

1. Except as otherwise expressly set out herein, and subject to: (i) the Order of the Queen’s Bench (Winnipeg Centre) (the “Court”) dated March ●, 2020 approving the Consulting Agreement between ● (the “Consultant”) and Richter Advisory Group Inc., in its capacity as receiver of Nygard (the “Receiver”) dated March ●, 2020 (the “Consulting Agreement”) and the transactions contemplated thereunder (the “Approval Order”); (ii) any further Order of the Court; or (iii) any subsequent written agreement between the Receiver and applicable landlord(s) of Nygard (individually, a “Landlord” and, collectively, the “Landlords”) and approved by the Consultant, the Sale shall be conducted in accordance with the terms of the applicable leases or other occupancy agreements for each of the affected Stores (individually, a “Lease” and, collectively, the “Leases”). However, nothing contained herein shall be construed to create or impose upon the Receiver, Nygard or the Consultant any additional restrictions not contained in the applicable Lease or other occupancy agreement.
2. The Sale shall be conducted so that each of the Stores remain open during their normal hours of operation provided for in the respective Leases for the Stores until the applicable premises vacate date for each Store under the Consulting Agreement (the “Vacate Date”), and in all cases no later than ●, 2020.
3. The Sale shall be conducted in accordance with applicable federal, provincial and municipal laws, unless otherwise ordered by the Court.
4. All display and hanging signs used by the Consultant in connection with the Sale shall be professionally produced and all hanging signs shall be hung in a professional manner. Notwithstanding anything to the contrary contained in the Leases, the Consultant may advertise the Sale at the Stores as a “everything on sale”, “everything must go”, “store closing” or similar theme sale at the Stores (provided however that no signs shall advertise the Sale as a “bankruptcy”, a “liquidation” or a “going out of business” sale, it being understood that the French equivalent of “clearance” is “liquidation” and is permitted to be used). Forthwith upon request, the Consultant shall provide the proposed signage packages along with proposed dimensions by e-mail or facsimile to the applicable Landlords or to their counsel of record and the applicable Landlord shall notify the Consultant of any requirement for such signage to otherwise comply with the terms of the Lease and/or the Sale Guidelines and where the provisions of the Lease conflicts with these Sale Guidelines, these Sale Guidelines shall govern. The Consultant shall not use neon or day-glow signs or any handwritten signage (save that handwritten “you pay” or “topper” signs may be used). If a Landlord is concerned with “Store Closing” signs being placed in the front window of a Store or with the number or size of the signs in the front window, the Receiver, the Consultant and the Landlord will work together to resolve the dispute. Furthermore, with



respect to enclosed mall Store locations without a separate entrance from the exterior of the enclosed mall, no exterior signs or signs in common areas of a mall shall be used unless explicitly permitted by the applicable Lease. In addition, the Consultant shall be permitted to utilize exterior banners/signs at stand alone or strip mall Stores or enclosed mall Store locations with a separate entrance from the exterior of the enclosed mall; provided, however, that: (i) no signage in any other common areas of a mall shall be used; and (ii) where such banners are not explicitly permitted by the applicable Lease and the Landlord requests in writing that banners are not to be used, no banners shall be used absent further Order of the Court, which may be sought on an expedited basis on notice to the Service List (as defined in the Receivership Order, defined below). Any banners used shall be located or hung so as to make clear that the Sale is being conducted only at the affected Store and shall not be wider than the premises occupied by the affected Store. All exterior banners shall be professionally hung and to the extent that there is any damage to the facade of the premises of a Store as a result of the hanging or removal of the exterior banner, such damage shall be professionally repaired at the expense of the Consultant. The Consultant shall not utilize any commercial trucks to advertise the Sale on the Landlord's property or mall ring roads.

5. The Consultant shall be permitted to utilize sign walkers and street signage; provided, however, such sign walkers and street signage shall not be located on the shopping centre or mall premises.
6. The Consultant shall be entitled to include additional merchandise in the Sale; provided that (a) the additional merchandise is currently in the possession of the Receiver or Nygard or has previously been ordered by or on behalf of Nygard and is currently in transit to Nygard; and (b) the additional merchandise is of like kind and category and no lesser quality to the Merchandise, and consistent with any restriction on usage of the Stores set out in the applicable Leases.
7. Conspicuous signs shall be posted in the cash register areas of each Store to the effect that all sales are "final" and customers with any questions or complaints are to call Nygard's hotline number.
8. The Consultant shall not distribute handbills, leaflets or other written materials to customers outside of any of the Stores on Landlord's property, unless explicitly permitted by the applicable Lease or, if distribution is customary in the shopping centre in which the Store is located. Otherwise, the Consultant may solicit customers in the Stores themselves. The Consultant shall not use any giant balloons, flashing lights or amplified sound to advertise the Sale or solicit customers, except as explicitly permitted under the applicable Lease or agreed to by the Landlord.
9. At the conclusion of the Sale in each Store, the Consultant and the Receiver shall arrange that the premises for each Store are in "broom-swept" and clean condition, and shall arrange that the Stores are in the same condition as on the commencement of the Sale, ordinary wear and tear excepted. No property of any Landlord of a Store shall be removed or sold during the Sale. No permanent fixtures (other than Nygard FF&E (as defined below) for clarity) may be removed without the Landlord's written consent unless otherwise provided by the applicable Lease and in accordance with the Order of the Court dated March 10, 2020 whereby, among other things, the Receiver was appointed (the "**Receivership Order**") and the Approval Order. Any trade fixtures or personal property left in a Store after the



applicable Vacate Date shall be deemed abandoned, with the applicable Landlord having the right to dispose of the same as the Landlord chooses, without any liability whatsoever on the part of the Landlord. Nothing in this paragraph shall derogate from the Consultant's obligations under the Consulting Agreement.

10. Subject to the terms of paragraph 8 above, the Consultant shall sell furniture, fixtures and equipment owned by Nygard ("Nygard FF&E") and located in the Stores during the Sale. For greater certainty, Nygard FF&E does not include any portion of the Stores' HVAC, sprinkler, fire suppression, or fire alarm systems. The Consultant may advertise the sale of Nygard FF&E consistent with these Sale Guidelines on the understanding that the Landlord may require such signs to be placed in discreet locations within the Stores reasonably acceptable to the Landlord. Additionally, the purchasers of any Nygard FF&E sold during the Sale shall only be permitted to remove the Nygard FF&E either through the back shipping areas designated by the Landlord or through other areas after regular Store business hours or, through the front door of the Store during Store business hours if the Nygard FF&E can fit in a shopping bag, with Landlord's supervision as required by the Landlord and in accordance with the Receivership Order and the Approval Order. The Consultant shall repair any damage to the Stores resulting from the removal of any Nygard FF&E by the Consultant or by any third party purchasers of Nygard FF&E from Consultant.
11. The Consultant shall not make any alterations to interior or exterior Store lighting, except as authorized pursuant to the affected Lease. The hanging of exterior banners or other signage, where permitted in accordance with the terms of these Sale Guidelines, shall not constitute an alteration to a Store.
12. The Receiver hereby provides notice to the Landlords of Nygard of the Consultant's intention to sell and remove Nygard FF&E from the Stores. The Consultant shall make commercially reasonable efforts to arrange with each Landlord represented by counsel on the Service List, and with any other Landlord that so requests, a walk-through with the Consultant to identify the Nygard FF&E subject to the Sale. The relevant Landlord shall be entitled to have a representative present in the applicable Stores to observe such removal. If the Landlord disputes the Consultant's entitlement to sell or remove any Nygard FF&E under the provisions of the Lease, such Nygard FF&E shall remain on the premises and shall be dealt with as agreed between the Receiver, the Consultant and such Landlord, or by further Order of the Court upon application by Receiver on at least two (2) days' notice to such Landlord.
13. The Consultant and its agents and representatives shall have the same access rights to the Stores as Nygard and/or the Receiver under the terms of the applicable Lease and the Receivership Order, and the Landlords shall have the rights of access to the Stores during the Sale provided for in the applicable Lease (subject, for greater certainty, to any applicable stay of proceedings).
14. The Receiver and the Consultant shall not conduct any auctions of Merchandise or Nygard FF&E at any of the Stores.
15. The Consultant and the Receiver shall each designate a party to be contacted by the Landlords should a dispute arise concerning the conduct of the Sale. The initial contact person for the Consultant shall be ● of ● who may be reached by phone at ● or email at ●.

If the parties are unable to resolve the dispute between themselves, each of the Landlord and the Receiver shall have the right to schedule a "status hearing" before the Court on no less than two (2) days written notice to the other parties, during which time the Consultant shall cease all activity in dispute other than activity expressly permitted herein, pending determination of the matter by the Court; provided, however, subject to paragraph 4 of these Sale Guidelines, if a banner has been hung in accordance with these Sale Guidelines and is the subject of a dispute, the Consultant shall not be required to take any such banner down pending determination of any dispute.

16. Nothing herein or in the Consulting Agreement is, or shall be deemed to be a consent by any Landlord to the sale, assignment or transfer of any Lease, or shall, or shall be deemed to, or grant to the Landlord any greater rights than already exist under the terms of any applicable Lease.
17. These Sale Guidelines may be amended by written agreement between the Consultant, the Receiver and the applicable Landlord, or upon further order of the Court.

## **APPENDIX B**



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

NYGARD HOLDINGS (USA) LIMITED, et al.,<sup>1</sup>

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 20-10828 (SMB)

Jointly Administered

**ORDER RECOGNIZING FOREIGN MAIN PROCEEDING  
AND RELATED RELIEF**

Upon the *Verified Petition Under Chapter 15 for Recognition of a Foreign Main Proceeding and Related Relief* [Dkt 2] (together with the Forms of Voluntary Petition [Dkt 1], collectively, the “Petition”)<sup>2</sup> of Richter Advisory Group Inc. (“Richter”), solely in its capacity as court-appointed receiver (and not in its personal or corporate capacity) (the “Receiver”) and authorized foreign representative (the “Foreign Representative”) of:

(a) Nygard Holdings (USA) Limited (“Holdings”); Nygard Inc. (“Inc.”); Nygard NY Retail, LLC (“NY Retail”); and Fashion Ventures, Inc. (“Fashion”), and

(b) Nygard International Partnership (“International”); Nygard Properties Ltd. (“Properties”); Nygard Enterprises Ltd. (“Enterprises”); 4093887 Canada Ltd. (“4093887”); and 4093879 Canada Ltd. (“4093879”) (collectively, the “Debtors”), each of which was placed in a receivership on March 18, 2020 by order (the “Receivership Order”) of the Court of Queen’s Bench Manitoba (the “Canadian Court”), Court File No. CI 20-01-26627 (the “Canadian

<sup>1</sup> The Debtors in these Chapter 15 cases, along with the last four digits of each Debtor’s U.S. Federal Employer Identification Number (“FEIN”) or Canada Revenue Agency Business Registration Number (“CRA”) , are: Nygard Holdings (USA) Limited (FEIN 3048), Nygard Inc. (FEIN 0509), Nygard NY Retail, LLC (FEIN 1672), Fashion Ventures, Inc. (FEIN 0956), Nygard International Partnership (FEIN 1535), Nygard Properties Ltd. (CRA 0003), Nygard Enterprises Ltd. (FEIN 7127), 4093887 Canada Ltd. (FEIN 1534), 4093879 Canada Ltd. (FEIN 1533).

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Petition. References to sections and chapters are references to sections and chapters of the Bankruptcy Code unless otherwise stated.

Proceeding”), seeking entry of an order pursuant to sections 105(a), 1504, 1507, 1509, 1515, 1517, 1520, and 1521 of Title 11 of the United States Code (the “Bankruptcy Code”), granting recognition of the Foreign Proceeding as a foreign main proceeding, and granting related relief;<sup>3</sup> and

Upon the record of this case and the hearing held on April 14, 2020 (the “Hearing”) to consider (i) the Petition and (ii) the relief requested in the *Motion of the Receiver as Authorized Foreign Representative for Entry of an Order Granting Provisional Relief Pursuant to Sections 105(a) and 1519 of the Bankruptcy Code* [Dkt 3]; and

Upon the Court’s review and consideration of the Petition and the Benchaya Declaration, any objections and responses thereto, and the Court having found and determined that the relief sought in the Petition is consistent with the purposes of Chapter 15 and is in the best interests of the Debtors and their creditors; and after due deliberation and sufficient cause appearing therefor; and for the reasons stated on the record at the Hearing:

**IT IS HEREBY FOUND AND DETERMINED:<sup>4</sup>**

A. This Court has jurisdiction to consider the Petition and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the Southern District of New York dated as of January 31, 2012, Reference M-431, *In re Standing Order of Reference Re: Title 11*, 12 Misc. 00032 (S.D.N.Y. Feb. 1, 2012) (Preska, C.J.).

---

<sup>3</sup> References to sections and chapter are references to sections and chapters of the Bankruptcy Code unless otherwise stated.

<sup>4</sup> The findings and conclusions set forth herein and on the record of the Hearing constitute this Court’s findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, as made applicable herein by Rules 7052 and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). To the extent any of the findings of fact herein constitute conclusions of law, they are adopted as such. To the extent any of the conclusions of law herein constitute findings of fact, they are adopted as such.

B. The Petition and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P), and this Court may enter a final order consistent with Article III of the United States Constitution.

C. Venue is proper before this Court pursuant to 28 U.S.C. § 1410(1) and (3).

D. Good, sufficient, appropriate, and timely notice of the filing of the Petition and the Hearing has been given by the Foreign Representative, pursuant to Bankruptcy Rules 1011(b) and 2002(q) and the *Order Scheduling Hearing on Chapter 15 Petition and Related Relief and Specifying Form and Manner of Service of Notice* [Dkt 12] to: (i) the United States Trustee for the Southern District of New York (Attn: Paul K. Schwartzberg, Esq.); (ii) the Debtors; (iii) Peter J. Nygard; (iv) all persons or bodies authorized to administer foreign proceedings of the Debtors, including the Canadian Proceeding; (v) all entities against whom provisional relief was sought under section 1519 of the Bankruptcy Code; (vi) all known parties to litigation pending in the United States to which any of the Debtors is a party at the time of the filing of the Petition; and (vii) all parties that have filed a notice of appearance in these chapter 15 cases. In light of the nature of the relief requested and prior orders of this Court, no other or further notice is required.

E. No objections or responses were filed that have not been overruled, withdrawn, or otherwise resolved.

F. Each of the Debtors has property located in this District, and therefore, each of the Debtors is “eligible” to be a debtor in these chapter 15 cases pursuant to sections 109 and 1501.

G. The Canadian Proceeding is a “foreign proceeding” as such term is defined in section 101(23).

H. The Canadian Proceeding is pending in Canada, which is where the Debtors have their “center of main interests” as referred to in section 1517(b)(1). As such, the Canadian

Proceeding is a “foreign main proceeding” pursuant to section 1502(4), is entitled to recognition as a foreign main proceeding pursuant to section 1517(b)(1) and is entitled to all relief afforded to foreign main proceedings under section 1520. The Foreign Representative is a “person” as such term is defined in section 101(41) and has been duly appointed and designated as the “foreign representative” of the Debtors as such term is defined in section 101(24).

I. These chapter 15 cases were properly commenced pursuant to sections 1504 and 1509, and the Petition satisfies the requirements of section 1515.

J. The Foreign Representative and each of the Debtors, as applicable, is entitled to the additional assistance and discretionary relief under sections 1507 and 1521 (including application of section 365) requested in the Petition.

K. The Foreign Representative has demonstrated that application of section 365, as made applicable by sections 105(a), 1507 and 1521(a)(7), is necessary to enable the Foreign Representative or any of the Debtors to assume or reject a contract or compel a contract counterparty to perform under a contract. Absent application of section 365, there is a material risk that one or more of the Debtors’ contract counterparties may terminate agreements or discontinue performance, which could impose severe economic consequences on the Debtors’ estates and interfere with liquidation efforts.

L. The relief granted herein is necessary and appropriate, in the interests of the public and of international comity, not inconsistent with the public policy of the United States, warranted pursuant to sections 105(a), 1504, 1507, 1509, 1515, 1517, 1520 and 1521 and will not cause hardship to any party in interest. To the extent that any hardship or inconvenience may result to such parties, it is outweighed by the benefits of the requested relief to the Foreign Representative, the Debtors, their creditors and other parties in interest.



M. In accordance with section 1507(b), the relief granted will reasonably assure: (i) the just treatment of all holders of claims against or interests in the Debtors' property; (ii) the protection of claim holders in the United States against prejudice and inconvenience in the processing of claims in the Canadian Proceeding; (iii) the prevention of preferential or fraudulent dispositions of property of the Debtors; and (iv) the distribution of proceeds of the Debtors' property substantially in accordance with the order prescribed in the Bankruptcy Code.

**BASED ON THE FOREGOING FINDINGS OF FACT AND AFTER DUE  
DELIBERATION AND SUFFICIENT CAUSE APPEARING THEREFOR, IT IS HEREBY  
ORDERED:**

1. The Petition and the relief requested are granted, and any objections or responses thereto that have not been withdrawn or resolved are overruled.

2. The Canadian Proceeding is recognized as a "foreign main proceeding" under sections 1517(a) and 1517(b)(1).

3. The Receivership Order, including any extensions or amendments thereto authorized by the Canadian Court **as of the date of this order**, is hereby enforced on a final basis and given full force and effect in the United States (except as otherwise expressly provided herein).

**[SMB: 4/23/20]**

4. The Foreign Representative is recognized as the "foreign representative" as defined in section 101(24).

5. All relief and protection afforded to a foreign main proceeding under section 1520 is hereby granted to the Canadian Proceeding, the Foreign Representative, the Debtors, and their assets located in the United States.

6. Sections 362 and 365 shall hereby apply with respect to the Debtors and the property of the Debtors that is located within the territorial jurisdiction of the United States. All entities (as defined in section 101(15)) other than the Foreign Representative and its authorized representatives and agents are hereby permanently enjoined with respect to each of the Debtors and the property of each of the Debtors from:

- (a) executing against any asset of any of the Debtors;
- (b) commencing or continuing, including issuing or employing process, of a judicial, quasi-judicial, administrative, regulatory, arbitral, or other action or proceeding **that could have been commenced before the commencement of these Chapter 15 cases**, or to recover a claim, **against the Debtors that arose before the commencement of these Chapter 15 cases** ~~including, without limitation, any and all unpaid judgments, settlements or otherwise against any of the Debtors, its property, or any direct or indirect transferee of or successor to any property of any Debtor, or any property of such transferee or successor, or the seeking of any discovery related to any of the foregoing, which in each case is in any way inconsistent with, relates to, or would interfere with, the administration of the Debtors' estates in the Canadian Proceeding or Canadian law~~ (except that, the plaintiffs in the Class Action Lawsuit, as defined in the Verified Petition, may file and serve an amended complaint, though the Class Action Lawsuit otherwise shall be stayed as to the Debtors and the Foreign Representative shall have no obligation to respond to any amended complaint while the stay is pending, which stay may be modified by further order of the Court); **[SMB: 4/23/20]**

- (c) taking or continuing any act to create, perfect or enforce a lien or other security interest, setoff or other claim against any of the Debtors or any of its property or proceeds thereof, ~~which in each case is in any way inconsistent with, relates to, or would interfere with, the administration of the Debtors' estates in the Canadian Proceeding or Canadian law;~~ [SMB: 4/23/20]
- (d) transferring, relinquishing or disposing of any property of any of the Debtors to any entity other than the Foreign Representative and its authorized representatives and agents or taking or continuing any act to obtain possession of, commingle, or exercise control over, such property, ~~which in each case is in any way inconsistent with, relates to, or would interfere with, the administration of the Debtors' estates in the Canadian Proceeding or Canadian law;~~ [SMB: 4/23/20]
- (e) ~~commencing or continuing in any manner, directly or indirectly, an individual action or proceeding as it relates to any of the Debtors' assets, rights, obligations or liabilities, or to resolve any dispute arising out of or relating to the Canadian Proceeding or Canadian law;~~ [SMB: 4/23/20]
- (f) ~~declaring or considering the filing of the Canadian Proceeding, the Receivership Order or any of these chapter 15 cases a default or event of default under any agreement, contract or arrangement; and~~ [SMB: 4/23/20]
- (g) terminating, modifying, refusing to perform, **declaring a default** or otherwise accelerating obligations or exercising remedies under any contract with any of the Debtors on the basis of (i) the insolvency or financial condition of the Debtors at any time before the closing of these cases; (ii) the commencement of the Canadian Proceeding, the entry of the Receivership Order or the commencement of these

chapter 15 cases; or (iii) the appointment of, and taking possession by, the Foreign Representative of any asset or contract of any of the Debtors. **[SMB: 4/23/20]**

*provided*, in each case, that such injunctions shall be effective solely within the territorial jurisdiction of the United States.

7. Sections 1521(a)(1)-(3) and (5)-~~(7)~~ shall apply with respect to the Debtors and the property of the Debtors that is located within the territorial jurisdiction of the United States. **[SMB: 4/23/20]**

8. Pursuant to section 1520(a)(3), the Foreign Representative is entitled to operate the Debtors' businesses and administer their assets, including without limitation, all bank accounts and accounts receivable including, specifically and without limitation, that certain account ending in 4993 maintained by Bank of America, N.A. ("BANA") in the name of Nygard International Partnership (the "BANA Account") in which White Oak Commercial Finance, LLC ("White Oak") claimed an interest superior to that of such Debtor pursuant to a Deposit and Control Agreement entered into prior to commencement of this matter. All banks and financial institutions at which the Debtors maintain such bank accounts or other accounts are authorized and directed to: (i) honor the Foreign Representative's instructions with respect to accessing any such accounts including, specifically and without limitation, the BANA Account; and (ii) accept, hold, or permit withdrawal, transfer, or other disposition of funds in accordance with the Foreign Representative's instructions, all without liability to White Oak for taking such direction from the Foreign Representative rather than from the Debtors, but otherwise without prejudice to the terms of any prepetition agreements between or among the Debtors, White Oak, and such banks and financial institutions.



9. ~~Subject to sections 1520 and 1521, the Canadian Proceeding and the Receivership Order, and the transactions consummated or to be consummated thereunder, shall be granted comity and given full force and effect in the United States to the same extent that they are given effect in Canada, and each is binding on all creditors of the Debtors and their successors and assigns.~~ **[SMB: 4/23/20]**

10. Under section 1521(a)(6), all prior relief granted to the Debtors or the Foreign Representative by this Court under section 1519(a) shall be extended and the *Order Granting Motion of the Foreign Representative for Provisional Relief Pursuant to Sections 105(a) and 1519* [Dkt 21] shall remain in full force and effect, ~~notwithstanding anything to the contrary contained therein.~~ **except to the extent inconsistent with this order.** **[SMB: 4/23/20]**

11. The banks and financial institutions with which the Debtors maintain bank accounts or on which checks are drawn or electronic payment requests made in payment of prepetition or postpetition obligations are authorized and directed to continue to service and administer the Debtors' bank accounts without interruption and in the ordinary course and to receive, process, honor and pay any and all such checks, drafts, wires and automatic clearing house transfers issued, whether before or after the petition date and drawn on the Debtors' bank accounts by respective holders and makers thereof, solely at the direction of the Foreign Representative. To the extent of any inconsistency between this Order and any deposit account control (or related) agreement by which White Oak may claim an interest in the BANA account, this Order shall control.

12. ~~No action taken by the Foreign Representative, any of the Debtors or their respective agents, representatives, advisors, or counsel, in preparing, disseminating, applying for, implementing or otherwise acting in furtherance of the Canadian Proceeding, the documents contemplated thereunder, this Order, the chapter 15 cases, any further order for additional relief in~~

~~the chapter 15 cases, or any adversary proceedings in connection therewith, will be deemed to constitute a waiver of the limit on jurisdiction afforded such persons under sections 306 or~~ **The Foreign Representative shall be entitled to the protection afforded by Bankruptcy Code section 1510. [SMB: 4/23/20]**

~~13. No party shall incur any liability for following, in good faith, the terms of this Order (whether by acting or refraining from acting).~~ **[SMB: 4/23/20]**

14. In the case of *Blueprint Clothing Corporation (“Blueprint”) v. Nygard International Partnership, et. al.*, Case No. 18-9687, pending in the United States District Court for the Central District of California (“Blueprint Action”), Blueprint shall not seek to modify or terminate the automatic stay, or seek judgment, against any of the Debtors so long as the captioned Chapter 15 cases remain open. Blueprint shall not seek to enforce against the Debtors any judgment Blueprint may obtain in the Blueprint Action against co-defendant Dillard’s Inc. (“Dillard’s”). The Foreign Representative will not seek to extend, or support the extension of, the automatic stay to Dillard’s so long the captioned Chapter 15 cases remain open. If Blueprint obtains a judgment against Dillard’s in the Blueprint Action, Blueprint ~~shall be permitted to~~ **may** submit claims in the Canadian Proceeding against each Debtor defendant in the amount of such judgment, **and the Foreign Representative shall not object to the claims being** ~~which claims shall be deemed~~ allowed in the Canadian Proceeding as general unsecured claims. Nothing herein shall stay or otherwise enjoin Blueprint’s continued prosecution of the Blueprint Action against Dillard’s. **[SMB: 4/23/20]**

15. Notwithstanding anything to the contrary contained herein, this Order shall not, and shall not be construed as: (i) enjoining the police or regulatory act of a governmental unit, including a criminal action or proceeding, to the extent not stayed under section 362; (ii) staying the exercise of any rights that section 362(o) does not allow to be stayed; or (iii) extending to, protecting or

granting rights or remedies to non-Debtor Peter J. Nygard personally, or staying as against him personally the commencement or continuation of any action or proceeding notwithstanding that such action or proceeding is stayed as to each of the Debtors pursuant to Paragraph 6 of this Order.

16. The Foreign Representative, the Debtors, and their respective agents are authorized to serve or provide any notices required under the Bankruptcy Rules or local rules of this Court.

17. ~~Notwithstanding any provision in the Bankruptcy Code or the Bankruptcy Rules to the contrary, (i)~~ This Order shall be effective and enforceable immediately upon its entry, ~~(ii)~~ the Foreign Representative is not subject to any stay in the implementation, enforcement, or realization of the relief granted in this Order and ~~(iii)~~ this Order shall constitute a final order within the meaning of 28 U.S.C. § 158(a). **[SMB: 4/23/20]**

18. The Foreign Representative and its agents are authorized and empowered to take all actions necessary to effectuate the relief granted under this Order.

19. This Court shall retain jurisdiction with respect to the implementation, enforcement, amendment or modification of this Order.

Dated: April 23, 2020  
New York, New York

/s/ *Stuart M. Bernstein*  
STUART M. BERNSTEIN  
United States Bankruptcy Judge

**Issued at 3:52 p.m.**

## **APPENDIX C**



**Caylor, Jack**

---

**From:** [REDACTED]  
**Sent:** Thursday, May 14, 2020 12:38 PM  
**To:** Finley, Eric  
**Subject:** Re: FW:

**Attention! Courriel externe | External Email**

Yes I gave it to him I do believe it was March 13.

When I gave the card in I only had less than \$50 credit on it as it a card I would have to have [REDACTED] put money on it when I did need to do Nygard shopping

Again sorry this all I know

On Thu, May 14, 2020 at 11:31 AM Finley, Eric <[EFinley@richter.ca](mailto:EFinley@richter.ca)> wrote:

Thank you for your response. Can you please clarify:

1. Whether you returned your card directly to Greg Fenske
2. If so, what day you provided Greg Fenske with your corporate card

Thank you,  
Eric

# RICHTER

ERIC  
FINLEY  
CPA, CA  
ASSOCIATE

---

EFinley@Richter.ca  
T 416.488.2345 - 2348



Toronto, Montréal, Chicago

**RICHTER.CA**

This email and any attachments are for the sole use of the intended recipients and may be private or confidential. Any distribution, printing or other use by anyone else is prohibited. If you are not an intended recipient, please contact the sender immediately, and permanently delete this email and attachments.

---

**From:** [REDACTED]  
**Sent:** Thursday, May 14, 2020 12:14 PM  
**To:** Finley, Eric <EFinley@Richter.ca>  
**Subject:** Re: FW:

**Attention! Courriel externe | External Email**

Mr Finley as I advised so sorry but these are not charges I made I look these up and they are from Los angels California I never travel to that location as I also advised I gave my card back as per mr Greg Fenske

Also I advised you that I was told that the receipt I had nothing to do with got sent to you and I did email asking if you guys received them and I was advised I you did get the copies

Sorry I can't be more help to you

On Thu, May 14, 2020 at 11:01 AM Finley, Eric <[EFinley@richter.ca](mailto:EFinley@richter.ca)> wrote:

[REDACTED]

Further to your email response below, can you please provide the Receiver with information relating to:

- 1.How the following charges related the legitimate business expenses
- 2.Confirm that it was you who incurred these charges?
- 3.Confirm who approved these purchases?

3/18/2020	3/17/2020	XXXX-XXXX-XXXX-1940	Chevron 0094786	145.49
3/18/2020	3/17/2020	XXXX-XXXX-XXXX-1940	Chevron 0094786	581.99
3/18/2020	3/17/2020	XXXX-XXXX-XXXX-1940	Best Buy Mht 00001073	728.74
3/18/2020	3/17/2020	XXXX-XXXX-XXXX-1940	Best Buy Mht 00001792	1,193.55
3/19/2020	3/17/2020	XXXX-XXXX-XXXX-1940	Shell Oil 574432549qps	59.38
3/19/2020	3/17/2020	XXXX-XXXX-XXXX-1940	The Home Depot 1061	625.44
3/19/2020	3/17/2020	XXXX-XXXX-XXXX-1940	The Home Depot #1061	890.99
3/19/2020	3/17/2020	XXXX-XXXX-XXXX-1940	The Home Depot 6611	1,219.12
3/19/2020	3/17/2020	XXXX-XXXX-XXXX-1940	The Home Depot #0618	1,633.10
3/19/2020	3/18/2020	XXXX-XXXX-XXXX-1940	Keep Clean Products	126.82
3/19/2020	3/18/2020	XXXX-XXXX-XXXX-1940	Professional Auto Tech	1,510.30
3/20/2020	3/18/2020	XXXX-XXXX-XXXX-1940	76 - Smb Corp	48.68
3/20/2020	3/19/2020	XXXX-XXXX-XXXX-1940	<a href="#">Amazon.Com</a> Cl8tf6ta3 A	124.00
3/20/2020	3/20/2020	XXXX-XXXX-XXXX-1940	<a href="#">Amazon.Com</a> 126bk7sp3	12.93
3/20/2020	3/20/2020	XXXX-XXXX-XXXX-1940	<a href="#">Amazon.Com</a> R68c62vu3 A	98.40

## **APPENDIX D**



File No. CI 20-01-26627

**THE QUEEN'S BENCH  
WINNIPEG CENTRE**

**IN THE MATTER OF:      THE APPOINTMENT OF A RECEIVER PURSUANT TO  
SECTION 243 OF THE *BANKRUPTCY AND INSOLVENCY*  
ACT, R.S.C. 1985 c. B-3, AS AMENDED, AND SECTION 55  
OF *THE COURT OF QUEEN'S BENCH ACT*, C.C.S.M., c.  
C280**

**BETWEEN:**

**WHITE OAK COMMERCIAL FINANCE, LLC,**

Applicant,

- and -

**NYGÅRD HOLDINGS (USA) LIMITED, NYGARD INC., FASHION  
VENTURES, INC., NYGARD NY RETAIL, LLC, NYGARD ENTERPRISES  
LTD., NYGARD PROPERTIES LTD., 4093879 CANADA LTD., 4093887  
CANADA LTD., and NYGARD INTERNATIONAL PARTNERSHIP,**

Respondents.

---

**SALE APPROVAL ORDER**

---

Thompson Dorfman Sweatman LLP  
Barristers and Solicitors  
1700 – 242 Hargrave Street  
Winnipeg, MB R3C 0V1  
(Matter No. 0173004 GBT)  
(G. Bruce Taylor: 204-934-2566)  
(Ross A. McFadyen: 204-934-2378)  
(Email: [gbt@tdslaw.com](mailto:gbt@tdslaw.com) / [ram@tdslaw.com](mailto:ram@tdslaw.com))

THE QUEEN'S BENCH

WINNIPEG CENTRE

THE HONOURABLE )  
MR. JUSTICE EDMOND ) Wednesday, the 29<sup>th</sup> day of April, 2020  
)

IN THE MATTER OF: THE APPOINTMENT OF A RECEIVER PURSUANT TO  
SECTION 243 OF THE *BANKRUPTCY AND INSOLVENCY*  
ACT, R.S.C. 1985 c. B-3, AS AMENDED, AND SECTION 55  
OF THE *COURT OF QUEEN'S BENCH ACT*, C.C.S.M., c.  
C280

BETWEEN:

WHITE OAK COMMERCIAL FINANCE, LLC,

Applicant,

- and -

NYGÅRD HOLDINGS (USA) LIMITED, NYGARD INC., FASHION  
VENTURES, INC., NYGARD NY RETAIL, LLC, NYGARD ENTERPRISES  
LTD., NYGARD PROPERTIES LTD., 4093879 CANADA LTD., 4093887  
CANADA LTD., and NYGARD INTERNATIONAL PARTNERSHIP,

Respondents.

SALE APPROVAL ORDER

THIS MOTION, made by Richter Advisory Group Inc. in its capacity as  
court-appointed Receiver (in such capacity, the “**Receiver**”) without security, of all of the  
assets, undertakings and properties of Nygård Holdings (USA) Limited, Nygard Inc.,

Fashion Ventures, Inc., Nygard NY Retail, LLC, Nygard Enterprises Ltd., Nygard Properties Ltd., 4093879 Canada Ltd., 4093887 Canada Ltd., and Nygard International Partnership (collectively, the “**Debtors**”, or any one of them, a “**Debtor**”) for an Order, among other things, approving the transactions contemplated under a consulting agreement between a contractual joint venture comprised of Merchant Retail Solutions, ULC, Hilco Appraisal Services Co., Hilco Receivables Canada, ULC, Hilco Merchant Resources, LLC, Hilco IP Services, LLC d/b/a Hilco Streambank and Hilco Receivables, LLC (the “**Consultant**”), the Receiver and the Applicant dated as of April 11, 2020 (the “**Consulting Agreement**”), and certain related relief, was heard this day at the Law Courts Building, 408 York Avenue, Winnipeg, Manitoba.

ON READING the Notice of Motion of the Receiver, the First Report of the Receiver dated April 20, 2020 (the “**First Report**”), and the Supplementary First Report of the Receiver dated April 27, 2020 (the “**Supplementary First Report**”), including the Confidential Appendices referenced in both the First Report and the Supplementary First Report, and on hearing the submissions of counsel for the Receiver, counsel for the Applicant, counsel for Peter Nygard and the Respondents, counsel for Overseas Express Consolidators Inc. and CRSA Global Logistics Inc., counsel for Tiina Tulikorpi, counsel for Doral Holdings Limited, KCAP Kingston Inc. and 2023011 Ontario Limited, counsel for Kingsway Garden Holdings Inc., Upper Canada Mall Limited and Crombie Developments Limited, and counsel for the interested retail landlord entities of Cushman & Wakefield Asset Services ULC, Morguard Investments Limited, Ivanhoe Cambridge Inc., SmartCentres Management Services Inc., RioCan REIT, Cominar REIT, Blackwood Partners Management Corporation, Choice Properties Limited Partnership and

Springwood Land Corporation, no one appearing for any other person, although properly served as appears from the Affidavit of Service of Barbara Allan sworn April 27, 2020 and the Supplementary Affidavit of Service of Service of Barbara Allan sworn April 28, 2020, filed herein:

## **DEFINITIONS**

1. THIS COURT ORDERS that any capitalized term used and not defined herein shall have the meaning ascribed thereto in the Consulting Agreement (attached as Appendix "T" to the First Report), as applicable.

## **THE CONSULTING AGREEMENT**

2. THIS COURT ORDERS that the Consulting Agreement, including the sale guidelines attached hereto as Schedule "A" (the "**Sale Guidelines**"), and the transactions contemplated thereunder are hereby approved, authorized and ratified and that the execution of the Consulting Agreement by the Receiver is hereby approved, authorized, and ratified with such minor amendments (to the Consulting Agreement, but not the Sale Guidelines) as the Receiver and the Consultant may agree to in writing. Subject to the provisions of this Order and the Receivership Order granted in these proceedings dated March 18, 2020 (the "**Receivership Order**"), the Receiver and the Consultant are hereby authorized and directed to take any and all actions as may be necessary or desirable to implement the Consulting Agreement and each of the transactions contemplated therein. Without limiting the foregoing, the Receiver and the Consultant are authorized to execute any other agreement, contract, deed or any other document, or take any other action, which could be required or be useful to give full and complete effect to the Consulting



Agreement.

## THE SALES

3. THIS COURT ORDERS that the Consultant, with the assistance of the Receiver, is authorized to conduct the sales (the “**Sales**”) contemplated by the Consulting Agreement in accordance with this Order, the Consulting Agreement and the Sale Guidelines and, in relation to the Merchandise and FF&E (as defined in the Consulting Agreement) to advertise and promote the Sales within the Stores in accordance with the Sale Guidelines. If there is a conflict between this Order, the Consulting Agreement and the Sale Guidelines, the order of priority of documents to resolve such conflicts is as follows: (1) this Order; (2) the Sale Guidelines; and (3) the Consulting Agreement.

4. THIS COURT ORDERS that, the Consultant, with the assistance of the Receiver, is authorized to market and sell the assets described in the Consulting Agreement (including, without limitation, the Merchandise and FF&E in accordance with the Sale Guidelines), free and clear of all liens, claims, encumbrances, security interests, mortgages, hypothecs, charges, trusts, deemed trusts, executions, levies, financial, monetary or other claims, whether or not such claims have attached or been perfected, registered or filed and whether secured, unsecured, quantified or unquantified, contingent or otherwise, whensoever and howsoever arising, and whether such claims arose or came into existence prior to the date of this Order or came into existence following the date of this Order, (in each case, whether contractual, statutory, arising by operation of law, in equity or otherwise) (all of the foregoing, collectively “**Claims**”), including, without limitation the Receiver’s Charge and the Receiver’s Borrowing Charge (as such terms are

defined in the Receivership Order) and any other charges hereafter granted by this Court in these proceedings (collectively, the “**Charges**”), and all Claims, charges, security interests or liens evidenced by registrations pursuant to *The Personal Property Security Act* (Manitoba), *The Real Property Act of Manitoba*, or any similar federal or provincial legislation (all of such Claims, charges (including the Charges), security interests and liens (collectively referred to herein as “**Encumbrances**”), which Encumbrances will attach instead to the proceeds of the Sale (other than amounts specified in paragraph 13 of this Order) in the same order and priority as they existed immediately prior to such Sale.

5. THIS COURT ORDERS that subject to the terms of this Order, the Receivership Order and the Sale Guidelines, or any greater restrictions in the Consulting Agreement or the Sale Guidelines, the Consultant shall, in relation to the sale of Merchandise and FF&E, have the right to enter and use the Stores and all related store services and all facilities and all furniture, trade fixtures and equipment, including the FF&E, located at the Stores, and other assets of the Debtors as designated under the Consulting Agreement, for the purpose of conducting the Sale and for such purposes, the Consultant shall be entitled to the benefit of the stay of proceedings provided under the Receivership Order, as such stay of proceedings may be extended by further Order of the Court.

6. THIS COURT ORDERS that until the Sale Termination Date (as defined in the Consulting Agreement) for each Store, the Consultant shall have access to the Stores in accordance with the applicable Leases (as such term is defined in the Sale Guidelines) and the Sale Guidelines on the basis that the Consultant is assisting the Receiver and the Receiver has granted the right of access to the Store to the Consultant. To the extent that

the terms of the applicable Leases are in conflict with any term of this Order or the Sale Guidelines, the terms of this Order and the Sale Guidelines shall govern.

7. THIS COURT ORDERS that nothing in this Order shall amend or vary, or be deemed to amend or vary the terms of the Leases. Nothing contained in this Order or the Sale Guidelines shall be construed to create or impose upon the Receiver or the Consultant any additional restrictions not contained in the applicable Lease or other occupancy agreement.

8. THIS COURT ORDERS that, subject to and in accordance with the Consulting Agreement, the Sale Guidelines and this Order, the Consultant is authorized to advertise and promote the Sales, without further consent of any Person (as defined in the Receivership Order) other than the Receiver, as provided under the Consulting Agreement, or a Landlord (as defined in the Sale Guidelines), as provided under the Sale Guidelines.

9. THIS COURT ORDERS that until the Sale Termination Date, the Consultant shall have the right to use, without interference by any intellectual property licensor, any of the Debtors' trade names, trademarks and logos relating to and used in connection with the operation of the Stores, as well as all licenses and rights granted to the Debtors to use the trade names, trademarks, and logos of third parties, solely for the purpose of advertising and conducting the Sales in accordance with the terms of the Consulting Agreement, the Sale Guidelines, and this Order.

10. THIS COURT ORDERS that, notwithstanding anything contained in this Order, the Consulting Agreement and the Sale Guidelines, the sale of Merchandise and FF&E

in Stores shall not commence until further Order (the “**Landlord Terms Order**”) of this Honourable Court as to:

- (a) the Sale Commencement Date, the Sale Termination Date and/or the duration of the Sale;
- (b) the payment of rent in respect of the Sale Term;
- (c) the payment of rent, if any, in respect of the period from March 18, 2020 to the Sale Commencement Date;
- (d) the timing of delivery and period of notice of repudiation in relation to the Store leases;
- (e) the prescription, if any, of limits on the augmentation of Merchandise to the Stores for the purposes of the Sale; and
- (f) such other matters as may be required;

(collectively, the “**Landlord Terms**”), which Order may be made generally in relation to all Stores, or on a “per Store” basis.

11. THIS COURT ORDERS that, not less than ten (10) days prior to the hearing date for the Landlord Terms Order, the Receiver shall provide information as to the Receiver’s proposed Landlord Terms by means of email delivery of a form of “Landlord Notice”.

12. THIS COURT ORDERS that “In-Transit Inventory”, as defined in the Consulting Agreement, shall not, subject to further Order of this Honourable Court, include goods produced for the Debtors in the possession of a third party having a lawful right to



possession thereof and which are not agreed by the third party to be included in the Sale or in the sale of Wholesale Inventory.

### **CONSULTANT LIABILITY**

13. THIS COURT ORDERS that the Consultant shall act solely as an independent consultant to the Receiver and that it shall not be liable for any claims against the Receiver or the Debtors, other than as expressly provided in the Consulting Agreement (including the Consultant's indemnity obligations thereunder) or the Sale Guidelines and, for greater certainty:

- (a) the Consultant shall not be deemed to be an owner or in possession, care, control or management of the Stores, of the assets located therein or associated therewith or of the Debtors' employees located at the Stores or any other property of Nygard;
- (b) the Consultant shall not be deemed to be an employer, or a joint or successor employer or a related or common employer or payor within the meaning of any legislation governing employment or labour standards or pension benefits or health and safety or other statute, regulation or rule of law or equity for any purpose whatsoever, and shall not incur any successorship liabilities whatsoever; and
- (c) the Debtors shall bear all responsibility for any liability whatsoever (including without limitation losses, costs, damages, fines, or awards) relating to claims of customers, employees and any other persons arising

from events occurring at the Stores during and after the term of the Sales, or otherwise in connection with the Sales, except to the extent that such claims are the result of events or circumstances caused or contributed to by the gross negligence or wilful misconduct of the Consultant, its employees, agents or other representatives, or otherwise in accordance with the Consulting Agreement.

14. THIS COURT ORDERS that to the extent any Landlord may have a claim against the Debtors (or any one or more of them) arising solely out of the conduct of the Consultant in conducting the Sales for which the Debtors (or any one of more of them) and/or the Receiver has claims against the Consultant under the Consulting Agreement, the Debtors and/or the Receiver, as applicable, shall be deemed to have assigned such claims free and clear to the applicable Landlord (the “**Assigned Landlord Rights**”); provided that each such Landlord shall only be permitted to advance each such claims against the Consultant if written notice, including the reasonable details of such claims, is provided by such Landlord to the Consultant and the Receiver during the period from the Sale Commencement Date to the date that is thirty (30) days following the Sale Termination Date, provided however that the Landlords shall be provided with access to the Stores to inspect the Stores within fifteen (15) days following the Sale Termination Date.

#### **CONSULTANT AN UNAFFECTED CREDITOR**

15. THIS COURT ORDERS that:

- (a) the Receiver and the Debtors are hereby authorized and directed, in

accordance with the Consulting Agreement, to remit all amounts that become due to the Consultant thereunder; and

- (b) the Agent is hereby directed to remit or provide all funds required to be remitted or provided to the Debtors and/or the Receiver pursuant to the Consulting Agreement.

16. THIS COURT ORDERS that no Encumbrances shall attach to any amounts payable or to be credited or reimbursed to, or retained by, the Consultant pursuant to the Consulting Agreement, including, without limitation, any amounts to be reimbursed by the Receiver to the Consultant pursuant to the Consulting Agreement, and at all times the Consultant will retain such amounts, free and clear of all Encumbrances, notwithstanding any enforcement or other process or Claims, all in accordance with the Consulting Agreement.

17. THIS COURT ORDERS that notwithstanding:

- (a) the pendency of these proceedings;
- (b) application for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* ("BIA") in respect of the Debtors, or any one or more of them, or any bankruptcy order made pursuant to any such applications;
- (c) any assignment in bankruptcy made in respect of the Debtors or any one or more of them;

- (d) the provisions of any federal or provincial statute; or
- (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of encumbrances, contained in any existing loan documents, lease, mortgage, security agreement, debenture, sublease, offer to lease or other document or agreement to which one or more of the Debtor(s) are a party;

the Consulting Agreement and the transactions and actions provided for and contemplated therein, including without limitation, the payment of amounts due to the Consultant and the Assigned Landlord Rights shall be binding on any trustee in bankruptcy that may be appointed in respect of any one or more of the Debtors and shall not be void or voidable by any Person, including any creditor of the Debtors, nor shall they, or any of them, constitute or be deemed to be a preference, fraudulent conveyance, transfer at undervalue or other challengeable reviewable transaction, under the BIA or any applicable law, nor shall they constitute oppressive or unfairly prejudicial conduct under any applicable law.

## **OTHER**

18. THIS COURT ORDERS that the Receiver is authorized and permitted to transfer to the Consultant such personal information of the Debtors in the Receiver's custody and control solely for the purposes of assisting with and conducting the Sales and only to the extent necessary for such purposes.

## **GENERAL**

19. THIS COURT ORDERS that this Order shall have full force and effect in all provinces and territories in Canada.

20. THIS COURT HEREBY REQUESTS the aid and recognition of any Court, tribunal, regulatory or administrative bodies, having jurisdiction in Canada or in the United States of America, to give effect to this Order and to assist the Consultant, the Receiver and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Consultant and the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Receiver in any foreign proceeding, or to assist the Consultant and the Receiver and their respective agents in carrying out the terms of this Order.

April 29, 2020

J.G. Edmond, J.

---

Digitally signed by J.G.  
Edmond, J.  
Date: 2020.05.20 11:05:39  
-05'00'

I, G. BRUCE TAYLOR OF THE FIRM THOMPSON DORFMAN SWEATMAN LLP, HEREBY CERTIFY THAT I HAVE RECEIVED THE CONSENTS AS TO FORM OF THE FOLLOWING PARTIES: THE APPLICANT, THE RESPONDENTS, MR. PETER NYGARD, OVERSEAS EXPRESS CONSOLIDATORS INC., CRSA GLOBAL LOGISTICS INC., TIINA TULIKORPI, DORAL HOLDINGS LIMITED, KCAP KINGSTON INC. 2023011 ONTARIO LIMITED, KINGSWAY GARDEN HOLDINGS INC., UPPER CANADA MALL LIMITED, CROMBIE DEVELOPMENTS LIMITED AND THE INTERESTED RETAIL LANDLORD ENTITIES OF CUSHMAN & WAKEFIELD ASSET SERVICES ULC, MORGUARD INVESTMENTS LIMITED, IVANHOE CAMBRIDGE INC., SMARTCENTRES MANAGEMENT SERVICES INC., RIOCAN REIT, COMINAR REIT, BLACKWOOD PARTNERS MANAGEMENT CORPORATION, CHOICE PROPERTIES LIMITED PARTNERSHIP AND SPRINGWOOD LAND CORPORATION

AS DIRECTED BY THE HONOURABLE MR. JUSTICE J.G. EDMOND



## SCHEDULE "A"

### SALE GUIDELINES

The following procedures shall apply to any Sales, including those to be held at retail stores (the "**Stores**") of Nygard Holdings (USA) Limited, Nygard Inc., Fashion Ventures, Inc., Nygard NY Retail, LLC, Nygard Enterprises Ltd, Nygard Properties Ltd., 4093879 Canada Ltd., 4093887 Canada Ltd., or Nygard International Partnership (collectively, "**Nygard**"), Terms capitalized but not defined in these Sale Guidelines have the meanings ascribed to them in the Consulting Agreement (as defined below).

1. Except as otherwise expressly set out herein, and subject to: (i) the Order of the Queen's Bench (Winnipeg Centre) (the "**Court**") dated April 29, 2020 approving the Consulting Agreement between a contractual joint venture comprised of Merchant Retail Solutions ULC, Hilco Appraisal Services Co., Hilco Receivables Canada ULC, Hilco Merchant Resources, LLC, Hilco IP Services, LLC d/b/a Hilco Streambank, and Hilco Receivables, LLC (collectively, the "**Consultant**") and Richter Advisory Group Inc., in its capacity as receiver of Nygard (the "**Receiver**") dated April 11, 2020 (the "**Consulting Agreement**") and the transactions contemplated thereunder (the "**Approval Order**"); (ii) any further Order of the Court; or (iii) any subsequent written agreement between the Receiver and applicable landlord(s) of Nygard (individually, a "**Landlord**" and, collectively, the "**Landlords**") and approved by the Consultant, the Sale shall be conducted in accordance with the terms of the applicable leases or other occupancy agreements for each of the affected Stores (individually, a "**Lease**" and, collectively, the "**Leases**"). However, nothing contained herein shall be construed to create or impose upon the Receiver, Nygard or the Consultant any additional obligations or restrictions not contained in the applicable Lease or other occupancy agreement.
2. The Sale shall be conducted so that each of the Stores remain open during their normal hours of operation provided for in the respective Leases for the Stores until the applicable Sale Termination Date.
3. The Sale shall be conducted in accordance with applicable federal, provincial and municipal laws (including, without limitation, public health, business closing and other orders, directives and guidelines made in relation to or as a result of the COVID-19 pandemic).
4. All display and hanging signs used by the Consultant in connection with the Sale shall be professionally produced and all hanging signs shall be hung in a professional manner. Notwithstanding anything to the contrary contained in the Leases, the Consultant may advertise the Sale at the Stores as a "everything on sale", "everything must go", "store closing" or similar theme sale at the Stores (provided however that no signs shall advertise the Sale as a "bankruptcy", a "liquidation" or a "going out of business" sale, it being understood that the French equivalent of "clearance" is "liquidation" and is permitted to be used). Forthwith upon request, the Consultant shall provide the proposed signage packages along with proposed dimensions by e-mail or facsimile to the applicable Landlords or to their counsel of record and the applicable Landlord shall notify the Consultant of any requirement for such signage to otherwise comply with the terms of the Lease and/or the Sale Guidelines and where the provisions of the Lease conflicts with these Sale Guidelines, these Sale Guidelines shall govern. The Consultant shall not use neon or day-glow signs or any handwritten signage (save that handwritten "you pay" or "topper" signs may be used). If a Landlord is concerned with "Store Closing" signs being placed in the front window of

a Store or with the number or size of the signs in the front window, the Receiver, the Consultant and the Landlord will work together to resolve the dispute. Furthermore, with respect to any mall Store locations without a separate entrance from the exterior of the enclosed mall, no exterior signs or signs in common areas of a mall shall be used unless explicitly permitted by the applicable Lease. In addition, the Consultant shall be permitted to utilize exterior banners/signs at stand alone or strip mall Stores or enclosed mall Store locations with a separate entrance from the exterior of the enclosed mall; provided, however, that: (i) no signage in any other common areas of a mall shall be used; and (ii) where such banners are not explicitly permitted by the applicable Lease and the Landlord requests in writing that banners are not to be used, no banners shall be used absent further Order of the Court, which may be sought on an expedited basis on notice to the Service List (as defined in the Receivership Order, defined below), Any banners used shall be located or hung so as to make clear that the Sale is being conducted only at the affected Store and shall not be wider than the premises occupied by the affected Store. All exterior banners shall be professionally hung and to the extent that there is any damage to the facade of the premises of a Store as a result of the hanging or removal of the exterior banner, such damage shall be professionally repaired at the expense of the Consultant. The Consultant shall not utilize any commercial trucks to advertise the Sale on the Landlord's property or mall ring roads.

5. The Consultant shall be permitted to utilize sign walkers and street signage; provided, however, such sign walkers and street signage shall not be located on the shopping centre or mall premises.
6. Conspicuous signs shall be posted in the cash register areas of each Store to the effect that all sales are "final" and customers with any questions or complaints are to call Nygard's hotline number.
7. The Consultant shall not distribute handbills, leaflets or other written materials to customers outside of any of the Stores on Landlord's property, unless explicitly permitted by the applicable Lease or, if distribution is customary in the shopping centre in which the Store is located. Otherwise, the Consultant may solicit customers in the Stores themselves. The Consultant shall not use any giant balloons, flashing lights or amplified sound to advertise the Sale or solicit customers, except as explicitly permitted under the applicable Lease or agreed to by the Landlord.
8. At the conclusion of the Sale in each Store, the Consultant and the Receiver shall arrange that the premises for each Store are in "broom-swept" and clean condition, and shall arrange that the Stores are in the same condition as on the commencement of the Sale, ordinary wear and tear excepted. No property of any Landlord of a Store shall be removed or sold during the Sale. No permanent fixtures (other than Nygard FF&C (as defined below) for clarity) may be removed without the Landlord's written consent unless otherwise provided by the applicable Lease and in accordance with the Order of the Court dated March 18, 2020 whereby, among other things, the Receiver was appointed (the "**Receivership Order**") and the Approval Order. Any trade fixtures or personal property left in a Store after the Sale Termination Date shall be deemed abandoned, with the applicable Landlord having the right to dispose of the same as the Landlord chooses, without any liability whatsoever on the part of the Landlord. Nothing in this paragraph shall derogate from or expand upon the Consultant's obligations under the Consulting Agreement.
9. Subject to the terms of paragraph 7 above, the Consultant shall sell furniture, fixtures and equipment owned by Nygard ("**Nygard FF&E**") and located in the Stores during the Sale. For greater certainty, Nygard FF&E does not include any portion of the Stores' HVAC, sprinkler, tire suppression, or fire alarm systems. The Consultant may advertise the sale of Nygard FF&E consistent with these Sale Guidelines on the understanding that the Landlord may require such signs to be placed in discreet locations within the Stores reasonably acceptable to the Landlord.

Additionally, the purchasers of any Nygard FF&E sold during the Sale shall only be permitted to remove the Nygard FF&E either through the back shipping areas designated by the Landlord or through other areas after regular Store business hours or, through the front door of the Store during Store business hours if the Nygard FF&E can fit in a shopping bag, with Landlord's supervision as required by the Landlord and in accordance with the Receivership Order and the Approval Order. The Consultant shall repair any damage to the Stores resulting from the removal of any Nygard FF&E by the Consultant or by any third party purchasers of Nygard FF&E. The Consultant may abandon any Nygard FF&E not sold in the Sale at the Stores at the conclusion of the Sale.

10. The Consultant shall not make any alterations to interior or exterior Store lighting, except as authorized pursuant to the affected Lease. The hanging of exterior banners or other signage, where permitted in accordance with the terms of these Sale Guidelines, shall not constitute an alteration to a Store,
11. The Receiver hereby provides notice to the Landlords of Nygard of the Consultant's intention to sell and remove Nygard FF&E from the Stores. The Consultant shall make commercially reasonable efforts to arrange with each Landlord represented by counsel on the Service List, and with any other Landlord that so requests, a walk-through with the Consultant to identify the Nygard FF&E subject to the Sale. The relevant Landlord shall be entitled to have a representative present in the applicable Stores to observe such removal. If the Landlord disputes the Consultant's entitlement to sell or remove any Nygard FF&E under the provisions of the Lease, such Nygard FF&E shall remain on the premises and shall be dealt with as agreed between the Receiver, the Consultant and such Landlord, or by further Order of the Court upon application by Receiver on at least two (2) days' notice to such Landlord.
12. The Consultant and its agents and representatives shall have the same access rights to the Stores as Nygard and/or the Receiver under the terms of the applicable Lease and the Receivership Order, and the Landlords shall have the rights of access to the Stores during the Sale provided for in the applicable Lease (subject, for greater certainty, to any applicable stay of proceedings).
13. The Receiver and the Consultant shall not conduct any auctions of Merchandise or Nygard FF&E at any of the Stores.
14. The Consultant and the Receiver shall each designate a party to be contacted by the Landlords should a dispute arise concerning the conduct of the Sale. The initial contact person for the Consultant shall be Ian Fredericks who may be reached by phone at (847) 418-2075 or email at [ifredericks@hilcotrading.com](mailto:ifredericks@hilcotrading.com). The initial contact person for the Receiver shall be Jack Caylor of Richter Advisory Group Inc. who may be reached by phone at 1-866-736-7587 or email at [JCaylor@Richter.ca](mailto:JCaylor@Richter.ca).
15. If the parties are unable to resolve the dispute between themselves, each of the Landlord and the Receiver shall have the right to schedule a "status hearing" before the Court on no less than two (2) days written notice to the other parties, during which time the Consultant shall cease all activity in dispute other than activity expressly permitted herein, pending determination of the matter by the Court; provided, however, subject to paragraph 4 of these Sale Guidelines, if a banner has been hung in accordance with these Sale Guidelines and is the subject of a dispute, the Consultant shall not be required to take any such banner down pending determination of any dispute.

16. Nothing herein or in the Consulting Agreement is, or shall be deemed to be a consent by any Landlord to the sale, assignment or transfer of any Lease, or shall, or shall be deemed to, or grant to the Landlord any greater rights than already exist under the terms of any applicable Lease.
17. These Sale Guidelines may be amended by written agreement between the Consultant, the Receiver, the Company and the applicable Landlord, or upon further Order of the Court, provided that such amended Sale Guidelines shall not affect or bind any Landlord not privy thereto without further Order of the Court approving the amended Sale Guidelines.

## **APPENDIX E**



In the matter of the Receivership of Nygård Holdings (USA) Limited, Nygard Inc., Fashion Ventures, Inc., Nygard NY Retail, LLC, Nygard Enterprises Ltd., Nygard Properties Ltd., 4093879 Canada Ltd., 4093887 Canada Ltd., and Nygard International Partnership (collectively, the “**Nygard Group**”)

May 21, 2020

TO: LANDLORDS OF RETAIL STORE PREMISES LEASED TO THE NYGARD GROUP

Pursuant to an order of the Manitoba Court of Queen’s Bench (Winnipeg Centre) (the “**Court**”) granted on March 18, 2020 (the “**Receivership Order**”) Richter Advisory Group Inc. was appointed as receiver (in such capacity, the “**Receiver**”) of assets, undertakings and properties of the Nygård Group.

As you are a Landlord included in the Landlord Service List that has been created for the purposes of the Receivership, you were served with the Notice of Motion of the Receiver, filed April 20, 2020, the First Report of the Receiver, filed April 20, 2020 (the “**First Report**”), the Landlord Notice, dated April 8, 2020 and the Landlord Notice dated April 27, 2020.

On April 29, 2020, the Receiver’s motion was heard and the Court granted an order (the “**Sale Approval Order**”) approving a proposed sale process which involves, in due course, the liquidation of retail inventory and furniture, fixtures and equipment through temporarily re-opened retail stores. Attached is a copy of the Sale Approval Order granted by the Court, including the Sale Guidelines at Schedule “A” to the Sale Approval Order.

Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Sale Approval Order, Sale Guidelines and the Consulting Agreement (as defined in the Sale Approval Order and found at Appendix “T” to the First Report.)

At the time of the hearing of the Receiver’s motion and the granting of the Sale Approval Order, defining the parameters of the sale process with any certainty was a challenge as a result of the ongoing public health and business closure orders, and other effects arising from the COVID-19 pandemic.

In order to address some of the concerns regarding the uncertainty in the sales process, the Sale Approval Order included a paragraph (see paragraph 10) which provides that any Sale of Merchandise and FF&E pursuant to the Sale Approval Order will not be commenced until further Order (the “**Landlord Terms Order**”) of the Court setting out certain terms as to:

- (a) the Sale Commencement Date, the Sale Termination Date and/or the duration of the Sale;
- (b) the payment of rent in respect of the Sale Term;
- (c) the payment of rent, if any, in respect of the period from March 18, 2020 to the Sale Commencement Date;
- (d) the timing of delivery and period of notice of repudiation in relation to the Store leases;
- (e) the prescription, if any, of limits on the augmentation of Merchandise to the Stores for the purposes of the Sale; and
- (f) such other matters as may be required.

As certain governments begin to respond to the COVID-19 pandemic by the lifting or amending of public health orders to loosen restrictions and gradually reopen businesses, the Receiver and the Consultant intend to commence the Sale in accordance with the Sale Approval Order, where permitted to do so.

Pursuant to paragraph 10 of the Sale Approval Order, the Receiver will be seeking approval of a Landlord Terms Order from the Court prior to the commencement of the Sale.

Following consultation with counsel representing the landlords of more than 60 of the Nygard Group's 167 retail store locations in Canada, the Receiver intends to propose to the Court a form of Landlord Terms Order with, *inter alia*, the following terms:

1. The Sale Commencement Date will be determined on a "per Store" basis, and:
  - a. in relation to a Store that is lawfully entitled to be open to the public (taking into account the relevant public health and business closure orders applicable to such Store) as at the date of the Landlord Terms Order, the Sale Commencement Date shall be the date that is the earlier of (i) the date on which the Consultant and/or employees of the Nygard Group actually assess such Store for purposes related to the Sale and (ii) the date which is seven (7) days after the date of the Landlord Terms Order; and
  - b. in relation to a Store that is not lawfully entitled to be open to the public (taking into account the relevant public health and business closure orders applicable to such Store) as at the date of the Landlord Terms Order, the Sale Commencement Date shall be the date that is the earlier of (i) the date on which the Consultant and/or employees of the Nygard Group actually access such Store for purposes related to the Sale and (ii) the day which is seven (7) days after the Store is so lawfully entitled to be open to the public.

2. The duration of the Sale at a Store shall not exceed 16 (sixteen) weeks commencing on the Sale Commencement Date at such Store, and the Sale Termination Date shall be determined on a “per Store” basis, and shall, in relation to each Store, be that date which is the earlier of (i) the effective date of repudiation (the “**Repudiation Date**”) of the Lease for such Store and (ii) the date which is sixteen (16) consecutive weeks after the Sale Commencement Date for such Store.
3. The Receiver and/or the Consultant will be permitted to repudiate any Lease by providing to the Landlord for the applicable Store not less than 15 (fifteen) days’ prior notice in writing of its intention to do so, which notice shall set out the Repudiation Date and which may be sent by electronic transmission (email) to the email address of the Landlord and/or to the email address of counsel to the Landlord.
4. The Receiver and the Consultant shall be permitted to (i) transfer Merchandise between Stores in the course of the Sale for the purpose of managing inventory at Stores, and (ii) supplement the Merchandise at each Store (or at such Stores as the Consultant may select) by adding Merchandise: (A) currently warehoused in the Debtors’ distribution centres in Canada; and/or (B) any further Merchandise which is on order or owned by the Debtors and located within Canada as at the date of the Receivership Order; and/or (C) as may be agreed between the Receiver and a Landlord. For clarity, the Receiver and the Consultant shall not be permitted to augment the Merchandise at any Store by adding Merchandise warehoused in the Nygard Group’s United States distribution centres as of the date of the Receivership Order.
5. The Receiver shall fund the Nygard Group in such amounts as may be required to pay to the Landlords all amounts constituting rent or payable as rent under real property leases (including, for greater certainty, common area maintenance charges, utilities and realty taxes and any other amounts payable to the landlord under its lease, but for greater certainty, excluding accelerated rent or penalties, fees or other charges and costs arising as a result of the insolvency of the Nygard Group and the abandonment, if any, of FF&E and signage) or as otherwise may be negotiated between the Receiver and the applicable Landlord from time to time (“**Rent**”), for the period commencing on the Sale Commencement Date twice-monthly in equal payments on the first and fifteenth day of each month, in advance but not in arrears (save and except for any component of Rent comprising percentage rent which shall be calculated and paid in accordance with the terms of the applicable Lease), up to and including the Repudiation Date of the Lease for such Store. On the date of the first such payment, any component of Rent relating to the period from and including the Sale Commencement Date for such Store shall also be paid.
6. With respect to Rent, Landlords shall be entitled to a charge (the “**Landlords’ Charge**”) on the Property (as defined in the Receivership Order, as amended), as security for the payment of monies for any unpaid rent for the period

commencing March 18, 2020 up to and including the Repudiation Date of a Lease ("**Post Filing Rent**"), and that the Landlords' Charge shall form a charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, (each, an "**Encumbrance**"), in favour of any Person, but subordinate in priority to (i) the Receiver's Charge and the Receiver's Borrowings Charge (both as defined in the Receivership Order), (ii) any Encumbrance in favour of the Applicant, (iii) any Encumbrance in favour of a secured creditor who would be materially affected by this Order and who was not given notice of this motion, (iv) the charges as set out in sections 14.06(7), 81.4(4) ,and 81.6(2) of the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**"), (v) valid claims to the Property of the Debtors as asserted pursuant to section 81.1 of the BIA; and (vi) any valid priority charges which exist in relation to provincial sales taxes and taxes pursuant to the *Excise Tax Act* (Canada).

7. The amount of Post Filing Rent subject to the Landlords' Charge in favour of any particular Landlord shall be determined on a basis consistent with the applicable Lease and the Landlords' Charge shall be shared by affected Landlords ratably in accordance with the amounts of their respective unpaid Post Filing Rent. In the event of any dispute between a Landlord and the Receiver as to the Post Filing Rent payable to a Landlord, this Honourable Court shall have the authority to determine such dispute on a summary basis on a motion made by the Receiver of the applicable Landlord, as the case may be.
8. The Landlords' Charge shall not be rendered invalid or unenforceable as to the rights and remedies of the Landlords entitled to the benefit of the Landlords' Charge and the Landlords shall not otherwise be limited or impaired in any way by: (i) any application(s) for bankruptcy order(s) issued pursuant to the BIA as against any one or more of the Nygard Group, or any bankruptcy order made pursuant to such applications; (ii) the filing of any assignments for the general benefit of creditors made pursuant to the BIA by any one or more of the Nygard Group; (iii) any deemed bankruptcy of any one of more of the Nygard Group; and (iv) the provisions of any federal or provincial statutes. Further, any payments made to the Landlords pursuant to the Landlords' Charge will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions pursuant to the BIA or any other applicable law.

We wish to be clear that it is intended that the Receiver will fund the Nygard Group only to make the Rent payments described in paragraph numbered 5 above and not for the period from March 18, 2020, to the respective Sale Commencement Dates. All unpaid Post-Filing Rent, however, is intended to be secured by the Landlords' Charge.

Please do not hesitate to contact the Receiver at 1-866-736-7587 or [nygard@richter.ca](mailto:nygard@richter.ca) should you have any questions or concerns regarding the foregoing.

RICHTER ADVISORY GROUP INC.,  
in its capacity as Receiver



## **APPENDIX F**

File No. CI 20-01-26627

**THE QUEEN'S BENCH  
WINNIPEG CENTRE**

**IN THE MATTER OF:     THE APPOINTMENT OF A RECEIVER PURSUANT TO  
SECTION 243 OF THE *BANKRUPTCY AND INSOLVENCY*  
ACT, R.S.C. 1985 c. B-3, AS AMENDED, AND SECTION 55  
OF *THE COURT OF QUEEN'S BENCH ACT*, C.C.S.M., c.  
C280**

**BETWEEN:**

**WHITE OAK COMMERCIAL FINANCE, LLC,**

Applicant,

- and -

**NYGÅRD HOLDINGS (USA) LIMITED, NYGARD INC., FASHION  
VENTURES, INC., NYGARD NY RETAIL, LLC, NYGARD ENTERPRISES  
LTD., NYGARD PROPERTIES LTD., 4093879 CANADA LTD., 4093887  
CANADA LTD., and NYGARD INTERNATIONAL PARTNERSHIP,**

Respondents.

---

**GENERAL ORDER**

---

Thompson Dorfman Sweatman LLP  
Barristers and Solicitors  
1700 – 242 Hargrave Street  
Winnipeg, MB R3C 0V1  
(Matter No. 0173004 GBT)  
(G. Bruce Taylor: 204-934-2566)  
(Ross A. McFadyen: 204-934-2378)  
(Email: [gbt@tdslaw.com](mailto:gbt@tdslaw.com) / [ram@tdslaw.com](mailto:ram@tdslaw.com))

THE QUEEN'S BENCH

WINNIPEG CENTRE

THE HONOURABLE )  
MR. JUSTICE EDMOND )  
)

Wednesday, the 29<sup>th</sup> day of April, 2020

IN THE MATTER OF:      **THE APPOINTMENT OF A RECEIVER PURSUANT TO  
SECTION 243 OF THE *BANKRUPTCY AND INSOLVENCY*  
ACT, R.S.C. 1985 c. B-3, AS AMENDED, AND SECTION 55  
OF *THE COURT OF QUEEN'S BENCH ACT*, C.C.S.M., c.  
C280**

**BETWEEN:**

**WHITE OAK COMMERCIAL FINANCE, LLC,**

Applicant,

- and -

**NYGÅRD HOLDINGS (USA) LIMITED, NYGARD INC., FASHION  
VENTURES, INC., NYGARD NY RETAIL, LLC, NYGARD ENTERPRISES  
LTD., NYGARD PROPERTIES LTD., 4093879 CANADA LTD., 4093887  
CANADA LTD., and NYGARD INTERNATIONAL PARTNERSHIP,**

Respondents.

**GENERAL ORDER**

THIS MOTION, made by Richter Advisory Group Inc. in its capacity as court-appointed Receiver (in such capacity, the “**Receiver**”) without security, of all of the assets, undertakings and properties of Nygård Holdings (USA) Limited, Nygard Inc., Fashion Ventures, Inc., Nygard NY Retail, LLC, Nygard Enterprises Ltd., Nygard Properties Ltd., 4093879 Canada Ltd., 4093887 Canada Ltd., and Nygard International Partnership (collectively, the “**Debtors**”, or any one of them, a “**Debtor**”) for an Order, among other things, providing for the sealing of certain Confidential Appendices filed by

the Receiver, and certain other relief, was heard this day at the Law Courts Building, 408 York Avenue, Winnipeg, Manitoba.

ON READING the Notice of Motion of the Receiver, the Notices of Motion of Peter Nygard and the Respondents filed April 8 and 24, 2020, the Affidavits of Greg Fenske affirmed April 8 and 23, 2020, the First Report of the Receiver dated April 20, 2020 (the "**First Report**"), the Supplementary First Report of the Receiver dated April 27, 2020 (the "**Supplementary First Report**"), including the Confidential Appendices referenced in the First Report and the Supplementary First Report, and on hearing the submissions of counsel for the Receiver, counsel for the Applicant, counsel for the Respondents and Peter Nygard, counsel for Overseas Express Consolidators Inc. and CRSA Global Logistics Inc., counsel for Tiina Tulikorpi, counsel for Doral Holdings Limited, KCAP Kingston Inc. and 2023011 Ontario Limited, counsel for Kingsway Garden Holdings Inc., Upper Canada Mall Limited and Crombie Developments Limited, and counsel for the interested retail landlord entities of Cushman & Wakefield Asset Services ULC, Morguard Investments Limited, Ivanhoe Cambridge Inc., SmartCentres Management Services Inc., RioCan REIT, Cominar REIT, Blackwood Partners Management Corporation, Choice Properties Limited Partnership and Springwood Land Corporation, no one appearing for any other person, although properly served as appears from the Affidavit of Service of Barbara Allan sworn April 27, 2020, and the Supplementary Affidavit of Service of Barbara Allan sworn April 28, 2020, filed herein:

## **SERVICE**

1. THIS COURT ORDERS that the time for service of the Notice of Motion, the First

Report and the Supplementary First Report is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

## **AMENDMENTS TO RECEIVERSHIP ORDER**

2. THIS COURT ORDERS that in relation to the Respondents Nygard Enterprises Ltd. (“**NEL**”) and Nygard Properties Ltd. (“**NPL**”) as Limited Recourse Guarantors, for the purposes of the Receivership Order dated March 18, 2020 (the “**Receivership Order**”) made in these proceedings, “Property” shall include only such property, undertakings, and assets of NEL and NPL in which the Applicants have an interest pursuant to the Credit Agreement made among the Applicant, Second Avenue Capital Partners LLC and the Respondents dated as of December 30, 2019 (as defined in the Affidavit of Robert Dean affirmed March 9, 2020 in this proceeding) and the Loan Documents (as defined in the Credit Agreement) executed and delivered in connection therewith.

3. THIS COURT ORDERS that, for greater certainty, for the purposes of the Receivership Order, “Property” shall exclude any of NEL’s right and interest in the directors’ and officers’ insurance policies bearing policy numbers 01-173-52-10 and TDO1007769 provided by AIG Insurance Company of Canada and Trisura Guarantee Insurance Company, respectively, (the “**D&O Policies**”). Further, the Receiver and representatives of NEL shall cooperate reasonably to extend runoff coverages on the D&O Policies, it being expressly understood that such cooperation does not require the Receiver to pay any portion of the premium or additional premium payable to extend said coverage(s).



## **GARDENA ACCESS**

4. THIS COURT ORDERS that, as to access by landlords to properties leased to the Respondent Nygard, Inc. located in Gardena, California:

**“Gardena Properties”** shall mean the properties in Gardena, California, the municipal addresses of which are:

- (a) 14702 South Maple Ave.,
- (b) 14421 S. San Pedro Street,
- (c) 14401 S. San Pedro Street;

each of which is leased by Edson’s Investments Inc. (**“Edson’s”**) to Nygard, Inc., and

- (d) 332 E. Rosecrans Ave., and
- (e) 312 E. Rosecrans Ave.

both of which are leased by Brause Investments Inc. (**“Brause”**) to Nygard, Inc. (Edson’s and Brause are each a **“Landlord”**).

5. Access to the Gardena Properties will be arranged on 48 hours prior written notice, from legal counsel representing Edson’s or Brause, as the case may be, to legal counsel representing the Receiver, which request will describe the general purpose of the access and the names of the persons who will attend on behalf of the Landlord.

6. No property is to be removed from the Gardena Properties at such attendances, provided that this provision is without prejudice to Edson's or Brause asserting a property claim over assets at the Gardena Properties and, if such property claim is either admitted by the Receiver, or alternatively, adjudicated by the Court to be property of Edson's or Brause's, as the case may be, Edson's or Brause is entitled to pick up such property from the Gardena Properties on the same basis for access to do so as is set out in this Order.

7. Access to the Gardena Properties for Landlord purposes hereunder is not intended as access to review, copy or remove documents or to access correspondence, files or other data from the electronic system, which matters are to be conducted in accordance with the Documents and Electronic Files Access Order made April 29, 2020 in these proceedings.

8. A representative of the Receiver will be present during each attendance at the Gardena Properties pursuant to this Order, and the Receiver and the Landlord reserve the right to record (including by video) the attendance.

9. Any attendance at the Gardena Properties pursuant to this Order must not violate "COVID-related" sheltering/business closure/social distancing orders and guidelines applicable in Gardena at the time of the attendance, including those of the State of California and/or the City of Gardena, and all social distancing protocols must be maintained.

## **FIRST REPORT AND ACTIVITIES OF RECEIVER**

10. THIS COURT APPROVES the First Report and the Supplementary First Report and the activities of the Receiver and its counsel as described therein, including the Receiver's Interim Statement of Receipts and Disbursements and the interim accounts of the Receiver and its counsel as reflected in the First Report.

## **SEALING**

11. THIS COURT ORDERS that the Confidential Appendices to the First Report and Supplementary First Report shall be sealed, kept confidential and not form part of the public record and shall remain stored electronically with this Court on an encrypted basis limiting access to only the Registrar of this Court and the presiding Judge and shall only be made accessible or form part of the public record upon further Order of this Court.

12. THIS COURT ORDERS that the Receiver shall attach to a subsequent report a copy of Confidential Appendix 3 to the First Report, edited so as to redact privileged information contained therein.

## **GENERAL**

13. THIS COURT ORDERS that the Respondents shall immediately comply with the previous Order issued by this Court requiring the Respondents to pay to the Applicant (or as the Applicant may direct) the full amount advanced by the Applicant to the Respondents on March 12, 2020 for the Respondents' payroll.

14. THIS COURT HEREBY REQUESTS the aid and recognition of any Court,

tribunal, regulatory or administrative bodies, having jurisdiction in Canada or in the United States of America, to give effect to this Order and to assist the Consultant, the Receiver and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Consultant and the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Receiver in any foreign proceeding, or to assist the Consultant and the Receiver and their respective agents in carrying out the terms of this Order.

April 29, 2020

J.G. Edmond, J.

Digitally signed by J.G. Edmond, J.  
Date: 2020.05.15 09:35:39 -05'00'

I, G. BRUCE TAYLOR OF THE FIRM THOMPSON DORFMAN SWEATMAN LLP, HEREBY CERTIFY THAT I HAVE RECEIVED THE CONSENTS AS TO FORM OF THE FOLLOWING PARTIES: THE APPLICANT, THE RESPONDENTS AND MR. PETER NYGARD, OVERSEAS EXPRESS CONSOLIDATORS INC., CRSA GLOBAL LOGISTICS INC., TIINA TULIKORPI, DORAL HOLDINGS LIMITED, KCAP KINGSTON INC., 2023011 ONTARIO LIMITED, KINGSWAY GARDEN HOLDINGS INC., UPPER CANADA MALL LIMITED, CROMBIE DEVELOPMENTS LIMITED, AND THE INTERESTED RETAIL LANDLORD ENTITIES OF CUSHMAN & WAKEFIELD ASSET SERVICES ULC, MORGUARD INVESTMENTS LIMITED, IVANHOE CAMBRIDGE INC., SMARTCENTRES MANAGEMENT SERVICES INC., RIOCAN REIT, COMINAR REIT, BLACKWOOD PARTNERS MANAGEMENT CORPORATION, CHOICE PROPERTIES LIMITED PARTNERSHIP AND SPRINGWOOD LAND CORPORATION

AS DIRECTED BY THE HONOURABLE MR. JUSTICE J.G. EDMOND

## **APPENDIX G**



# RICHTER

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

Date: 03/25/2020  
Invoice No.: 20405055  
Engagement No.: 2021900  
Payment Terms: Due on Receipt

Professional services rendered to March 20, 2020. \$ 124,469.00

Disbursements 4,851.19

**Sub-Total** 129,320.19

**Technology and Administrative Fees** 6,223.45

GST/HST #885435842 RT0001 17,620.67

**Total Due** CAD **\$ 153,164.31**

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

[RICHTER.CA](http://RICHTER.CA)

Invoice No.: 20405055  
Date: 03/25/2020

---

**Fees**

Name	Hours	Rate	Amount
Adam Sherman	30.45	\$ 895.00	\$ 27,252.75
Adam Zeldin	1.00	525.00	525.00
Carol O'Donnell	8.70	250.00	2,175.00
Eric Finley	43.25	415.00	17,948.75
Gilles Benchaya	28.50	895.00	25,507.50
Jack Caylor	25.25	175.00	4,418.75
Kristina Ho	24.25	325.00	7,881.25
Mandy Wu	35.80	325.00	11,635.00
Pritesh Patel	35.00	775.00	27,125.00
	<b>232.20</b>		<b>\$ 124,469.00</b>

**Disbursements**

---

Airfare and Travel	\$ 2,373.22
Lodging and Meals	2,477.97
	<b>\$ 4,851.19</b>

Invoice No.: 20405055  
Date: 03/25/2020

---

**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
03/16/2020	Mandy Wu Assistance with count process and procedures. Prepare key working capital rolls summary table for the period to include in presentation.	1.50	\$ 325.00	\$ 487.50
03/16/2020	Mandy Wu Hilco supervision costs summary and update various tables and links in the presentation.	1.70	325.00	552.50
03/16/2020	Mandy Wu Continue to draft the timeline and liquidation strategies for presentation, updated tables re grouping for presentation purpose.	2.50	325.00	812.50
03/16/2020	Mandy Wu Update comp sales table through week ending Mar 14.	0.80	325.00	260.00
03/16/2020	Mandy Wu Revise rent expense and CF roll based on nil expense re Interco LL.	1.00	325.00	325.00
03/16/2020	Mandy Wu Call with E. Finley, K. Ho, P. Patel and G. Benchaya to discuss the tables included in presentation.	2.00	325.00	650.00
03/16/2020	Mandy Wu Fix AR collection re Costco order double count and AR collection fees allocation.	0.50	325.00	162.50
03/16/2020	Mandy Wu Revise the inventory liquidity summary, remove COGS and EBITDA and inventory recon from table & update central services kerp and other expense, reconciliation between tables in the presentation.	2.50	325.00	812.50
03/16/2020	Mandy Wu Call with G. Benchaya on latest status and strategies.	0.50	325.00	162.50
03/16/2020	Gilles Benchaya Work on cashflow with M. Wu re changes to assumptions, slowdown and delay in receivership. Review of rent assumptions and hilco model. Update all with E. Finley re review of liquidation assumptions.	2.00	895.00	1,790.00
03/16/2020	Gilles Benchaya Update call with lenders re day 1 actions. Review LA counts.	1.50	895.00	1,342.50
03/16/2020	Adam Sherman	3.50	895.00	3,132.50

Invoice No.: 20405055  
Date: 03/25/2020

Date	Name and Description	Hours	Rate	Amount
	Emails/calls with Osler re Nygard funds, other matters. Emails with B. Taylor. Emails/discussions with Richter team. Email to Farber requesting an update on various matters, including follow up email from Osler to Farber. Call with H. Levy.			
03/16/2020	Pritesh Patel Review of flash reporting. Review of deck on CF and discussion with Richter team on same. Correspondence with company re info requests. Call with Lenders and counsel re next steps. Correspondence with Osler re affidavit.	3.00	775.00	2,325.00
03/16/2020	Adam Zeldin Attend at Vaughan DC. Discussions with S. Chaves re inventory shipments/general operations at the DC.	1.00	525.00	525.00
03/16/2020	Eric Finley Calls and emails with P. Pramanik re funding requests. Review draft liquidation model and corresponding deck with Richter team, provide comments on same. Call with Lenders to discuss status of file.	3.75	415.00	1,556.25
03/16/2020	Eric Finley Draft email to Farber. Various email to G. Fenske, L. Micic, S. Hudda re. insurance policy, payroll details, wire transfer, funding requests and other.	4.00	415.00	1,660.00
03/16/2020	Kristina Ho Prepare report for presentation to lenders re: current liquidation model & Hilco inventory analysis.	5.50	325.00	1,787.50
03/16/2020	Jack Caylor On site in Winnipeg. Met with E. Chaves re shipments for the week and activity in the DC. Meeting with L. Sveinson re payroll status, shut down of retail business, impact of Covid-19.	2.00	175.00	350.00
03/16/2020	Jack Caylor Reviewed budget model and provided comments on same re wind-down costs.	2.75	175.00	481.25
03/17/2020	Mandy Wu Inventory summary table to add to Hilco model; revised the deck & model per Richter comments including sales tax, inventory in transit and etc.	1.20	325.00	390.00
03/17/2020	Mandy Wu Update model to reflect store closures for 4 weeks, adj to expenses during closure and delay of liquidation sales process; adjust various tables to reflect the update.	2.50	325.00	812.50

Invoice No.: 20405055  
Date: 03/25/2020

Date	Name and Description	Hours	Rate	Amount
03/17/2020	Mandy Wu Review and adjust store PL adjustment re shorter period and decreased GM%, review Hilco's numbers in details.	0.50	325.00	162.50
03/17/2020	Mandy Wu Call with E. Finley re comments on expenses/cash flow impact of the 4 week closure, refine model based on comments.	0.80	325.00	260.00
03/17/2020	Mandy Wu Set up data site per Lender's request and upload all info provided to Hilco.	0.50	325.00	162.50
03/17/2020	Mandy Wu Clean employee list file, discuss with E. Finley on how to use the payroll summary file and email G. Benchaya on the same.	0.50	325.00	162.50
03/17/2020	Gilles Benchaya Lender update call. Update call with B. Nortman on status and revised proformas required. Work on revised CF assumptions re store closures.	3.00	895.00	2,685.00
03/17/2020	Gilles Benchaya Review loan activity. Update call with A Prunier. Review updated requirement for receivership application and discussion with E. Finley re same.	2.00	895.00	1,790.00
03/17/2020	Adam Sherman Review PT report, including call with Osler/Stikeman/Farber. Review Dean affidavit. Emails/calls with B. Taylor. Attend Court call re case management. Emails/discussions with Richter team. Email from Osler re WO position statement. Call with M. Wasserman.	5.50	895.00	4,922.50
03/17/2020	Pritesh Patel Calls with Osler, Lenders re store closures, next steps. Call with counsel re case conference, discussions with Richter team on same. Correspondence with Osler re affidavit. Receivership day 1 planning re staffing, IT, retention, etc.	7.00	775.00	5,425.00
03/17/2020	Eric Finley Calls and emails with Lenders, Company and Osler re. funding requests, payroll, company assets by entity, filing of second affidavit of B. Dean, guards on site. Review of key employee listing and summarize payroll estimate.	5.00	415.00	2,075.00
03/17/2020	Eric Finley	3.00	415.00	1,245.00



Invoice No.: 20405055  
Date: 03/25/2020

Date	Name and Description	Hours	Rate	Amount
	Review bank letters, provide comments to K. Ho. Court call re. receivership application. Calls and discussion with Richter team re. receivership plan, Covid-19, employee issues, key vendors and wholesaler.			
03/17/2020	Kristina Ho Draft and review receivership bank letters to all Nygard bank accounts with new information received from O. Sofoluwe.	1.50	325.00	487.50
03/17/2020	Jack Caylor Reviewed and edited stakeholder correspondence re receivership filing. Multiple calls with E. Finley re gaining access to Nygard building. On site in Winnipeg; denied entry after trying to get in contact with multiple employees.	4.25	175.00	743.75
03/18/2020	Mandy Wu Adjust liquidation sales projection based on G. Benchaya's comment, reviewed % rent calculation and adjusted it based on the revised sales projection.	0.60	325.00	195.00
03/18/2020	Mandy Wu Update facility ledger tracker and prepared by day sales receipt comparison since March.	0.50	325.00	162.50
03/18/2020	Mandy Wu Prepare tables (incl. Weekly CF, Prof Fees) to show budget (Mar 9th forecast) vs. reported amount for the past 2 weeks, and updated the newest forecast for the w/e Mar 21, 28 and Apr 4.	1.70	325.00	552.50
03/18/2020	Mandy Wu Read through reference report of B&C re liquidation assumptions	0.20	325.00	65.00
03/18/2020	Gilles Benchaya Update with A Prunier, discussion with Hilco re security guard services, call with P. Patel re security. Call with Local provider for Winnipeg security.	2.00	895.00	1,790.00
03/18/2020	Gilles Benchaya Status update on receivership motion. Call M. Gilligan Hilco re security services, update with J. Stone Hilco re AR collections.	2.00	895.00	1,790.00
03/18/2020	Gilles Benchaya Review Hilco incentive plan with J. Paronto Hilco. Review latest loan ledger. Call with lenders re critical staff, Sajjad and Kevin financial arrangement.	3.00	895.00	2,685.00
03/18/2020	Adam Sherman	6.50	895.00	5,817.50

Invoice No.: 20405055  
Date: 03/25/2020

Date	Name and Description	Hours	Rate	Amount
	Review Nygard court materials. Emails/call with B. Taylor re receivership order/term sheet. Attend Court call. Emails/discussions with Richter team. [REDACTED]			
03/18/2020	Adam Sherman Emails/calls with P. Patel/B. Taylor re receivership order/employee notice/Nygard residence/communications with Nygard counsel/next steps/etc. Emails/calls with M. Wasserman.	3.75	895.00	3,356.25
03/18/2020	Pritesh Patel Calls with Lenders re planning for appointment. Numerous calls with Richter team re MB hearing, drafting/review of letters and notices. Serve order on CEO and call on same. Calls re secure premises and records. Call with IT team re assessment.	10.00	775.00	7,750.00
03/18/2020	Eric Finley Court call re. receivership application. Calls and emails with Hilco re. security on site. Calls and emails re IT security review. Drafting letters/ emails to employees and creditors re receivership application.	4.50	415.00	1,867.50
03/18/2020	Eric Finley Review key employee list with company, summarize same. Review and summarize funding request, send same to lenders. Calls and emails to Lenders and company re receivership application, security, funding, treasury, employees etc.	5.00	415.00	2,075.00
03/18/2020	Kristina Ho Finalize letters and send out letters to banks re Nygard bank accounts once Receivership Order received.	2.50	325.00	812.50
03/18/2020	Jack Caylor On site at Toronto DC re gaining access to building for Hilco security once the receivership order was obtained. Multiple calls with E. Finley re Hilco security, arranging security and on-site presence in Winnipeg.	2.50	175.00	437.50
03/18/2020	Jack Caylor Review of final receivership order and discussions with S. Chavez re same. Reviewed liquidation model, rent rolls, deck for lender, provided comments on same.	2.50	175.00	437.50
03/19/2020	Carol O'Donnell	5.80	250.00	1,450.00

Invoice No.: 20405055  
Date: 03/25/2020

Date	Name and Description	Hours	Rate	Amount
03/19/2020	Create website, post documents. Set up 1-800 telephone line. communications with BMO, set up in Ascend, Communications with OSB in Winnipeg, file documents with OSB, miscellaneous administration. Mandy Wu	0.40	325.00	130.00
03/19/2020	Mandy Wu Prepare weekly monitoring templates including cash flow, receipts and disbursements details, BBC and liquidity sales.	0.70	325.00	227.50
03/19/2020	Mandy Wu Call with G. Benchaya on latest status and directions on how to adjust detailed CF model, including assumptions in terms of sales, expense and timing.	0.60	325.00	195.00
03/19/2020	Mandy Wu Revise CF model and Weekly P&L assuming no sales through Apr and start slowly from May.	1.50	325.00	487.50
03/19/2020	Mandy Wu Revise store liquidation sales period from 15 weeks to 10 weeks based on new info Hilco provided and adjust expenses accordingly.	2.00	325.00	650.00
03/19/2020	Mandy Wu Review and analyze % Rent file and Mar 1 Rent payment file re rent payment breakdown and % rent for each store, to estimate the rent payable in months with no/little sales.	0.80	325.00	260.00
03/19/2020	Gilles Benchaya Review latest funding request, draft email to employees, status update on ch 15 filing, call with lenders re status and day 1 issue. Call	2.00	895.00	1,790.00
03/19/2020	Gilles Benchaya Call with P. Patel on day 1 issues. Update J. Hall on litigation cases to be carved out. Review of HAP security services agreement. Call with B. Nortman re current situation and impact on realization.	2.00	895.00	1,790.00
03/19/2020	Gilles Benchaya Review store leases for force majeure clause. Call with A. Graiser re leasing issues and rent. Call with A. Sherman re rent issues.	2.50	895.00	2,237.50
03/19/2020	Adam Sherman	3.50	895.00	3,132.50

Invoice No.: 20405055  
Date: 03/25/2020

Date	Name and Description	Hours	Rate	Amount
	Emails/calls with Richter team/B. Taylor re Nygard email to employees/access issues/other matters. Emails/call with [REDACTED]			
03/19/2020	Adam Sherman Emails with Manitoba Employment Standards [REDACTED]	2.00	895.00	1,790.00
	enquiries. Email from OSB re receivership. Emails with Colliers (Winnipeg).			
03/19/2020	Adam Sherman Review draft consulting agreement. Emails/calls with creditors/employees. Email from TDS re filing of notices of receivership. Emails with TDS/Katten re Chapter 15 matters.	2.00	895.00	1,790.00
03/19/2020	Pritesh Patel Call with Lenders re funding, emails. Calls with brokers re Toronto property, arrange for visits. Numerous calls with company re payroll, AR, wholesale, employee matters. Discussions with Richter team re day 1 matters. Calls with Remco.	8.00	775.00	6,200.00
03/19/2020	Eric Finley Calls, emails with BMO, Company re treasury functions and controls post receivership, Review forms for same. Calls, emails with Hilco re. security. Calls and emails to Lenders re receivership application, security, funding etc. Creditor phone calls.	5.00	415.00	2,075.00
03/19/2020	Eric Finley Employee phone calls. [REDACTED] Finalize funding requests and first receiver's certificate. Review employee correspondence provide comments on same.	4.50	415.00	1,867.50
03/19/2020	Kristina Ho Call and contact banks re confirm receipt and understanding of letters sent regarding the Debtors current cash management system. Review emails, respond to inquiries & concerns from bank re access to accounts & further instructions	6.00	325.00	1,950.00
03/19/2020	Kristina Ho Call with BMO re current cash management system and execution of payroll to be paid 3/20	1.50	325.00	487.50
03/19/2020	Jack Caylor	6.25	175.00	1,093.75

Invoice No.: 20405055  
Date: 03/25/2020

Date	Name and Description	Hours	Rate	Amount
	Emailed with P. Pramanik and reviewed responses re AR, inventory, sales summary [REDACTED]			
	various creditor and employee inquiries re receivership order.			
03/20/2020	Carol O'Donnell Comm. with OSB regarding multiple estate numbers. Post document to website, prepare translations. Comm. with BMO regarding bank acct. Prepare wire information for White Oak. Verify bank for wire transfer, update deposit, miscellaneous administration.	2.90	250.00	725.00
03/20/2020	Mandy Wu Discuss with G. Benchaya re liquidation assumptions used in Hilco 10 wk model (including sales multiples, major expenses) and CF model assumptions on store closure, including planned payment of salaries, rent, and non-trade AP.	0.60	325.00	195.00
03/20/2020	Mandy Wu Discuss with G. Benchaya re liquidators supervision cost for 10 wk model, updated table to show sensitized # and comparison vs Hilco proposed.	0.50	325.00	162.50
03/20/2020	Mandy Wu Refined table of liquidator cost to show different type of expenses and updated CF model to use sensitized fee % vs. % quoted by Hilco.	2.00	325.00	650.00
03/20/2020	Mandy Wu Drafting the liquidation strategies & assumptions parts in the presentation with G. Benchaya liquidation strategies	0.80	325.00	260.00
03/20/2020	Mandy Wu Update CF model to show store closure thru end of May, add in all expenses fcst'd to incur during the closure, adjust cash payment during and after the closure per discussion with G. Benchaya	2.40	325.00	780.00
03/20/2020	Mandy Wu Update tables to be included in presentation, including summary CF, key rollforwards, summary liquidation PL, realization summary.	1.50	325.00	487.50
03/20/2020	Gilles Benchaya [REDACTED] [REDACTED] Status call with A Prunier . Work on updated cashflow and liquidation analysis assumptions with M. Wu.	6.50	895.00	5,817.50
03/20/2020	Adam Sherman	2.50	895.00	2,237.50



Invoice No.: 20405055  
Date: 03/25/2020

Date	Name and Description	Hours	Rate	Amount
	Emails/call with M. Wasserman re update. [REDACTED]			
	Emails/discussions with Richter team. Email [REDACTED]			
03/20/2020	Adam Sherman Emails/discussions with P. Patel/B. Taylor re Nygard residence, access issues, Chapter 15 docs, other matters. Email from Katten re entered US orders and scheduling of recognition hearing. Emails with creditors/former employees.	1.00	895.00	895.00
03/20/2020	Adam Sherman Emails with B. Taylor re urgent motion filed by Nygard re access.	0.20	895.00	179.00
03/20/2020	Pritesh Patel [REDACTED] Toronto property. Calls with Remco re held goods. Discussions with Katten re Ch 15 filing. Correspondence with MB counsel re privilege issue/motion.	7.00	775.00	5,425.00
03/20/2020	Eric Finley Call with lender re status update. Various calls with BMO, L. Micic, P. Pramanik re payroll funding, cash management services, cash controls, funding requirements.	3.50	415.00	1,452.50
03/20/2020	Eric Finley Calls with S. Hudda, J. Hamlin re employee status, layoffs, termination notices. Calls with Canada Post re deposit, COD payment. Various credit calls and inquiries. Finalize NDA re sales process.	5.00	415.00	2,075.00
03/20/2020	Kristina Ho Prepare teaser for transaction opportunity to be sent to potential buyers. Correspond, review, and respond to emails re setting up access to bank accounts and inquiries on changes to cash management system	7.25	325.00	2,356.25
03/20/2020	Jack Caylor Various calls and emails and drafting of letter for Canada Post re deposits, resuming service. Drafted NDA for potential buyers. Responding to various creditor and employee inquiries re receivership order.	5.00	175.00	875.00
<b>Fees Total</b>		<b>232.20</b>		<b>\$ 124,469.00</b>

Date	Name and Description	Hours	Rate	Amount
------	----------------------	-------	------	--------

Invoice No.: 20405055  
Date: 03/25/2020

---

Date	Name and Description	Hours	Rate	Amount
03/06/2020	Airfare and Travel			\$ 2,373.22
03/12/2020	Lodging and Meals			2,477.97
Disbursements Total				<hr/> \$ 4,851.19

Invoice No.: 20405055  
Date: 03/25/2020

---

## Remittance Form

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

---

## Invoice Summary

<b>Sub-Total</b>		<b>\$ 129,320.19</b>
<b>Technology and Administrative Fees</b>		6,223.45
GST/HST #885435842 RT0001		17,620.67
<b>Total Due</b>	<b>CAD</b>	<b>\$ 153,164.31</b>

---

## Payment Options

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques** Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3510, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries:** please call our general line 416.488.2345 or e-mail ClientService@richter.ca

---

### TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

---

### MONTREAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

---

### CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

# RICHTER

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

Date: 04/01/2020  
Invoice No.: 20405069  
Engagement No.: 2021900  
Payment Terms: Due on Receipt

Professional services rendered to March 29, 2020. \$ 182,920.17

Disbursements 3,908.71

**Sub-Total** 186,828.88

**Technology and Administrative Fees** 9,146.01

GST/HST #885435842 RT0001 25,476.73

**Total Due** CAD **\$ 221,451.62**

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

Invoice No.: 20405069  
Date: 04/01/2020

---

**Fees**

Name	Hours	Rate	Amount
Adam Sherman	37.50	\$ 895.00	\$ 33,562.50
Carol O'Donnell	25.80	250.00	6,450.00
Eric Finley	59.42	415.00	24,657.92
Gilles Benchaya	47.00	895.00	42,065.00
Jack Caylor	34.25	175.00	5,993.75
Ken Le	6.10	185.00	1,128.50
Kristina Ho	14.25	325.00	4,631.25
Mandy Wu	52.40	325.00	17,030.00
Pascale Lareau	20.00	185.00	3,700.00
Pritesh Patel	55.00	775.00	42,625.00
Vicky Coupal	10.25	105.00	1,076.25
	<b>361.97</b>		<b>\$ 182,920.17</b>

**Disbursements**

---

Airfare and Travel	\$ 1,867.26
Lodging and Meals	2,041.45
	<b>\$ 3,908.71</b>

Invoice No.: 20405069  
Date: 04/01/2020

---

**Fee and Disbursement Details**

Date	Name and Description	Hours	Rate	Amount
03/21/2020	Mandy Wu Drafting CF assumptions re receipts from retail, wholesale and other assets, store operating expenses, DC costs and central services, break down into shutdown period and liquidation period. Refine model, tables and narratives.	7.50	\$ 325.00	\$ 2,437.50
03/21/2020	Adam Sherman Emails from B. Taylor re Justice Edmond's response to Nygard's urgent motion, consulting agreement, emails with Nygard [REDACTED]	3.00	895.00	2,685.00
03/21/2020	Pritesh Patel Call with interested party re Toronto building. Review and comment on form of consulting agreement. Review of form of order re document access and correspondence with TDS on same. Review of comments on NDA.	5.00	775.00	3,875.00
03/21/2020	Eric Finley Review of company payroll files, summarize impact of proposed layoffs and model cash impact on payroll. Various emails and discussions with S. Hudda and P. Patel re. headcount reduction.	3.75	415.00	1,556.25
03/21/2020	Eric Finley Review/comment on Company corporate cards listing. Various emails with Canada Post, Osler, J. Caylor.	2.00	415.00	830.00
03/21/2020	Kristina Ho Review and sign forms to gain access to BMO bank accounts	0.50	325.00	162.50
03/22/2020	Mandy Wu Prepare Store liquidation scenario re Richter sensitized vs Hilco proforma.	0.60	325.00	195.00
03/22/2020	Mandy Wu Continue to update and refine CF model, including incorporate scaled down HO&DC payroll, further adjust expenses during the shutdown and liquidation period, 1st revision of professional fees, add in Ecomm sales and COGS, planned cash payment for expenses.	1.80	325.00	585.00
03/22/2020	Mandy Wu Work on the draft deck with G. Benchaya, review the timeline and realization strategy section and work together on updating the write up of receipts, store expenses and HO/DCs expenses. Refine model to reflect the updated assumptions accordingly.	2.20	325.00	715.00



Invoice No.: 20405069  
Date: 04/01/2020

Date	Name and Description	Hours	Rate	Amount
03/22/2020	Mandy Wu Re-arrange and update CF summary, WC rolls, professional fees tables to show shutdown period in one column / liquidity period in one column for presentation purpose.	0.80	325.00	260.00
03/22/2020	Mandy Wu Review and revise the updated tables with G. Benchaya and add in commentaries for each slide	1.50	325.00	487.50
03/22/2020	Mandy Wu Work on professional fees with G. Benchaya, reviewed each professional parties estimate charges & payment to update the opening balance on Mar 15th, update the estimate professional fees during the scaled down period and the liquidation period.	1.00	325.00	325.00
03/22/2020	Gilles Benchaya Work with M. Wu on revised winddown assumption, determination of scaled down requirements, and revisions to Hilco proforma liquidation scenarios.	3.50	895.00	3,132.50
03/22/2020	Gilles Benchaya Work on deck for liquidation analysis and CF through liquidation. Discussion with M. Wu re Rent issues and review of minimum rent and % rent re lower sensitized sales volume.	4.00	895.00	3,580.00
03/22/2020	Adam Sherman Call with TDS re access order, etc. Emails from TDS re consulting agreement, draft access order, emails with Nygard counsel, [REDACTED] Emails/discussions with Richter team. Begin drafting Receiver's report.	7.50	895.00	6,712.50
03/22/2020	Pritesh Patel Calls with Richter team re CF. Call with broker re Toronto property. Call with TDS re document access. Calls with Richter team re headcount reduction. Review revised form of doc access order. Correspondence with TDS re revised consulting agreement.	5.00	775.00	3,875.00
03/22/2020	Eric Finley Review Hilco security agreement, provide comments. Discuss key employee listing with P. Patel. Emails with J. Caylor re card expenses, review same. Responding to creditors inquiries.	4.00	415.00	1,660.00
03/22/2020	Eric Finley	3.50	415.00	1,452.50

Invoice No.: 20405069  
Date: 04/01/2020

Date	Name and Description	Hours	Rate	Amount
	Review and summarize employee correspondence from J. Hamlin, summarize listing of employees and timing on termination letters. Review cashflow forecast from lenders, provide comments on same. Responding to creditor inquiries.			
03/23/2020	Pascale Lareau Check emails and calls received and return to E. Finley.	1.40	185.00	259.00
03/23/2020	Carol O'Donnell Translate and post French documents to website. Misc. administration.	2.10	250.00	525.00
03/23/2020	Mandy Wu Revise model based on E. Finley & G. Benchaya's comments. Update facility ledger, true up w/e Mar 21 loan balance, receipts and disbursements. Call to go through the CF model presentation.	0.40	325.00	130.00
03/23/2020	Mandy Wu Update facility ledger, true up w/e Mar 21 loan balance, receipts and disbursements. Call with Richter team to review CF model.	0.30	325.00	97.50
03/23/2020	Mandy Wu Update facility ledger, true up w/e Mar 21 loan balance, receipts and disbursements. Call with Richter team to reveiw CF model.	1.80	325.00	585.00
03/23/2020	Mandy Wu Adjust shutdown period expenses - review historical divisional DC, HO expense, replace the currently combined expenses with detailed breakdown expenses and added in shutdown factor to reflect the scale down.	1.20	325.00	390.00
03/23/2020	Mandy Wu Refine the CF model based on comments received during the call, including pulling forward non-trade payment, update professional fee estimates, add in deposits, and various other adjustments.	2.30	325.00	747.50
03/23/2020	Mandy Wu Revise the realization table and the summary PL table, to include the scaled down period expenses in one line vs blend in and present % on net recovery.	0.70	325.00	227.50
03/23/2020	Mandy Wu Revise the realization table and the summay PL table, to include the scaled down period expenses in one line vs blend in and present % on net recovery	1.50	325.00	487.50
03/23/2020	Gilles Benchaya	2.00	895.00	1,790.00

Invoice No.: 20405069  
Date: 04/01/2020

Date	Name and Description	Hours	Rate	Amount
	Review of comments from E Finley. Review of landlords by mall and terms by location. Min rent and % rent under various scenarios.			
03/23/2020	Gilles Benchaya Review of lease terms with Mandy and reconciliation to March rent roll. Consolidation of rent by Major landlord. Review of force majeure clauses for key leases.	2.00	895.00	1,790.00
03/23/2020	Gilles Benchaya Work on deck for lenders on liquidation analysis & key underlying assumptions, call w/ B. Nortman re liquidation assumptions.	2.00	895.00	1,790.00
03/23/2020	Gilles Benchaya Ongoing work w/ Mandy on priority claims, rent estimates, scaled down head office, documentation of assumptions re scaled down vs liquidation period, etc.	2.00	895.00	1,790.00
03/23/2020	Adam Sherman Review cash flow. Emails/discussions with Richter team. Emails/call with TDS re employee letter. Email from TDS re Nygard affidavit/motion, access order, emails with Nygard counsel. Emails from/to Loopstra Nixon re repossession notice.	4.50	895.00	4,027.50
03/23/2020	Adam Sherman [REDACTED]. Emails with OSB re real estate numbers.	0.50	895.00	447.50
03/23/2020	Pritesh Patel Review and comments on term/layoff letters, call with counsel on same. Discussions with employees re KERP. Calls with HAP re security. Attendance at Toronto to remove boxes. Review employee lists, review credit card transactions. CF review with team.	8.00	775.00	6,200.00
03/23/2020	Eric Finley Various calls with Company, benefit provider re. employment benefits. Review and sign banking agreements. Emails with BMO re expenses and Receiver access. Draft employee letters, various emails with counsel to update same. Review expense listings.	4.25	415.00	1,763.75
03/23/2020	Eric Finley Calls/emails with Hilco re security and associated inventory. Calls with S. Hudda re Woodbridge warehouse. Emails/calls with finance team re payments, AR listing. Various creditor inquiries and calls.	4.00	415.00	1,660.00
03/23/2020	Kristina Ho Update teaser with updated information for potential buyers. Compile a potential buyer list to contact.	3.50	325.00	1,137.50

Invoice No.: 20405069  
Date: 04/01/2020

Date	Name and Description	Hours	Rate	Amount
03/23/2020	Kristina Ho Call with BMO re finalizing access forms for BMO bank accounts. Finalize, sign, and upload BMO access forms.	2.00	325.00	650.00
03/23/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Organization, editing and printing of termination letters for mailing.	6.00	175.00	1,050.00
03/23/2020	Jack Caylor Reviewed and summarized real-estate pitches re the Toronto office for P. Patel.	2.50	175.00	437.50
03/24/2020	Pascale Lareau Check emails and calls received and return to Eric Finley, verification of wire transfer.	1.60	185.00	296.00
03/24/2020	Carol O'Donnell Prepare wire transfer, update. Prepare new bank accounts in Ascend. Prepare mailing to employees.	4.30	250.00	1,075.00
03/24/2020	Ken Le Email communication with creditor	0.10	185.00	18.50
03/24/2020	Vicky Coupal Preparation of mailing to employees; mail merge; save template.	4.00	105.00	420.00
03/24/2020	Mandy Wu Call with lenders - update, discussion re assets realization, employees scale down, and CF assumptions	2.50	325.00	812.50
03/24/2020	Mandy Wu Refine presentation & CF model based on comments from lenders and G. Benchaya, including prep wholesale. Richter sensitivity vs Hilco table, professional fees roll from Mar 21, review and adjust expenses and other changes.	2.20	325.00	715.00
03/24/2020	Mandy Wu Review rent file to identify stores with only % rent and not previously included in rent expense, adjust rent expense in liquidity period to reflect sensitivity of % rent.	0.50	325.00	162.50
03/24/2020	Mandy Wu Prepare a deck with Hilco info removed from both narratives and tables, and excludes professional fee table. Clean up the CF model excel working file to send to lenders per request.	1.10	325.00	357.50
03/24/2020	Mandy Wu	1.80	325.00	585.00

Invoice No.: 20405069  
Date: 04/01/2020

Date	Name and Description	Hours	Rate	Amount
	Clean up the CF model excel working file to send to lenders per request. Prepare top A/R summary table per listing as of Mar 7.			
03/24/2020	Mandy Wu Prepare top A/R summary table per listing as of Mar 7th	0.40	325.00	130.00
03/24/2020	Gilles Benchaya Call with Katten re employment matters, CH15 petition hearing, lawsuits, NY subpoena info required. Call with B.Taylor re doc sharing for lawsuits & Nygard counsel request. Call w/P. Patel re Vaughan DC, estimated loss, next steps.	2.00	895.00	1,790.00
03/24/2020	Gilles Benchaya Review AR aging, Hilco loss prevention agreement, updated top AR schedule and deck for lenders. Call w/lenders re various matters including real estate, [REDACTED], Hilco agreement, & review of CF & liquidation analysis deck.	2.00	895.00	1,790.00
03/24/2020	Gilles Benchaya Review settlement offer with Adam re Dillard's and additional info required. Call with A. Sherman re status of rent for scaled down period. Review updated Hilco agreement and discussion P. Patel re business terms.	2.00	895.00	1,790.00
03/24/2020	Gilles Benchaya Prep for CH 15 hearing with Jerry Hall.	1.00	895.00	895.00
03/24/2020	Adam Sherman [REDACTED] [REDACTED] Review TDS engagement letter. Emails/discussions with Richter team. Emails from TDS re case conference for Nygard motion, emails with Nygard counsel, access order, etc. Call with Osler re update.	5.00	895.00	4,475.00
03/24/2020	Pritesh Patel Update call with Lenders re CF. Review proposals, calls with brokers on same. Investigation into DC theft, discussions Nygard employees, HAP on same. Calls with Remco re release of goods. Attending to employee issues. Update call with Katten re Ch15.	8.00	775.00	6,200.00
03/24/2020	Eric Finley Review and edits to teaser. Calls, emails with HR re. employee letters, payroll, notice vacation pay. Finalize layoff letters for mailing. Calls/emails with S. Hudda re employee expenses, employee vacation & benefits.	3.50	415.00	1,452.50
03/24/2020	Eric Finley	4.00	415.00	1,660.00

Invoice No.: 20405069  
Date: 04/01/2020

Date	Name and Description	Hours	Rate	Amount
	Update call with lenders. Calls and emails with K. Carkner re AP, employee retention, insurance coverage. Emails with L. Anderson re 30 day goods. Various creditor inquiries and calls.			
03/24/2020	Kristina Ho Coordinate with and contact various banks to change current banking arrangements and grant access to Richter as receiver	1.00	325.00	325.00
03/24/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Review of current liquidity deck for lenders and provide commentary on same.	4.50	175.00	787.50
03/24/2020	Jack Caylor Work with E. Finley analyzing and summarizing current inventory in DC's by brand for potential purchasers.	1.50	175.00	262.50
03/25/2020	Pascale Lareau Preparation of mailing to employees and verification email and call received.	6.80	185.00	1,258.00
03/25/2020	Carol O'Donnell Post documents to website. Communications with OSB. Prepare mailing.	6.80	250.00	1,700.00
03/25/2020	Vicky Coupal Prepare mailing to US employees; follow with C. O'Donnell; Update letter with new Email (Appendix A)	1.50	105.00	157.50
03/25/2020	Mandy Wu HC and salaries / benefits summary by department by week for the 20 weeks period, reconcile with employee list and payroll summary included in CF model.	1.70	325.00	552.50
03/25/2020	Mandy Wu [REDACTED] provided by company. Update the tables for weekly CF and weekly WC rolls to show scaled down and liquidation period per G. Benchaya's comments.	0.60	325.00	195.00
03/25/2020	Mandy Wu Update the tables for weekly CF and weekly WC rolls to show scaled down and liquidation period per G. Benchaya's comments.	1.10	325.00	357.50
03/25/2020	Mandy Wu Update write-up of liquidation dates in the presentation and related dates in the tables. Relink tables in the presentation to the proper source and update the numbers discussed in the presentation accordingly.	0.30	325.00	97.50



Invoice No.: 20405069  
Date: 04/01/2020

Date	Name and Description	Hours	Rate	Amount
03/25/2020	Mandy Wu Relink tables in the presentation to the proper source and update the numbers discussed in the presentation accordingly	0.40	325.00	130.00
03/25/2020	Mandy Wu Call with Hilco re HC reduction considerations, market outlook and services re relocating NY office / retail inventory and items.	0.50	325.00	162.50
03/25/2020	Mandy Wu Work with G. Benchaya on the revised HC reduction proposal, add in salaries and benefits info to the table. Continued to refine the CF model and weekly PL.	0.50	325.00	162.50
03/25/2020	Mandy Wu Continued to refine the CF model and weekly PL	0.70	325.00	227.50
03/25/2020	Gilles Benchaya Review professional fee estimates through winddown & accrued amounts. Review affidavit and blueprint objection in prep for CH 15 Court hearing. Attendance at 15 court hearing. F/u discussion w/Katter re hearing, NY Ho, litigation matters, & other matters	2.00	895.00	1,790.00
03/25/2020	Gilles Benchaya review loan ledger. Work with Mandy on further revisions to detailed cashflow model further to lender discussions. Review scaled down head office employee list and discussion with E Finlay re further potential cuts.	2.00	895.00	1,790.00
03/25/2020	Gilles Benchaya Call w/prospective buyer for TO property, call w/A Prunier re update & CF. Call w/J Paronto at Hilco re: Central service requirements during liquidation & key employees.	1.00	895.00	895.00
03/25/2020	Gilles Benchaya Discussion J. Paronto re NY office & store strategy to remove merchandise, fixtures and transfer to offsite facility for potential auction. Call with P. Patel re rent obligation during scale down period.	1.00	895.00	895.00
03/25/2020	Adam Sherman [REDACTED] Emails with TDS re case conference, CBC action, access order, emails with Nygard counsel, etc. Call with Osler re various matters. Emails/discussions with Richter team. Draft 245/246 report.	4.50	895.00	4,027.50
03/25/2020	Pritesh Patel	8.00	775.00	6,200.00

Invoice No.: 20405069  
Date: 04/01/2020

Date	Name and Description	Hours	Rate	Amount
	Update call with lenders. Update broker proposal summary, circulate to lenders. Numerous calls with Nygard team re BBC, AR collections, payroll, employee issues. Calls with counsel re LC issue. Responding to creditor inquiries. Discussion with CBRE.			
03/25/2020	Eric Finley Calls with security re security breach in Vaughan. Emails with M. Gandhi re teaser, unconsolidated balance sheets. Adjust key employee listing given no Ecomm, IT. Review payroll figures, finalize funding request, call with lenders re same.	3.50	415.00	1,452.50
03/25/2020	Eric Finley Calls with Bank, Company re treasury function, administrative access, cash management system. Review credit card transactions, summary same. Call D. Rosenblat re invoice. Update layoff and termination letters for mailing. Update teaser for sales process.	5.00	415.00	2,075.00
03/25/2020	Kristina Ho Review transactional details for credit cards to ensure all credit card details have been provided from BMO; call with BMO re update on disbursement accounts and employee access.	2.25	325.00	731.25
03/25/2020	Kristina Ho Format updated teaser for presentation to potential buyers.	0.50	325.00	162.50
03/25/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Review and summarize support documents re March 25th funding request.	5.00	175.00	875.00
03/25/2020	Jack Caylor Finalize creditors listing for S.245 notices and update with commentary from Richter team. Create service list with updated creditor emails for S.245 notices.	1.75	175.00	306.25
03/26/2020	Pascale Lareau Updated employees list with email address, verify email received.	2.70	185.00	499.50
03/26/2020	Carol O'Donnell Prepare transfer from US act to CDN account. Translate documents for webpage and post. Prepare creditor lists, research addresses for mailings. Misc. administration.	5.80	250.00	1,450.00
03/26/2020	Vicky Coupal	1.25	105.00	131.25

Invoice No.: 20405069  
Date: 04/01/2020

Date	Name and Description	Hours	Rate	Amount
	Labels for mailing to creditors; follow up with C. O'Donnell; labels for Supplementary lists; Review of Report			
03/26/2020	Mandy Wu Look for information related to NY office and retail store	0.20	325.00	65.00
03/26/2020	Mandy Wu Vacation pay analysis - review company provided info, prepare tables for HO go-forward HC and non-go forward vacation pay analysis.	1.40	325.00	455.00
03/26/2020	Mandy Wu Revise tables and the CF model based on G. Benchaya's comments, including vacation pay analysis, Store, DC and HO rent payment plan, prof fee, critical payment, buildings etc. Look for information related to NY offie and retail store.	2.10	325.00	682.50
03/26/2020	Mandy Wu Update the facility ledger based on the funding request, adjust the projected sales, receipts and disbursements estimated for w/e mar 28 in the model accordingly.	0.60	325.00	195.00
03/26/2020	Mandy Wu Update the tables and commentary write-up in the presentation based on revised model & assumptions.	0.90	325.00	292.50
03/26/2020	Mandy Wu Update the payroll summary based on revised HC reduction plan. Refine the updated list of HO go-forward employees, to include salaries and weeks to keep, and prepare it in tables to include in the presentation	0.50	325.00	162.50
03/26/2020	Mandy Wu Refine the updated list of HO go-forward employees, to include salaries and weeks to keep, and prepare it in tables to include in the presentation	0.70	325.00	227.50
03/26/2020	Gilles Benchaya Analysis of vacation re super priority including go forward employee variance. Review and modifications to teaser document and list of potential interested parties. Review lease for NY store and discussion Katten re exit of NY store.	2.00	895.00	1,790.00
03/26/2020	Gilles Benchaya Follow up with J. Paronto re exit of NY Store and removal of books and records and fixtures to offsite location.	2.00	895.00	1,790.00
03/26/2020	Gilles Benchaya	2.00	895.00	1,790.00


Invoice No.: 20405069  
Date: 04/01/2020

Date	Name and Description	Hours	Rate	Amount
	Review of detailed functions for remaining HO personnel. Discussion on vacation analysis with M. Wu and changes required. Review list of property at Ny HO. Discussion Katten re April rent. Follow up with Shamsh on info requests.			
03/26/2020	Gilles Benchaya Further updates to detailed CF assumptions etc. Update call with Pritesh on properties, sale process for retail operations.	0.50	895.00	447.50
03/26/2020	Adam Sherman [REDACTED] Osler/TDS re funding and rent. Emails with TDS re access order, US litigation, case conference, cc expenses, etc. Finalize/sign 245/246 report. Review CBRE property listing docs. Emails/discussions with Richter team.	4.00	895.00	3,580.00
03/26/2020	Pritesh Patel Call with Lenders re funding requirements. Discussions with counsel re rent payments. Review and edits to s.245/246 report. Discussions with Richter team re mailing, banking, payroll funding. Meeting with CBRE re property, sqft variances, next steps.	6.00	775.00	4,650.00
03/26/2020	Eric Finley Call with Lenders re funding request. Call police re warehouse theft. Calls with Bank, Company BMO re treasury function, administrative access, cash management system. Various creditor and employee inquiries.	2.50	415.00	1,037.50
03/26/2020	Eric Finley Review, comment, create schedules re. 245 notice. Review landlord listing. Call and email Chubb re security system. Various creditor and employee inquiries. Various calls and discussions with HR at company re. benefits, employee matters.	6.00	415.00	2,490.00
03/26/2020	Kristina Ho Prepare listing of landlords to send out notices; monitor BMO disbursement accounts to ensure only payroll is paid out; correspond with various banks to revise the current cash management system and allow access to the Richter team.	3.00	325.00	975.00
03/26/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same.	3.50	175.00	612.50
03/26/2020	Jack Caylor	2.25	175.00	393.75

Invoice No.: 20405069  
Date: 04/01/2020

Date	Name and Description	Hours	Rate	Amount
	Update creditor's listing for S.245 Notices to include utility providers and cross reference to creditors listing in NOI filing materials.			
03/27/2020	Pascale Lareau Mailing to creditors, updated schedule of employees address.	7.50	185.00	1,387.50
03/27/2020	Carol O'Donnell Verify bank for wire, update GL. Prepare labels, research addresses, mailing, emails to Creditors. Misc. administration.	6.80	250.00	1,700.00
03/27/2020	Ken Le Prepare mailing to creditors	6.00	185.00	1,110.00
03/27/2020	Vicky Coupal Do labels for mailing to Employees and Supplementary lists (inclding fixing format of 2 worsheets individually and split by country, and fix landlord format; Finalize Report (Notice and Statement of Receiver; Follow up with C. O'Donnell	3.50	105.00	367.50
03/27/2020	Mandy Wu Review received Canadian AR listing as of Mar 25th and update the AR collection in the CF model accordingly. Revise AR collection included in the model to proper roll forward the AR balance based on receipts per facility ledger.	0.50	325.00	162.50
03/27/2020	Mandy Wu Revise A/R collection included in the model to proper roll forward the A/R balance based on receipts per facility ledger	0.50	325.00	162.50
03/27/2020	Mandy Wu Call with G. Benchaya to go through the deck, revise the wording, update the numbers, and make changes to the model accordingly.	0.40	325.00	130.00
03/27/2020	Mandy Wu Call with G. Benchaya to go through the deck, revise the wording, update the numbers, and make changes to the model accordingly.	2.40	325.00	780.00
03/27/2020	Mandy Wu . Update liquidators costs in the model and update the comparison tables based on the counteroffer provided by Hilco. Make changes to the deck based on G. Benchaya's comments on yesterday's version.	0.20	325.00	65.00
03/27/2020	Mandy Wu Update liquidators costs in the model and update the comparison tables based on the counter offer provided by Hilco	1.50	325.00	487.50

Invoice No.: 20405069  
Date: 04/01/2020

Date	Name and Description	Hours	Rate	Amount
03/27/2020	Mandy Wu Make changes to the deck based on G. Benchaya's comments on yesterday's version	1.10	325.00	357.50
03/27/2020	Gilles Benchaya Work w/Mandy on revised CF assumptions, liquidation analysis, including updated AR listing & collections, Costco collections, timing on property sales & projected realization, updated vacation pay & other priority items analysis, work on updated deck.	2.00	895.00	1,790.00
03/27/2020	Gilles Benchaya Call with Katten on latest professional fee estimate. Call with Pritesh re CBRE status and review of latest draft agreement	2.00	895.00	1,790.00
03/27/2020	Gilles Benchaya Call with B. Nortman re Consulting agreement economics. Call with N. Werner Hilco re revised supervision budget, advertising etc. Modeling impact of Hilco economics and analysis of revised liquidator costs vs previous offer.	2.00	895.00	1,790.00
03/27/2020	Gilles Benchaya Review of latest AR balances and reconciliation with model and call with M. Wu to update collection assumptions	1.50	895.00	1,342.50
03/27/2020	Adam Sherman Review/approve creditor notice. Emails/call with TDS re properly listing, case management memo, emails with Nygard counsel, property access, Blue Cross, etc. 	3.00	895.00	2,685.00
03/27/2020	Pritesh Patel Attending to issues at Gardena DC. Calls with landlord for Vaughan DC re access. Review of CBRE agreement, calls with Osler/TDS on same. Review and finalize form of letter re CC transactions, call with employee on same. Calls with Richter team re CF.	7.00	775.00	5,425.00
03/27/2020	Eric Finley Call with Katten, Company HR re employee benefits. Various calls and emails with Chubb, security company and police re location security and related thefts. Finalize creditor listing, calls with Richter team re mailing. Review employee expenses.	3.75	415.00	1,556.25
03/27/2020	Eric Finley	3.42	415.00	1,417.92



Invoice No.: 20405069  
Date: 04/01/2020

Date	Name and Description	Hours	Rate	Amount
03/27/2020	Draft and finalize letters to former employees re expenses and payments. Various creditor and employee inquiries and calls. Kristina Ho	1.50	325.00	487.50
03/27/2020	Prepare addresses to send out notices to landlords; draft letters to be sent to former employees re: credit card payments. Jack Caylor	5.00	175.00	875.00
03/27/2020	Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Call with Company and Katten re COBRA, employee benefits and employee communications. Jack Caylor	2.25	175.00	393.75
03/28/2020	Review and compare credit card statements prepared by the bank against statements obtained from the company. Review and summarize support provided by company re. employee expenses. Gilles Benchaya	2.00	895.00	1,790.00
03/28/2020	Call with Pritesh on property deal status, consulting agreement court approval and discussion re process required and RPT. Review of AR collection and Costco early pay. Gilles Benchaya	1.00	895.00	895.00
03/28/2020	Update to model for AR collections, vacation pay, timing of real estate sales proceeds, review of opening true up. Gilles Benchaya	1.50	895.00	1,342.50
03/28/2020	Review of deck for lender call. Lender call to review status of CBRE, Hilco, collections, revised cashflow etc. Adam Sherman	2.50	895.00	2,237.50
03/28/2020	Emails/call with TDS re property listing, consulting agreement, Gardena DC issues, etc. Emails with L. Galessiere (landlord counsel) re various matters. Emails/discussions with Richter team. Pritesh Patel	3.00	775.00	2,325.00
03/28/2020	Attending to issues at Gardena DC. Calls with OEC re goods at port. Correspondence with interested party re Property. Review of amendment to Listing Agreement, call with counsel on same. Eric Finley	2.50	415.00	1,037.50
03/28/2020	Emails and phone calls with HAP, Nygard counsel, Richter team, employees re Gardena security. Emails with Katten re employee benefits. Review inventory in-transit provided by company.			

Invoice No.: 20405069  
Date: 04/01/2020

Date	Name and Description	Hours	Rate	Amount
03/29/2020	Mandy Wu Revise CF model and presentation based on comments from E. Finley and G. Benchaya, including Ecomm, payroll arrears, LA rent and professional fees.	1.50	325.00	487.50
03/29/2020	Adam Sherman [REDACTED] TDS/Katten re Gardena DC issues, access order, other. Emails/discussions with Richter team. Emails from TDS/Osler re access order. Emails with TDS re consulting agreement, Gardena, other.	3.00	895.00	2,685.00
03/29/2020	Pritesh Patel Call with counsels re Gardena DC issues, access requests, comments on response to Lerner. Call with Winnipeg broker re properties. Update call with lenders re realizations and CF. Review revised drafts of Doc Access Order, consultant agreement.	5.00	775.00	3,875.00
03/29/2020	Eric Finley Update cashflow projections for Lender call. Call with Lenders re outstanding items, cashflow projection. Emails with company re In-transit inventory. Update buyer list for sales process.	3.75	415.00	1,556.25
<b>Fees Total</b>		<b>361.97</b>		<b>\$ 182,920.17</b>
Date	Name and Description	Hours	Rate	Amount
03/16/2020	Airfare and Travel			\$ 1,867.26
03/11/2020	Lodging and Meals			2,041.45
<b>Disbursements Total</b>				<b>\$ 3,908.71</b>

Invoice No.: 20405069  
Date: 04/01/2020

---

## Remittance Form

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

---

## Invoice Summary

<b>Sub-Total</b>		<b>\$ 186,828.88</b>
<b>Technology and Administrative Fees</b>		9,146.01
GST/HST #885435842 RT0001		25,476.73
<b>Total Due</b>	<b>CAD</b>	<b>\$ 221,451.62</b>

---

## Payment Options

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques** Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3510, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

---

### TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

---

### MONTREAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

---

### CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

# RICHTER

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

Date: 04/07/2020  
Invoice No.: 20405087  
Engagement No.: 2021900  
Payment Terms: Due on Receipt

Professional services rendered to April 5, 2020. \$ 127,556.50

Disbursements 12,145.39

**Sub-Total** 139,701.89

**Technology and Administrative Fees** 6,377.83

GST/HST #885435842 RT0001 18,990.37

**Total Due** CAD **\$ 165,070.09**

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

[RICHTER.CA](http://RICHTER.CA)

Invoice No.: 20405087  
Date: 04/07/2020

---

**Fees**

Name	Hours	Rate	Amount
Adam Sherman	17.50	\$ 895.00	\$ 15,662.50
Carol O'Donnell	15.40	250.00	3,850.00
Eric Finley	53.50	415.00	22,202.50
Gilles Benchaya	27.50	895.00	24,612.50
Jack Caylor	36.00	175.00	6,300.00
Kristina Ho	20.50	325.00	6,662.50
Mandy Wu	40.00	325.00	13,000.00
Pascale Lareau	8.40	185.00	1,554.00
Pritesh Patel	43.50	775.00	33,712.50
	<b>262.30</b>		<b>\$ 127,556.50</b>

**Disbursements**

---

Airfare and Travel	\$ 1,563.65
Postage and Courier	6,872.94
Printing and Photocopying	3,708.80
	<b>\$ 12,145.39</b>

Invoice No.: 20405087  
Date: 04/07/2020

---

**Fee and Disbursement Details**

Date	Name and Description	Hours	Rate	Amount
03/30/2020	Pascale Lareau Updated list of employee addresses, verification of email and call in creditor hotlines.	2.50	\$ 185.00	\$ 462.50
03/30/2020	Carol O'Donnell Prepare transfers from general trust account to Nygard's bank account. Update GL's. Prepare wire transfer, update. Communication with OSB regarding estate numbers. Post document to website. Miscellaneous administration.	4.80	250.00	1,200.00
03/30/2020	Mandy Wu Preparing inventory analysis based on Mar 7th Inventory file provided by company, including detailed listing, summary table for discussion with Dillard's	1.30	325.00	422.50
03/30/2020	Mandy Wu Add in scenario analysis for Hilco liquidator costs, revise various assets realization % to reflect the impact of better realization on liquidator fees.	0.80	325.00	260.00
03/30/2020	Mandy Wu [REDACTED] Review newly received file from P. Pramanik, compare and summarize the variance and reconciliation to [REDACTED]	1.20	325.00	390.00
03/30/2020	Mandy Wu Continue to refine CF model, various updates and changes, including true up Mar 28 balance with the facility ledger received, review the unreconciled amount in summary table and others.	1.60	325.00	520.00
03/30/2020	Mandy Wu Review company lease file and prepare summary table to include square feet, lease expiry date, TTM sales & EBITDA to party interested in the retail business.	0.60	325.00	195.00
03/30/2020	Mandy Wu Preparing inventory analysis based on Mar 7th Inventory file provided by company, including detailed listing, summary table for discussion [REDACTED]	0.20	325.00	65.00
03/30/2020	Mandy Wu Add in scenario analysis for Hilco liquidator costs - revise various assets realization % to reflect the impact of better realization on liquidator fees.	0.20	325.00	65.00
03/30/2020	Mandy Wu	0.30	325.00	97.50



Invoice No.: 20405087  
Date: 04/07/2020

Date	Name and Description	Hours	Rate	Amount
	Dillard's A/R reconciliation - review Mar 7th Dillard's listing and try to match it with the refused merch file provided [REDACTED] review newly received file from Projjwal, compare and summarize the variance and reconciliation to [REDACTED]			
03/30/2020	Gilles Benchaya Review loan ledger, detailed update call with lenders to discuss CF, CBRE, Hilco, etc. Call with Osler re Hilco agreement comments. Review Dillard's A/R detail. Review latest CBRE agreement. Call with B. Nortman re Hilco comments.	5.00	895.00	4,475.00
03/30/2020	Gilles Benchaya Further revisions to CF model for professional fees and A/R collections.	3.00	895.00	2,685.00
03/30/2020	Adam Sherman Emails/call with Stikeman re Dillards. Emails/call with TDS/Osler re consulting agreement, property listing. Emails with TDS re landlord matters, access order, other matters. Review revised cash flow. Emails/discussions with Richter team.	3.50	895.00	3,132.50
03/30/2020	Pritesh Patel Call with interested party re assets/real estate, analysis on same. Calls and analysis on AR collections. Correspondence with counsel re consulting agreement, broker agreement. Calls with Remco re Costco shipment. Drafting teaser email, review buyer list.	8.00	775.00	6,200.00
03/30/2020	Eric Finley On site at 1 Niagara all day. Various calls and emails with L. Micic, K. Carkner, BMO re cash management. Emails and calls with company HR re employee benefits. Call with potential purchasers re inventory and real estate.	4.00	415.00	1,660.00
03/30/2020	Eric Finley Emails and calls with L. Anderson, N. Prasad re inventory in transit and inventory on hand. Planning sales process with K. Ho. Calls with creditors and Company IT re removal of services. Summarize inventory analysis for interested party.	4.50	415.00	1,867.50
03/30/2020	Kristina Ho Compile final buyer list and send out teasers to all potential interested parties.	4.00	325.00	1,300.00
03/30/2020	Kristina Ho	1.00	325.00	325.00

Invoice No.: 20405087  
Date: 04/07/2020

Date	Name and Description	Hours	Rate	Amount
	Contact banks in the US (Bank of America and Union Bank) re current account structure and user access. Correspond with contacts at TD & Scotiabank re signing authority and documentation required to change user access			
03/30/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same.	5.00	175.00	875.00
03/30/2020	Jack Caylor Research provincial laws re DC operating restrictions during COVID- 19. Call with E. Finley re same. Update funding request log with previous weeks funding request details.	3.00	175.00	525.00
03/31/2020	Pascale Lareau Updated list of employee addresses, verification of email and calls to creditor hotlines.	1.80	185.00	333.00
03/31/2020	Carol O'Donnell Update creditor information. Prepare wire transfer, update. Prepare schedules for mail affidavit. Comm. with Creditors. Misc. administration.	3.50	250.00	875.00
03/31/2020	Mandy Wu Email G. Benchaya on requested inventory and A/R breakdown info	0.50	325.00	162.50
03/31/2020	Mandy Wu Call with P. Pramanik and E. Finley on Dillard's A/R reconciliation, review emails from D. Powers forwarded by P. Pramanik on [REDACTED] items and prepare email to P. Pramanik on the other follow up items.	2.00	325.00	650.00
03/31/2020	Mandy Wu Call with K. Cortez of LA DC regarding the [REDACTED], review files provided regarding status of the selected POs and info on the refused merch.	2.00	325.00	650.00
03/31/2020	Mandy Wu [REDACTED] including combining and analyzing files provided.	1.50	325.00	487.50
03/31/2020	Mandy Wu Prepare top 40 A/R based on the latest A/R listings.	2.00	325.00	650.00
03/31/2020	Gilles Benchaya	3.00	895.00	2,685.00

Invoice No.: 20405087  
Date: 04/07/2020

Date	Name and Description	Hours	Rate	Amount
	Call with K. Cortez LA DC re returned goods. Work on liquidation analysis and CF model. Call with B. Nortman to discuss economics, carveouts timing, etc. Review updated agreement. [REDACTED] Call re CBRE with P. Patel and A. Prunier.			
03/31/2020	Gilles Benchaya Follow up call J Paronto re operational issues and call with Hilco re FF&E budget.	3.00	895.00	2,685.00
03/31/2020	Adam Sherman [REDACTED] Emails/call with TDS re ecommerce operations, rent obligations, landlord communications, CBRE listing, [REDACTED] consulting agreement, access order, and other matters. Email from Osler re rent. Review files/draft report.	3.50	895.00	3,132.50
03/31/2020	Pritesh Patel Review of revised broker agreement, discussions on same. Calls with MB brokers re property. Calls with counsel re employee matters, rent, Gardena, etc. Attending to [REDACTED], calls on same. Review revised consulting agreement.	8.00	775.00	6,200.00
03/31/2020	Eric Finley On site at 1 Niagara all day. Finalize summarize of inventory analysis for interested party and share same. Review 30 day goods with L. Anderson and comment on same. Various creditor calls and inquiries.	4.00	415.00	1,660.00
03/31/2020	Eric Finley Calls and analysis with company re. payroll for current week and funding requests. Various creditor calls and inquiries. Emails and calls with Company HR re employee expenses, employee benefits, insurance coverage. Emails with BMO re cash management.	4.00	415.00	1,660.00
03/31/2020	Kristina Ho Set-up data room access for potential buyers on Firmex. Send out and review executed NDA's for interested parties. Correspond with TD bank re paypal disbursements made on 3/30. Monitor various bank accounts for unusual activity	4.25	325.00	1,381.25
03/31/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Various emails with A. Pelletier, O. Sofoluwe and L. Klassen re Manitoba hydro account.	5.50	175.00	962.50

Invoice No.: 20405087  
Date: 04/07/2020

Date	Name and Description	Hours	Rate	Amount
04/01/2020	Pascale Lareau Updated list of employee addresses, verification of email and calls to creditor hotlines, sending request to Revenue Canada for HST number.	1.70	185.00	314.50
04/01/2020	Carol O'Donnell Fax documents to CRA for HST number. Prepare mail affidavit. Comm. with creditors.	0.50	250.00	125.00
04/01/2020	Mandy Wu Revise Professional fee schedule based on G. Benchaya's comments, including updating accruals based on billings, changing payment frequency projects for each party and future fee estimates.	2.00	325.00	650.00
04/01/2020	Mandy Wu Continue to work on [REDACTED] reconciliation, including going through invoice details, review refused merchandise and verify the returns. Call and email communications with P. Pramanik and K. Cortez re the same.	4.00	325.00	1,300.00
04/01/2020	Mandy Wu Refine the CF model to reflect change in professional fees and the recent development on AR collection.	0.50	325.00	162.50
04/01/2020	Mandy Wu Call with G. Benchaya to go through the professional fee estimates and adjust accruals.	1.50	325.00	487.50
04/01/2020	Gilles Benchaya Call with Pritesh re updated Hilco, CBRE feedback. Update to [REDACTED] [REDACTED] Update on security review and o/s payables. Revisions to professional fees bases on revised fee budgets.	4.00	895.00	3,580.00
04/01/2020	Adam Sherman [REDACTED] Emails/call with TDS re rent obligations, consulting agreement, [REDACTED] access order, landlord communications, KERP, ecommerce operations, etc. Emails/call with Osler. Emails/discussions with Richter team. Draft report.	4.00	895.00	3,580.00
04/01/2020	Pritesh Patel Finalize agreement for Toronto property. Email to TDS re KERP. Correspondence and [REDACTED] Correspondence with party re Toronto property. Update call with Lenders. Update on cash receipts. Call with counsel re Access Order.	8.00	775.00	6,200.00

Invoice No.: 20405087  
Date: 04/07/2020

Date	Name and Description	Hours	Rate	Amount
04/01/2020	Eric Finley Draft disbursement summary for current week payments. Draft letters to employees re credit card balance. Calls with Hilco, S. Chavez re security at Nygard facilities. Various calls, emails re cash management, wire transfers, BMO controls.	4.50	415.00	1,867.50
04/01/2020	Eric Finley Calls and review of insurance policy with A. Zeldin re insurance coverage. Review R&D tracking prepared by K. Ho. Calls with Company re landlord inquiries. Calls, contract review, re HK employees. Review and discuss in-transit with N. Prasad.	4.50	415.00	1,867.50
04/01/2020	Kristina Ho Review BMO cash reports to prepare receipts & disbursements summary. Provide data room access for additional interested parties. Review flagged disbursements from the TD bank account. Call with Bank of America re background of receivership.	5.25	325.00	1,706.25
04/01/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Prepare letters re employees with an outstanding company credit card balance.	8.75	175.00	1,531.25
04/02/2020	Pascale Lareau Verify email and call, updated schedule of employees address	1.80	185.00	333.00
04/02/2020	Carol O'Donnell Post documents to website. Update creditor list.	0.60	250.00	150.00
04/02/2020	Mandy Wu Call and email communication with P. Pramanik regarding the [REDACTED] reconciliation file provided, update the [REDACTED] and open balance accordingly.	1.00	325.00	325.00
04/02/2020	Mandy Wu Revise professional fee table to include payment details for each party and add in comparison vs last version, update this week's estimate payment based on funding request.	1.50	325.00	487.50
04/02/2020	Mandy Wu	2.50	325.00	812.50

Invoice No.: 20405087  
Date: 04/07/2020

Date	Name and Description	Hours	Rate	Amount
	[REDACTED] Various call with P. Pramanik and G. Benchaya re the reconciliation of [REDACTED] [REDACTED]			
04/02/2020	Mandy Wu Revise the A/R collection schedule to include more details, including breakdown of major customers and adjust to daily receipts per bank statements and facility ledger.	2.00	325.00	650.00
04/02/2020	Mandy Wu Review and revise output tables to include in the presentation, update the tables and comments in the presentation	1.00	325.00	325.00
04/02/2020	Gilles Benchaya Call with M. Wu and P. Pramanik re [REDACTED] [REDACTED]	1.50	895.00	1,342.50
04/02/2020	Gilles Benchaya Review of latest CF, call with P. Patel re update. Review latest Hilco draft. Call with B. Nortman re status and timing.	1.50	895.00	1,342.50
04/02/2020	Adam Sherman [REDACTED] agreement, etc. Emails/discussions with Richter team. Draft report.	4.00	895.00	3,580.00
04/02/2020	Pritesh Patel Funding call with Lenders. Calls with brokers re Winnipeg properties. Update with team on AR/collections. Calls re Shanghai. Update on cash receipts. Investigation into vehicles. Review and response to T. Tulikorpi, D. Paton. Call with interested party.	8.00	775.00	6,200.00
04/02/2020	Eric Finley Lender call re funding request. Emails re Canada Post deposit. Review cash collateral, discuss same with L. Micic. Company inquiries re employee benefits, landlord inquiries, HK employees. Review vehicle listing, call employee re same.	5.00	415.00	2,075.00
04/02/2020	Eric Finley Call with interest party re inventory on hand. Review of banking accounts, summarize activity for R&D, discuss same with M. Wu and K. Ho. Review 30 day good inquiries and comment for L. Anderson. Calls/emails re creditor inquires.	4.50	415.00	1,867.50
04/02/2020	Kristina Ho	4.50	325.00	1,462.50

Invoice No.: 20405087  
Date: 04/07/2020

Date	Name and Description	Hours	Rate	Amount
	Update receipts & disbursement summary with additional bank account details. Review and update letters to be sent to employees re corporate credit card transactions.			
04/02/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Help K. Ho finalize letters re corporate credit card transactions.	5.50	175.00	962.50
04/02/2020	Jack Caylor Various calls with E. Finley re special hotline inquiries.	1.00	175.00	175.00
04/03/2020	Pascale Lareau Verify email and call, updated schedule of employees address.	0.60	185.00	111.00
04/03/2020	Carol O'Donnell Transfer funds from US to CDN account for Canada Post wire transfer. Prepare wire transfer. Mailing of letters to employees. Verify bank for wire, update transfer funds to Nygard account. Prepare wires. Miscellaneous administration.	6.00	250.00	1,500.00
04/03/2020	Mandy Wu Summarize all professional billings for March.	0.50	325.00	162.50
04/03/2020	Mandy Wu Review CDN independent A/R collection update from K. Carkner & incorporate it in the CF model.	0.70	325.00	227.50
04/03/2020	Mandy Wu Call with G. Benchaya re review professional fees schedule and A/R collection projections, update tables based on comments.	1.10	325.00	357.50
04/03/2020	Mandy Wu Continue to work on [REDACTED] reconciliation from Mar 7 listing to Mar 25th and to Apr 2, summarize the invoices paid under the recent \$1.1MM deposits, update model with new open balance and collection projection.	2.00	325.00	650.00
04/03/2020	Mandy Wu Update the presentation re revise wordings based on latest model and update tables in the presentation.	2.00	325.00	650.00
04/03/2020	Gilles Benchaya	4.00	895.00	3,580.00



Invoice No.: 20405087  
Date: 04/07/2020

Date	Name and Description	Hours	Rate	Amount
	Call P. Patel re intransits, clearing costs and BOLs. Call E. Finley re transfer of Walmart Costco funds, call Glen Andrew re legal fees and status of Hilco consulting agreement. Update with Katten on fees and go forward budget.			
04/03/2020	Gilles Benchaya Call with B. Taylor and Katten re grand jury investigation and class action law suit. Update with P. Patel on same.	2.50	895.00	2,237.50
04/03/2020	Adam Sherman [REDACTED] consulting agreement, other matters. Draft report.	2.50	895.00	2,237.50
04/03/2020	Pritesh Patel Review of in-transit analysis, call with OEC on same. Review and calls with counsel re Hilco agreement. Responding to requests from interested party. Calls on employee issues. [REDACTED], review of employee responses re CC charges. Update on AR.	8.00	775.00	6,200.00
04/03/2020	Eric Finley Calls, emails re Canada Post deposits. Review employee expense letters. Emails, calls, file review and comments re inventory in transit, sales summary by brand. Summarize inventory by brand. Discussion with Company re employee benefits and payroll.	4.25	415.00	1,763.75
04/03/2020	Eric Finley Various creditor inquiries and calls. Discussions and tour of Niagara building with interested party. Various emails with BMO, L. Micic re cash management. Review Company 30 day goods, interested party inquiries. Call with W/O, BMO re wire payments.	4.75	415.00	1,971.25
04/03/2020	Kristina Ho Prepare letters to employees re credit card transactions to be mailed out. Prepare and send non disclosure agreement to interested parties.	1.50	325.00	487.50
04/03/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Review and email letters re corporate credit card.	5.25	175.00	918.75
04/03/2020	Jack Caylor	2.00	175.00	350.00

Invoice No.: 20405087  
Date: 04/07/2020

Date	Name and Description	Hours	Rate	Amount
	Worked with E. Finley organizing vender inquires over past two weeks. Create and update the credit card support tracker with support received from employees.			
04/04/2020	Pritesh Patel Call with A. Prunier re Hilco agreement. Call with TDS re Hilco agreement and review and comments on draft of same. Correspondence with TDS re MB litigation. Correspondence with former employees re credit card transactions.	2.50	775.00	1,937.50
04/04/2020	Eric Finley Update inventory branding analysis. Calls with Company on same, calls with interested party re. inventory listing and retail stores. Email interest party re. same.	5.00	415.00	2,075.00
04/05/2020	Mandy Wu Call with G. Benchaya. Continue to work on CF and make changes re summary tables as of current date, sales tax rolls, professional fees to include forensic IT consultant, true up payroll balance and other.	2.80	325.00	910.00
04/05/2020	Mandy Wu Update presentation write-ups with G. Benchaya re summary realization and inventory realization slides	0.70	325.00	227.50
04/05/2020	Pritesh Patel Calls with counsel, company re Non-Debtor requests. Call with Richter team CF updates.	1.00	775.00	775.00
04/05/2020	Eric Finley Finalize inventory branding analysis. Calls with company and interested party re same.	4.50	415.00	1,867.50
<b>Fees Total</b>		<b>262.30</b>		<b>\$ 127,556.50</b>

Date	Name and Description	Hours	Rate	Amount
03/09/2020	Airfare and Travel			\$ 1,563.65
03/30/2020	Printing and Photocopying			3,708.80
03/25/2020	Postage and Courier			6,872.94
<b>Disbursements Total</b>				<b>\$ 12,145.39</b>

Invoice No.: 20405087  
Date: 04/07/2020

---

## Remittance Form

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

---

## Invoice Summary

<b>Sub-Total</b>		<b>\$ 139,701.89</b>
<b>Technology and Administrative Fees</b>		6,377.83
GST/HST #885435842 RT0001		18,990.37
<b>Total Due</b>	<b>CAD</b>	<b>\$ 165,070.09</b>

---

## Payment Options

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques** Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3510, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries:** please call our general line 416.488.2345 or e-mail ClientService@richter.ca

---

### TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

---

### MONTREAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

---

### CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

# RICHTER

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

Date: 04/13/2020  
Invoice No.: 20405111  
Engagement No.: 2021900  
Payment Terms: Due on Receipt

Professional services rendered to April 12, 2020. \$ 101,313.00

<b>Sub-Total</b>	101,313.00
<b>Technology and Administrative Fees</b>	5,065.65
GST/HST #885435842 RT0001	13,829.22
<b>Total Due</b>	<b>CAD \$ 120,207.87</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

[RICHTER.CA](http://RICHTER.CA)

Invoice No.: 20405111  
Date: 04/13/2020

---

**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Sherman	24.00	\$ 895.00	\$ 21,480.00
Carol O'Donnell	3.30	250.00	825.00
Eric Finley	39.00	415.00	16,185.00
Gilles Benchaya	23.00	895.00	20,585.00
Jack Caylor	24.50	175.00	4,287.50
Kristina Ho	7.50	325.00	2,437.50
Mandy Wu	19.50	325.00	6,337.50
Pascale Lareau	4.80	185.00	888.00
Pritesh Patel	36.50	775.00	28,287.50
	<b>182.10</b>		<b>\$ 101,313.00</b>

Invoice No.: 20405111  
Date: 04/13/2020

---

**Fee and Disbursement Details**

Date	Name and Description	Hours	Rate	Amount
04/05/2020	Gilles Benchaya Work with M. Wu on updated CF assumptions to reflect litigation costs, grand jury investigation, insurance renewal, revised professional fees etc. Work on updated Hilco proforma and related deck.	1.50	\$ 895.00	\$ 1,342.50
04/05/2020	Gilles Benchaya Work on litigation and grand jury update memo pursuant to call with Katten and TDS.	1.50	895.00	1,342.50
04/05/2020	Jack Caylor Updated the credit card support tracker with current support received.	1.50	175.00	262.50
04/06/2020	Pascale Lareau Review creditor emails and calls received, updated schedule of employee addresses.	1.90	185.00	351.50
04/06/2020	Carol O'Donnell Prepare transfers between US and CDN accounts, update GL. Prepare wires, update GL. Miscellaneous administration.	1.60	250.00	400.00
04/06/2020	Mandy Wu Refine CF model, including preparing realization summary table for April 5 to wind down, updating all tables to show period from April 5 to wind down, updating professional fee schedules, updating sales tax rolls based on latest provided info etc.	4.80	325.00	1,560.00
04/06/2020	Mandy Wu Update tables and write ups in the presentation slides, to reflect the latest model and exclude any disbursements and receipts prior to April 5.	1.30	325.00	422.50
04/06/2020	Mandy Wu Call with G. Benchaya to go through latest model and the latest developments on various issues.	1.20	325.00	390.00
04/06/2020	Gilles Benchaya Call with Richter team re forensic investigation and related requirements and costs. Update P. Patel re forensic information officer costs. Call with Bruce re updated info access order and review of info access order markup.	2.00	895.00	1,790.00
04/06/2020	Gilles Benchaya Discussion on status of Hilco agreement, Winnipeg broker proposals. Work with M. Wu on latest CF, including analysis of pre-filing sales tax outstanding, professional fee estimates and TDS arrears.	2.00	895.00	1,790.00
04/06/2020	Gilles Benchaya	1.50	895.00	1,342.50

Invoice No.: 20405111  
Date: 04/13/2020

Date	Name and Description	Hours	Rate	Amount
04/06/2020	Work with M. Wu on latest update from E. Finley on status of insurance broker discussion, work on updating deck to April 4. Review facility ledger. Gilles Benchaya Call with lenders on litigation and subpoena. Update call with P. Patel on Hilco agreement [REDACTED]	1.50	895.00	1,342.50
04/06/2020	Adam Sherman Emails with TDS re Manitoba Court actions, access order, KERP, emails with Nygard counsel, demand letter re employee expenses, etc. Emails from Osler re response to Nygard counsel. Approve wire. Emails/discussions with Richter team. Draft report.	3.50	895.00	3,132.50
04/06/2020	Pritesh Patel Review of Winnipeg properties and summary on same. Review and comments on Walmart rec. Correspondence re CC transactions. Call with eDiscovery firm re proposal. Correspondence with TDS re non-debtor requests. Calls with team re vehicle inventory.	8.00	775.00	6,200.00
04/06/2020	Eric Finley Emails with TDS re employee expenses. Review payroll estimates, discuss same with company. Review R&D and provide comments on same. Various calls, discussion and review of in-transit inventory. Discussion with company on employee benefits.	5.25	415.00	2,178.75
04/06/2020	Eric Finley Discussion with L. Micic and review of [REDACTED] calls with BMO re cash management. Discussion with J. Caylor re creditor inquiries. Various creditor calls and inquiries.	4.75	415.00	1,971.25
04/06/2020	Kristina Ho Review and update receipts and disbursements tracker for updated BMO bank statement.	0.75	325.00	243.75
04/06/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Multiple calls with E. Finley re same.	4.25	175.00	743.75
04/06/2020	Jack Caylor	2.00	175.00	350.00



Invoice No.: 20405111  
Date: 04/13/2020

Date	Name and Description	Hours	Rate	Amount
	Multiple emails with J. Hamlin and L. Sveinson re employee ROE inquires. Update and track support received re credit card letters.			
04/07/2020	Pascale Lareau Review creditor emails and calls received, updated schedule of employees address.	0.70	185.00	129.50
04/07/2020	Pascale Lareau Prepare bank reconciliation, pdf, update bank reconciliation file and follow-up for signature, filing document.	0.80	185.00	148.00
04/07/2020	Carol O'Donnell Update creditor list.	0.20	250.00	50.00
04/07/2020	Mandy Wu Continue to work on CF, adjust inventory to [REDACTED] true up professional fees paid, bridge model loan balance to balance per facility ledger, revise sales taxes rolls, expenses and other.	3.20	325.00	1,040.00
04/07/2020	Mandy Wu Update and refine all output tables for the presentation and fix the rounding and variances.	1.00	325.00	325.00
04/07/2020	Mandy Wu Prepare the [REDACTED] and review with G. Benchaya.	1.00	325.00	325.00
04/07/2020	Mandy Wu Update Presentation slides, revise numbers and commentaries based on updated model and tables.	0.80	325.00	260.00
04/07/2020	Mandy Wu Adjust [REDACTED] add in [REDACTED] adjust the US inventory level base on the returned amount and update the realization.	0.70	325.00	227.50
04/07/2020	Mandy Wu Further reduction of the operating expenses to reflect the actual amount incurred, adjust Hilco security costs per billings and revised estimation.	0.50	325.00	162.50
04/07/2020	Mandy Wu Review the updated presentation slides with G. Benchaya and make changes per comments.	1.50	325.00	487.50
04/07/2020	Gilles Benchaya Update call with lenders to review Winnipeg broker proposal, Toronto property, forensics firm retention, car repossessions, [REDACTED] A/R, CF status.	2.00	895.00	1,790.00
04/07/2020	Gilles Benchaya	2.50	895.00	2,237.50

Invoice No.: 20405111  
Date: 04/13/2020

Date	Name and Description	Hours	Rate	Amount
	[REDACTED]			
	Nygaard limited stay request, discussion with Bruce re [REDACTED]			
04/07/2020	Gilles Benchaya Call with E. Finley re outstanding PO list, copies of POs and classification of committed vs non-committed POs. Work with M. Wu on updated CF and net realization analysis assumptions and related Dec.	3.00	895.00	2,685.00
04/07/2020	Adam Sherman Emails with TGF re TD Merchant Services. [REDACTED]	5.00	895.00	4,475.00
	employee demand letters, etc. Emails/discussions with Richter team. Review files/draft report.			
04/07/2020	Pritesh Patel Update call with Lenders. Review/comment on collection letters. Correspondence re CC transactions. Discussions with team re [REDACTED] review/call with TDS re KERP. Review Investments analysis. Investigation into vehicle issue. Review Winnipeg proposals.	8.00	775.00	6,200.00
04/07/2020	Eric Finley At 1 Niagara all day for security visit, office tour with interested party. Calls, emails with interested party. Review/update R&D and comments on same. Emails to TDS re landlords, employee expenses, WCB Alberta. Calls with employees re company vehicles.	3.50	415.00	1,452.50
04/07/2020	Eric Finley Review and discuss Dillard's inventory re potential sale of same. Review of security costs. Review updated CF and provide comments on same. Emails with G. Benchaya, Company re open orders and Dillard's AR. Various creditor calls and inquiries.	4.50	415.00	1,867.50
04/07/2020	Kristina Ho Update receipts and disbursements summary for week ending April 4. Prepare cash reconciliation and receipts and disbursements summary for report.	4.25	325.00	1,381.25
04/07/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same.	4.00	175.00	700.00
04/07/2020	Jack Caylor	1.75	175.00	306.25

Invoice No.: 20405111  
Date: 04/13/2020

Date	Name and Description	Hours	Rate	Amount
	Emails with J. Johnson, O. Sofoluwe and L. Klassen re NS Power inquiry. Multiple emails with J. Hamlin and L. Sveinson re employee ROE inquires.			
04/08/2020	Pascale Lareau Review creditor emails and calls received, updated schedule of employees addresses.	0.80	185.00	148.00
04/08/2020	Carol O'Donnell Communications with creditor. Miscellaneous administration.	0.60	250.00	150.00
04/08/2020	Mandy Wu Review returned [REDACTED] by PO provided by company and compare with the returned list per A/R reconciliation, prepare summary table for the units and money returned, and breakdown of variances.	2.50	325.00	812.50
04/08/2020	Gilles Benchaya Call with Katten re limited objection and other related matters. Review of updated PO list and copy of sample EDI PO. Call with A. Prunier re various matters and [REDACTED]	5.50	895.00	4,922.50
04/08/2020	Adam Sherman Emails [REDACTED] re real property. Emails with TDS re KERP, access order, case conference, emails with Nygard counsel, employee demand letters, etc. Draft report. Emails/discussions with Richter team. Review motion docs re case conference.	4.50	895.00	4,027.50
04/08/2020	Pritesh Patel Calls with brokers re Winnipeg proposals. Call with eDiscovery firm re proposal. Update with company on collections. Comments on Hilco agreement. Call with TDS re motion. Calls with Richter team re employee matters, report, vehicles, landlords, [REDACTED]	10.00	775.00	7,750.00
04/08/2020	Eric Finley Finalize funding request and calls with Lenders re same. Various calls, emails re cash management, wire transfers, BMO controls. Review of in-transit inventory analysis, provide comments and discuss same with Company. Emails re insurance premiums.	3.50	415.00	1,452.50
04/08/2020	Eric Finley Company call and analysis re [REDACTED] orders. Various discussions and email re company vehicles. Various emails, calls and analysis re Receiver's report, 81.1 claims, creditor inquiries, WEPPA, [REDACTED] Various creditor calls and inquiries.	4.50	415.00	1,867.50
04/08/2020	Kristina Ho	1.50	325.00	487.50

Invoice No.: 20405111  
Date: 04/13/2020

Date	Name and Description	Hours	Rate	Amount
	Update receipts and disbursement summary to prepare for reporting purposes. Prepare new letter of direction to TD bank re providing additional signing authority.			
04/08/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same.	4.50	175.00	787.50
04/09/2020	Pascale Lareau Review creditor emails and calls received, updated schedule of employees addresses.	0.60	185.00	111.00
04/09/2020	Carol O'Donnell Transfer funds from Cdn to US account, prepare wire transfer, update GL. Misc. administration.	0.90	250.00	225.00
04/09/2020	Adam Sherman Emails/call with L. Williams re TD Merchant Services. Emails with Loopstra Nixon re 81.1 claim. Emails/discussions with Richter team. Emails/calls with TDS re Indo 81.1 claim, landlord notice, case conference, KERP, etc. Approve wire. Draft report.	5.00	895.00	4,475.00
04/09/2020	Pritesh Patel Review and comments on revised KERP. Circulate updated broker proposal summary re Winnipeg. Call with Nygard team re headcount reduction. Call with CBRE re Toronto property. Call with employee CC charges. Call with TDS re correspondence, landlord notice.	6.00	775.00	4,650.00
04/09/2020	Eric Finley Review and prepare materials and analysis for the Receiver's report including: asset recovery analysis, 81.1 claims, creditor inquiries, WEPPA. Draft Receiver's report. Calls and discussions with Company re credit card expenses, analyze support for same.	5.50	415.00	2,282.50
04/09/2020	Eric Finley Various calls, emails re cash management, wire transfers, BMO controls. Discussions with Company on retaining staff and analyzing additional savings for payroll. Various emails and inquiries re rent obligations.	3.50	415.00	1,452.50
04/09/2020	Kristina Ho Attend at TD Bank to sign paperwork re signing authority on the account.	1.00	325.00	325.00
04/09/2020	Jack Caylor	4.50	175.00	787.50

Invoice No.: 20405111  
Date: 04/13/2020

Date	Name and Description	Hours	Rate	Amount
	Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Emails with E. Finley and L. Micic re specific inquiries.			
04/09/2020	Jack Caylor Call with LA DWP re large credit card transaction. Review and summarize LA DWP accounts for E. Finley. Review weekly receipt and disbursement document.	2.00	175.00	350.00
04/10/2020	Mandy Wu Update CF model, including revising professional fee accruals, updating facility ledger and refining output tables	1.00	325.00	325.00
04/10/2020	Adam Sherman Emails with Loopstra Nixon re Indo 81.1 claim/other matters. Emails from TDS re [REDACTED] access order/US considerations. Emails/discussions with Richter team. Draft report.	3.50	895.00	3,132.50
04/10/2020	Pritesh Patel Update call with A. Prunier. Call and correspondence with TDS re Hilco agreement. Review of materials from re Ch15.	1.50	775.00	1,162.50
04/10/2020	Eric Finley Continue drafting receiver's report, discuss same with Richer team. Emails and analysis with N. Prasad re in-transit inventory.	4.00	415.00	1,660.00
04/11/2020	Adam Sherman Emails from Katten/TDS re Nygard limited objection to Chapter 15 proceedings. Email from TDS re landlord notice update. Emails from various counsel re access order. Draft/update/revise report.	2.50	895.00	2,237.50
04/11/2020	Pritesh Patel Review and edits to draft Receiver's Report, including updates on Ch15, questionable transactions and appointment order.	3.00	775.00	2,325.00
<b>Fees Total</b>		<b>182.10</b>		<b>\$ 101,313.00</b>

Invoice No.: 20405111  
Date: 04/13/2020

---

## Remittance Form

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

---

## Invoice Summary

<b>Sub-Total</b>		<b>\$ 101,313.00</b>
<b>Technology and Administrative Fees</b>		5,065.65
GST/HST #885435842 RT0001		13,829.22
<b>Total Due</b>	<b>CAD</b>	<b>\$ 120,207.87</b>

---

## Payment Options

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques** Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3510, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries:** please call our general line 416.488.2345 or e-mail ClientService@richter.ca

---

### TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

---

### MONTREAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

---

### CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

**This page left intentionally blank**





**THOMPSON  
DORFMAN  
SWEATMAN**

March 23, 2020

Richter Advisory Group Inc.

**Re: Receiver Nygard  
International Partnership**

Bay Wellington Tower  
3510 - 181 Bay Street  
Toronto ON M5J 2T3

Attention: Pritesh Patal, Partner

Invoice No. 606473

Re: Receiver Nygard International Partnership  
Our Matter No. 65803 0173004 GBT

---

**REMITTANCE COPY**

Total Fees	\$	42,655.00
Total Disbursements	\$	223.25
Total GST/HST	\$	2,140.91
Total RST	\$	2,985.85
 Total Due This Invoice	 \$	 48,005.01

Please return this page with your payment payable to Thompson Dorfman Sweatman LLP.  
GST Registration No. 121757413

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.



**THOMPSON  
DORFMAN  
SWEATMAN**

242 Hargrave Street, Suite 1700  
Winnipeg MB R3C 0V1  
Canada  
Tel (204) 957-1930  
Fax (204) 934-0570  
www.tdslaw.com  
general email: info@tdslaw.com

March 23, 2020

Richter Advisory Group Inc.

**Re: Receiver Nygard  
International Partnership**

Bay Wellington Tower  
3510 - 181 Bay Street  
Toronto ON M5J 2T3

Attention: Pritesh Patal, Partner

Invoice No. 606473

Re: Receiver Nygard International Partnership  
Our Matter No. 65803 0173004 GBT

Disbursements:

Paid to	Personal Property Registry	\$	60.00	
Paid to	Imaging	\$	163.25	*
Total Disbursements		\$	223.25	
*GST/HST on Taxable Disbursements		\$	8.16	

Our fees for all professional services:

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
March 16, 2020	RAM	E-mail from C. Howden regarding form of Order;	0.10
March 16, 2020	DMM	E-mail from Agent; reviewing addendum to opinion; e-mail exchange with agent; e-mail exchange with counsel; e-mail exchange with counsel; e-mails to agents; revising opinion chart; e-mail exchange with agent; e-mail to counsel; preparing e-mail to client;	0.80
March 16, 2020	GBT	E-mail correspondence; Order matters; hearing matters;	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
March 16, 2020	MML	E-mail exchange with G.B. Taylor regarding hearing; e-mail exchange with G.B. Taylor regarding engagement letter; preparing engagement letter; e-mail exchange with G.B. Taylor regarding court closures;	1.40
March 17, 2020	RAM	E-mail from D. Jackson regarding hearing date; e-mail from G.B. Taylor regarding update on Nygard status, report of Proposal Trustee; e-mail from C. Howden regarding emergency hearing; e-mail from C. Howden regarding form of Receivership Order; e-mail from C. Howden regarding supplementary Affidavit of R. Dean; reviewing supplementary Affidavit of R. Dean; e-mail from D. Jackson regarding Proposal Trustee report; conference call with Justice Edmond, counsel regarding receivership application; conference call with A. Sherman, G.B. Taylor regarding update; e-mail from D. Jackson regarding Second Report of Proposal Trustee;	1.50
March 17, 2020	DMM	E-mails from counsel; e-mail from agent; revising opinion chart; e-mail from agent; revising opinion chart;	0.60
March 17, 2020	DMM	E-mails from counsel; e-mail exchange with counsel;	0.40
March 17, 2020	GBT	E-mail correspondence; Order matters; follow up with R. McFadyen regarding hearing matters; review Nygard announcement, related matters; review Dean Supplemental Affidavit; telephone discussion with P. Patel; discussions with R. McFadyen; consider issues and prepare case	5.20



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		conference; attend case conference by telephone; telephone discussion with A. Sherman; telephone discussion with J. Dacks; follow up with J. Hall;	
March 17, 2020	MML	Email exchange with G. Tallon regarding hearing; Email exchange with G. Tallon regarding email from Catherine Howden regarding emergency hearing;	0.40
March 18, 2020	ABF	E-mail from and email to G.B. Taylor and R. McFadyen regarding employment issues related to receivership, consideration of issues Preparing, reviewing and revising draft termination letter from Nygard;	1.50
March 18, 2020	RAM	Reviewing Notice of Motion for sealing order for Nygard; reviewing supplemental Affidavit of G. Fenske; e-mail from C. Howden; reviewing Supplementary Brief of Applicants; attending at teleconference hearing regarding Nygard receivership; e-mail from, e-mail to other counsel regarding form of Order; e-mail from, e-mail to Receiver regarding [REDACTED]; conference call with P. Patel, A. Sherman regarding immediate receiver issues; e-mail to, e-mail from A. Frost, G.B. Taylor regarding employment issues; e-mail from P. Patel, G.B. Taylor regarding messaging to Nygard;	5.30
March 18, 2020	DMM	E-mails from counsel; reviewing court filings; reviewing credit agreement; e-mail exchange with counsel; e-mail from Agent;	0.90
March 18, 2020	GBT	E-mail correspondence; review Fenske Affidavit, Fenske Confidential Affidavit, Nygard Notice of Motion, White Oak Supplemental Brief;	9.70

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		consider issues; prepare hearing; discussions with R. McFadyen; follow up with D. Mitchell regarding Credit Agreement, limited recourse matters; attend conference call Manitoba Court of Queen's Bench hearing; review and consent to form of NOI Proceedings Stay Order; consider issues regarding final Receivership Order; various telephone discussions with P. Patel, A. Sherman, W. Onchulenko; follow up with US counsel regarding S. 15 recognition hearing matters; consider employee matters; [REDACTED]	
March 18, 2020	MML	Review materials regarding receivership application; Email exchange with Greg Tallon regarding receivership proceedings; Conference call with Court regarding receivership application; Email exchange with Greg Tallon and Ross McFadyen regarding process; Email from Greg Tallon regarding Order; Review Order;	6.20
March 19, 2020	ABF	E-mail from and email to R. McFadyen and B. Taylor regarding employment issues	0.30
March 19, 2020	RAM	E-mail from, e-mail to G. B. Taylor, A. Frost regarding message to employees, message to Nygard counsel; e-mail to, conference with articling student regarding sale approval materials; preparing [REDACTED] [REDACTED] e-mail from G. B. Taylor regarding [REDACTED]; e-mail from, e-mail to P. Patel, A. Richter regarding email to W.	3.00



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		Onchulenko; e-mail to, e-mail from W. Onchulenko regarding email from P. Nygard; e-mail from G. B. Taylor regarding draft liquidation consultant agreement; e-mail from G. B. Taylor regarding privilege emails, lift stay for defamation claims; conference call [REDACTED]; e-mail to A. Sherman, P. Patel regarding update on local agents; e-mail from C. Howden, D. Jackson regarding forms of Order;	
March 19, 2020	DMM	E-mails from agents; revising opinion chart; e-mails from counsel; reviewing file re: land titles information; voice mail to counsel; e-mail to agent; e-mail to counsel; e-mails from counsel; e-mail from counsel; revising consulting agreement;	1.90
March 19, 2020	GBT	E-mail correspondence; "Nygard message" matters; US counsel matters; telephone discussion with R. McFadyen regarding motion preparations, [REDACTED]; receivership order notice and registration matters; various telephone discussions with P. Patel, A. Sherman; conference call with Sharon Schneier (DWT), Ragan Powers (DWT), Cindi Giglio (Katten), Jerry Hall (Katten), Wayne Onchulenko regarding defamation suit matters; US Chapter 15 matters, updates; revise draft message to W. Onchulenko regarding mass email, other matters; receivership notices, PPR filing; follow up regarding LTO filings; [REDACTED]	8.30

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		<p>[REDACTED]; Hilco matters; [REDACTED];</p> <p>[REDACTED];</p> <p>prepare and circulate further draft response to W. Onchulenko messages; telephone discussions with R. McFadyen, M. LaBossiere; employee termination matters; [REDACTED]</p> <p>[REDACTED] telephone discussion with J. Hall re NY defamation action, stay carve-out; report re receivership notice filings; telephone conference with P. Patel, A. Sherman, follow up with Nygard counsel;</p>	
March 19, 2020	MML	<p>Email from Ross McFadyen regarding Notice of Motion, Order and supporting documents; Telephone call to Ross McFadyen regarding drafting pleadings; [REDACTED]</p> <p>[REDACTED];</p> <p>[REDACTED] Telephone call to G.B. Taylor regarding options and privileged communications; Email from G.B. Taylor regarding Receivership Notice; Email from Arlene Phillips regarding Receivership Notice; Email from D. Mitchell regarding Winnipeg properties; Email from D. Mitchell regarding Hilco Agreement;</p>	4.30
March 20, 2020	RAM	<p>E-mail from G.B. Taylor regarding stay of defamation actions, [REDACTED]</p> <p>[REDACTED], conference call with W.</p>	4.60





<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		<p>Onchulenko; reviewing and considering Hilco liquidation consultant agreement; e-mail from G. B. Taylor regarding Order regarding privileged information; reviewing draft Order regarding privileged information; conference call with W. Onchulenko, G.B. Taylor regarding residential tenancy issue, privilege issues; [REDACTED] conference with G.B. Taylor regarding independent legal advice; e-mail from G.B. Taylor regarding US recognition proceedings; e-mail to, e-mail from K. Muys regarding independent legal advice; voice mail from, e-mail from W. Onchulenko regarding documents for federal criminal investigation; conference call with D. Mitchell, G.B. Taylor regarding liquidation consultant agreement; e-mail to A. Sherman, P. Patel regarding disclosure requests; e-mail from, voice mail from W. Onchulenko regarding disclosure requests; e-mail from W. Onchulenko regarding Notice of Motion further disclosure; telephone call from P. Patel, A. Sherman regarding privilege issues; e-mail to, e-mail from J. Hall, M. Rosensaft regarding Grand Jury subpoena; conference call with J. Hall, G.B. Taylor, M. Rosensaft regarding Grand Jury subpoena; e-mail to, e-mail from P. Patel, A. Sherman regarding independent legal advice; e-mail to A. Sherman, P. Patel regarding Grand Jury subpoena; conference call with P. Patel, G.B. Taylor regarding Grand Jury subpoena;</p>	
March 20, 2020	DMM	E-mail from counsel; e-mail exchange with counsel; conference call with	2.10



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		counsel; revising consulting agreement; e-mail exchange with client; e-mail exchange with counsel;	
March 20, 2020	GBT	E-mail correspondence; Chapter 15 proceedings matters; review and consider Consulting and Marketing Services Agreement; [REDACTED]; telephone conference with W. Onchulenko, R. McFadyen; consider and approve March 13 forms of Order; voice message to D. Rosenblat; Nygard NY criminal complaint matters; conference call R. McFadyen, D. Mitchell regarding comments on Consulting and Marketing Services Agreement; receipt and review of Peter Nygard motion regarding disclosure of documents, consider issues; conference call J. Hall, M. Rosensaft, R. McFadyen regarding subpoena; conference call P. Patel, R. McFadyen regarding subpoena, instructions to Katten, document disclosure matters, Hilco agreement;	7.30
March 21, 2020	RAM	Considering issues regarding privilege, personal information, potential form of Order; e-mail from Justice Edmond regarding motion regarding disclosure; e-mail from G.B. Taylor regarding White Oak revisions to liquidation consultant agreement; e-mail from K. Muys regarding update; e-mail from P. Patel regarding liquidation consultant agreement;	0.40
March 21, 2020	DMM	E-mail exchange with counsel; e-mail from client; e-mail to agent; e-mail exchange with counsel; e-mail from client; reviewing changes to consulting agreement; e-mail exchange with counsel; e-mail to client;	0.80



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
March 21, 2020	GBT	E-mail correspondence; attend to matters regarding Consulting and Marketing Services Agreement, Nygard motion, electronic access, sale approval motion, responses to Nygard counsel; telephone discussions with D. Rosenblat, R. McFadyen;	3.90
March 22, 2020	ABF	E-mail from R. McFadyen regarding issues related to layoffs and notices; reviewing and revising draft notices; email to R. McFadyen regarding issues related to layoffs and draft notices	0.80
March 22, 2020	RAM	E-mail from W. Onchulenko regarding privileged and personal information; e-mail from P. Patel regarding privileged and personal information; e-mail to, e-mail from G.B. Taylor regarding draft proposed Order; e-mail from articling student regarding draft Sale Approval Order; conference call with P. Patel, A. Sherman, G.B. Taylor regarding dealing with privileged and personal information, employment issues; e-mail from G.B. Taylor, D. Mitchell, D. Rosenblat regarding liquidation consultant agreement; e-mail from G. B. Taylor regarding Service List information; conference call with G.B. Taylor, articling student regarding employment issues, privileged and personal information; revising draft termination letters; e-mail to, e-mail from A. Frost, G.B. Taylor regarding draft termination letters, employment issues; e-mail from, telephone call from G.B. Taylor regarding privilege, personal information issues; e-mail from, e-mail to P. Patel regarding termination letter issues; e-mail from articling student regarding draft Consent Order regarding privileged, personal information; reviewing and	3.80



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		revising draft Document Access Order; e-mail to P. Patel, A. Sherman, G.B. Taylor regarding employment issues;	
March 22, 2020	DMM	E-mail exchange with counsel; reviewing changes to form of consulting agreement; revising consulting agreement; e-mail exchange with counsel; telephone call to counsel; e-mails to client; e-mail from client; revising consulting agreement; e-mail to client; e-mail to Oslers;	2.90
March 22, 2020	GBT	E-mail correspondence; Consulting and Marketing Service Agreement matters, US. considerations; service matters; telephone conference with P. Patel, A. Sherman, R. McFadyen; various telephone discussions; sale approval motion matters; employee lay-off, termination matters; consider document, electronic files access requests, process; prepare and circulate draft Document and Electronic Files Access Order;	6.70
Total Fees			\$ 42,655.00
GST/HST on Fees			\$ 2,132.75
RST on Fees			\$ 2,985.85
Total Fees, Disbursements and Taxes			\$ 48,005.01

GST Registration No. 121757413

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.



**THOMPSON  
DORFMAN  
SWEATMAN**

242 Hargrave Street, Suite 1700  
Winnipeg MB R3C 0V1  
Canada  
Tel (204) 957-1930  
Fax (204) 934-0570  
www.tdslaw.com  
general email: info@tdslaw.com

---

April 2, 2020

Richter Advisory Group Inc.  
**re: Receiver Nygard  
International Partnership**  
Bay Wellington Tower  
3510 - 181 Bay Street  
Toronto ON M5J 2T3

Attention: Pritesh Patal, Partner

Invoice No. 608206

Re: Receiver Nygard International Partnership  
Our Matter No. 65803 0173004 GBT

---

**REMITTANCE COPY**

Total Fees	\$	45,015.00
Total Disbursements	\$	23,171.53
Total GST/HST	\$	2,256.78
Total RST	\$	3,151.05
 Total Due This Invoice	 \$	 73,594.36

Please return this page with your payment payable to Thompson Dorfman Sweatman LLP.

GST Registration No. 121757413

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.



IN ACCOUNT WITH



**THOMPSON  
DORFMAN  
SWEATMAN**

242 Hargrave Street, Suite 1700  
Winnipeg MB R3C 0V1  
Canada  
Tel (204) 957-1930  
Fax (204) 934-0570  
www.tdslaw.com  
general email: info@tdslaw.com

April 2, 2020

Richter Advisory Group Inc.  
**re: Receiver Nygard  
International Partnership**

Bay Wellington Tower  
3510 - 181 Bay Street  
Toronto ON M5J 2T3

Attention: Pritesh Patal, Partner

Invoice No. 608206

Re: Receiver Nygard International Partnership  
Our Matter No. 65803 0173004 GBT

Disbursements:

Paid to	Search Teranet Collateral Management Solutions Corporation - <i>BankAct</i> Search - Nygard International Partnership, 4093887 Canada Ltd., 4093879 Canada Ltd., Nygard Properties Ltd., Nygard Enterprises Ltd.	\$	80.00	*
Paid to	Imaging	\$	40.50	

**Agent Accounts for opinion and related work**

To be paid to	McDougall Gauley LLP (Saskatchewan)	
To be paid to	Field Law (Alberta)	
To be paid to	Scheib Legal (Quebec)	
To be paid to	BoyneClark Lawyers LLP (Prince Edward Island; Nova Scotia; New Brunswick; and Newfoundland & Labrador)	
To be paid to	Chaitons LLP (Ontario)	
To be paid to	Clark Wilson LLP (British Columbia)	
		\$23,051.03 *

Total Disbursements \$ 23,171.53



\*GST/HST on Taxable Disbursements \$ 6.03

Our fees for all professional services:

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
March 15, 2020	MML	E-mail exchange with Bruce Taylor regarding e-mail from Justice Edmond; attending at law courts regarding receivership; travel to and from law courts; conference call with Bruce Taylor, Pritesh Patel and Eric Finley; attending meeting with Bruce Taylor regarding research ABL and sweeping during stay and research consequences of termination of stay; research sweeping during stay;	5.40
March 15, 2020	MML	E-mail exchange with Bruce Taylor regarding draft Orders; e-mail exchange with Bruce Taylor regarding Motion to Lift Stay; research concerning sweeping account during stay; e-mail to Bruce Taylor;	7.70
March 16, 2020	MML	E-mail exchange with Bruce Taylor regarding research consequences of termination of period to file proposal; memo to Bruce Taylor; e-mail to Bruce Taylor;	3.20
March 19, 2020	AP	Receive instructions; prepare notice letters to MB Companies Office and MB Finance and forward by email; prepare draft financing statement; register financing statement at the PPR; emails to and from Bruce Taylor	1.00
March 20, 2020	MML	Preparing engagement letter; e-mail to Bruce Taylor re engagement Letter; reviewing materials regarding Order re electronic records; e-mail exchange with Bruce Taylor re Order re electronic records;	0.90





<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
March 20, 2020	AP	Emails from and to MB Companies Office; searches and review to determine jurisdiction of corporations; prepare letter to Corporations Canada and forward by email; email to Harvey Chaiton	0.40
March 21, 2020	MML	Preparing draft Notice of Motion (Approval of Sale Process and other Relief) and draft Order; e-mail exchange with Bruce Taylor and Ross McFadyen re draft Notice of Motion and Order;	4.40
March 22, 2020	MML	Conference call with Mr. Patel, Mr. Sherman, B. Taylor and R. McFadyen re Document and Electronic File Access Order and Employment Issues; conference call with GBT and RAM re Document and Electronic File Access Order and Employment Issues; PO draft Notice of Motion (Document and Electronic File Access); e-mail exchange with Bruce Taylor and Ross McFadyen re draft Notice of Motion; e-mail exchange with Bruce Taylor re Order; telephone call to Bruce Taylor re Order; e-mail exchange with Bruce Taylor re Order; reviewing Order; e-mail from Ross McFadyen and Adrian Frost re employment issues; e-mail from Bruce Taylor re draft order; e-mail from Mr. Patel re Order; e-mail from Adrian Frost re employment issues; e-mail from Ross McFadyen re employment issues;	6.40
March 23, 2020	ABF	Conference call with R. McFadyen and client regarding employment issues; conference with R. McFadyen regarding additional employment issues; reviewing draft letters; email from and email to e. Finley regarding draft letters	1.30



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
March 23, 2020	RAM	E-mail from G.B. Taylor J. Hall regarding personal and privileged information; e-mail from C. Howden regarding service of Receivership Order; e-mail from, e-mail to P. Patel regarding employment issues; e-mail from, e-mail to G.B. Taylor, A. Frost regarding conference call; conference call with P. Patel, A. Sherman, A. Frost regarding employment issues, terminations, documents; telephone call [REDACTED] e-mail from, e-mail to E. Finley, P. Patel, A. Frost , G.B. Taylor regarding termination letters; e-mail to, e-mail from J. Hall regarding draft US notice of termination; e-mail from K. Muys regarding independent legal advice; e-mail from W. Onchulenko regarding Affidavit in support of document access motion; reviewing and considering Affidavit in support of document access; e-mail from Justice Edmond, other counsel regarding motion regarding document access; e-mail to A. Frost regarding notice under The Employment Standards Code; reviewing and considering updated draft Document Access Order;	2.30
March 23, 2020	DMM	E-mail from lender's counsel; e-mails from counsel;	0.40
March 23, 2020	GBT	e-mail correspondence; access matters; employee layoff and termination matters; various telephone discussions; review Forest affidavit, and follow up; various telephone discussions; prepare and circulate draft email response to Nygard counsel, and follow up with Nygard counsel; prepare and circulate revised draft Document and Electronic	7.30



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		File Access Order and circulate for comment; prepare and circulate draft message to Nygard counsel regarding Toronto document boxes, and follow up with Nygard counsel; US chapter 15 proceedings matters; case management conference matters;	
March 23, 2020	MML	E-mail exchange with Ross McFadyen; conference call with Adrian Frost, Mr. Patel, Mr. Sherman; conference call with Adrian Frost, Ross McFadyen, Mr. Patel and Mr. Sherman; preparation of Notice of Motion (Document and Electronic File Access); e-mail to Ross McFadyen and Bruce Taylor regarding Notice of Motion; e-mail from Bruce Taylor regarding affidavit; reviewing Affidavit; e-mail from Mr. Patel regarding Affidavit;	2.40
March 24, 2020	ABF	E-mail from and email to B. Taylor and R. McFadyen regarding employment related issues; conference call with B. Taylor and R. McFadyen	0.70
March 24, 2020	RAM	E-mail from G.B. Taylor, P. Patel regarding access to documents; e-mail to, e-mail from, e-mail to J. Hall, P. Patel, G.B. Taylor regarding termination, lay-off issues; e-mail from Justice Edmond regarding case management conference; e-mail from P. Cho regarding landlord matter; e-mail from G.B. Taylor regarding document access issues; [REDACTED] [REDACTED] e-mail from K. Sachar regarding Service List information; e-mail from D. Rosenblat regarding liquidation consultant agreement; e-mail from P. Patel, G.B. Taylor regarding employee expenses;	1.40



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		conference call with G.B. Taylor, A. Frost regarding employee expenses;	
March 24, 2020	DMM	E-mail from Oslers; e-mail to Oslers; reviewing changes to consulting agreement; e-mail from counsel;	1.10
March 24, 2020	GBT	E-mail correspondence; conference call P. Patel, E. Finley, J. Hall, C. Giglio, regarding US employee matters; document access matters; telephone discussion with P. Cho regarding Trinity Northumberland lease; conference call G. Benchaya, S. Reisman, J. Hall, M. Rosensaft, C. Giglio regarding US Ch 15 proceedings, grand jury subpoena, other proceedings; consider issues regarding management of US litigation, counsel; telephone discussion with P. Patel; revise draft Access Order; telephone conference with J. Dacks, C. Howden, K. Sachar; telephone discussion with P. Patel regarding mastercard irregularities, wages; telephone conference with R. McFadyen, A. Frost, and follow up with P. Patel;	6.90
March 24, 2020	MML	E-mail exchange with Bruce Taylor and Ross McFadyen regarding Nygard Group Documents; e-mail from Bruce Taylor regarding e-mail exchange with Osler regarding draft Order; reviewing draft Order; e-mail from Bruce Taylor regarding e-mail exchange with Wayne Onchulenko regarding document access; e-mail from Bruce Taylor regarding e-mail exchange with Wayne Onchulenko regarding US proceedings; e-mail from Mr. Patel regarding reply to Wayne Onchulenko regarding document access; e-mail from Bruce Taylor regarding e-mail	3.30



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		exchange with Wayne Onchulenko and Domenico Magisano; reviewing revised Order; preparation of Notice of Motion (Document and Electronic File Access);	
March 25, 2020	RAM	E-mail from Justice Edmond, other counsel re: adjournment of case conference; e-mail from, e-mail to G.B. Taylor regarding draft sealing order; e-mail from W. Haight regarding Nygard International Partnership claims; e-mail to, e-mail from G.B. Taylor, P. Patel, A. Sherman regarding Nygard International Partnership claims; e-mail from, e-mail to K. Sachar regarding Service List; e-mail from G.B. Taylor, C. Howden regarding draft Access to Documents order; reviewing and considering draft Document and Electronic Files Access Order; reviewing and considering Nygard International Partnership claims; e-mail to, e-mail from G.B. Taylor regarding analysis of Nygard International Partnership claims; e-mail to articling student regarding Nygard International Partnership claims; e-mail from G.B. Taylor regarding emails to P. Nygard counsel regarding Nygard Inc. subpoena;	2.00
March 25, 2020	DMM	E-mails from counsel; e-mail to counsel; reviewing changes to consulting agreement; e-mail exchange with BC agent; revising opinion chart; e-mail to counsel;	0.90
March 25, 2020	GBT	E-mail correspondence; prepare case conference; CBC litigation matters; telephone discussion with G. Dean, various other telephone discussions; review counsel comments on draft	5.20



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		access order, revise and circulate; various responses to W. Onchulenko; US litigation matters;	
March 25, 2020	MML	E-mail exchange with Bruce Taylor and Ross McFadyen regarding case conference; [REDACTED]; e-mail exchange with Bruce Taylor regarding document and electronic file access; reviewing revised Order; e-mail from Bruce Taylor regarding e-mail exchange with Wayne Onchulenko regarding document access; e-mail exchange with Bruce Taylor and Ross McFadyen [REDACTED]	4.30
March 26, 2020	ABF	E-mail from and email to R. McFadyen and B. Taylor regarding issues related to draft letter to executives; reving draft letter to executives	0.30
March 26, 2020	RAM	E-mail from G.B. Taylor, J. Hall regarding US proceedings, document access, conference call; attending at case management conference teleconference regarding document access issues; e-mail to G.B. Taylor regarding privileged documents, review; e-mail from, e-mail to G.B. Taylor regarding payment of rent, conference call; conference call with Oslers, Richter team regarding rent payments; conference with, e-mail to K. Vartsakis regarding solicitor-client privilege issues; conference call with J. Hall, C. Giglio, G.B. Taylor regarding document access issues; e-mail from G.B. Taylor regarding	3.40



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		Service List; e-mail from, e-mail to G.B. Taylor, A. Frost regarding draft letter to executive employees regarding credit card expenses; e-mail from, e-mail to P. Patel, G.B. Taylor regarding Notice and Statement of Receiver; preparing draft letter to executive employees regarding credit card expenses; e-mail to P. Patel, A. Sherman regarding draft letter regarding credit card expenses;	
March 26, 2020	DMM	E-mail exchange with counsel; e-mail to client; e-mail exchange with client; e-mails from counsel; reviewing court orders;	1.50
March 26, 2020	GBT	E-mail correspondence; US litigation matters, stay considerations; prepare case conference; attend on case teleconference; telephone discussion with J. Dacks; update to client; access order matters; conference call M. Wasserman, J. Dacks, D. Rosenblat, P. Patel. A Sherman, R. McFadyen; conference call P. Patel, A. Sherman; employee MasterCard issues; review Sealing Order and consent; S. 245/246 Notices; conference call J. Hall, C. Giglio, R. McFadyen; consider Nygard residency; consider Access Order; consider rent payment issues, follow upwith J. Hall; prepare and circulate draft White Oak rent message; US orders;	7.10
March 26, 2020	MML	E-mail exchange with R. McFadyen and G.B. Taylor regarding Case Conference; conference call with Justice Edmond et al. regarding Case Conference; [REDACTED]	5.20



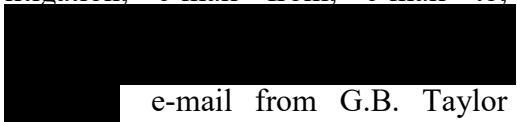
<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
March 26, 2020	KLV	E-mail exchange with R. McFadyen; attending meeting with R. McFadyen; reviewing Receivership Order and draft Document Access Order; research concerning waiver of privilege;	3.10
March 27, 2020	ABF	E-mail from and email to B. Taylor regarding letter from employee regarding pay; issues related to credit card misuse	0.20
March 27, 2020	RAM	E-mail from G.B. Taylor regarding case conference memorandum; e-mail from, e-mail to J. Dacks regarding Service List issues; e-mail from D. Rosenblat, G.B. Taylor regarding CBRE listing agreement; e-mail from Statement of Receiver; e-mail from G.B. Taylor regarding P. Nygard residence; e-mail from, e-mail to K. Vartsakis , G.B. Taylor regarding assessment of privilege claims, disclosure to Access Officer; EEW P. Patel, GBT re: landlord access; EF GBT, ABF re: wage payment, credit cards; e-mail from G.B. Taylor, J. Dacks regarding draft document access Order; [REDACTED]	1.00
March 27, 2020	DMM	E-mail from Oslers; e-mail from counsel; reviewing Ontario purchase agreement	1.50
March 27, 2020	GBT	E-mail correspondence; case management memorandum; consider Osler markup of CBRE listing agreement; telephone discussion with D. Rosenblat; telephone conferences with P. Patel, A. Sherman regarding Vaughan landlord, CBRE agreement matters; consider matters regarding	5.70






<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		landlord access to Vaughan distribution centre; draft and circulate message to landlord counsel; telephone discussion with W. Onchulenko regarding 1340 Notre Dame Ave. property and report to client; [REDACTED]	
March 27, 2020	MML	[REDACTED] e-mail from G.B. Taylor regarding Case Conference Memorandum; reviewing Case Conference Memorandum; e-mail from G.B. Taylor regarding e-mail from Wayne Onchulenko; e-mail from G.B. Taylor regarding CBRE Agreement; e-mail from D. Mitchell regarding CBRE Agreement; e-mail from G.B.Taylor and Mr. Patel regarding Toronto Distribution Centre; e-mail from G.B. Taylor regarding e-mail to Mr. Piersanti; e-mail from Jeremy Dacks regarding Order; e-mail exchange with G.B. Taylor and R. McFadyen regarding insurance documents and premiums;	4.10
March 27, 2020	KLV	Reviewing Receivership Order and draft Document Access Order; research concerning waiver of privilege; e-mail exchange with R. McFadyen and B. Taylor regarding privilege	3.40




<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
March 28, 2020	RAM	E-mail from P. Patel regarding P. Nygard residence; e-mail from G.B. Taylor regarding privilege issues; conference with, e-mail from G.B. Taylor regarding Manitoba litigation, CBRE listing agreement, Hilco liquidation agreement; reviewing and considering CBRE listing agreement; e-mail to, e-mail from D. Giles regarding Nygard International litigation; e-mail from, e-mail to,  e-mail from G.B. Taylor regarding landlord access; e-mail from, e-mail to G.B. Taylor regarding document access Order, update; e-mail from L. Galessiere regarding landlord position;	2.00
March 28, 2020	DMM	E-mails from counsel; e-mail to counsel; reviewing and revising forms of listing agreements; telephone call to counsel; e-mail to counsel; e-mail to client; e-mail from client; revising listing agreement; preparing for conference call with client and counsel; conference call with client and counsel; revising listing agreement; e-mail to client; e-mail to Oslers;	3.20
March 28, 2020	GBT	E-mail correspondence; review pre-set CBRE listing agreement, prepare amendment and circulate; telephone discussions with R. McFadyen, D. Mitchell regarding various matters; consider Gardena distribution centre access matters, telephone discussion with W. Onchulenko, follow up with client; voice message to J. Piersanti regarding Vaughan distribution centre; review D. Mitchell, R. McFadyen comments regarding listing agreement,	6.60




<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		and follow up; telephone discussion with J. Piersanti, follow up message; conference call P. Patel, A. Sherman, D. Mitchell regarding CBRE listing agreement, Gardena; follow up with W. Onchulenko re Gardena access; conference call arrangements; follow up regarding D. Magisano message;	
March 28, 2020	MML	 ; e-mail to G.B. Taylor regarding Case Conference Memorandum; reviewing Case Conference Memorandum; e-mail from G.B. Taylor regarding e-mail from Wayne Onchulenko; e-mail from G.B. Taylor regarding CBRE Agreement; e-mail from D. Mitchell re: CBRE Agreement; e-mail from G.B. Taylor and Mr. Patel regarding Toronto Distribution Centre; e-mail from G.B. Taylor regarding e-mail to Mr. Piersanti; e-mail from Jeremy Dacks regarding Order; e-mail exchange with G.B. Taylor and R. McFadyen regarding insurance documents and premiums;	4.10
March 29, 2020	RAM	E-mail exchange with G.B. Taylor, C. Howden, J. Dacks regarding draft Documents and Electronic Files Access Order; reviewing and considering mark-ups to Documents and Electronic Files Access Order; conference call with G.B. Taylor, Richter team, Katten team regarding draft Documents and Electronic Files Access Order, Gardena access issues;	3.50



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		preparing updated Service Lists; e-mail from, e-mail to G.B.Taylor regarding California lease properties; reviewing Credit Agreement regarding leased properties; e-mail from, e-mail to G.B.Taylor regarding leased properties, representations under Credit Agreement; e-mail to L. Galessiere regarding Service List, landlord issues; e-mail from, telephone call to G.B. Taylor regarding draft email to D. Magisano; e-mail from G.B. Taylor regarding liquidation consultant agreement;	
March 29, 2020	DMM	E-mails from counsel; e-mail exchange with client; e-mail exchange with Oslers; telephone call to counsel; e-mails from counsel; e-mails from client.	1.00
March 29, 2020	GBT	E-mail correspondence; document access order matters; prepare conference call; conference call P. Pritesh, A. Sherman, S. Reisman, J. Hall, C. Giglio, R. McFadyen; follow up with D. Magisano, W. Onchulenko; consider Gardena access issues; consider Pitblado/Osler comments on revised draft document access order; and circulate; consider duty to maintain records; listing agreement matters; various telephone discussions; review revised Hilco agreement and consider issues; follow up with client; review Landlord Waivers, leases; revise and circulate draft message to counsel re Gardena access; finalize message to D. Magisano, W. Onchulenko re Gardena access and send;	7.30
March 29, 2020	MML		1.60



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
			
March 29, 2020	MML	E-mail correspondence; document access order matters; prepare conference call; conference call P. Pritesh, A. Sherman, S. Reisman, J. Hall, C. Giglio, R. McFadyen; follow up with D. Magisano, W. Onchulenko; consider Gardena access issues; consider Pitblado/Osler comments on revised draft document access order; and circulate; consider duty to maintain records; listing agreement matters; various telephone discussions; review revised Hilco agreement and consider issues; follow up with client; review Landlord Waivers, leases; revise and circulate draft message to counsel re Gardena access; finalize message to D. Magisano, W. Onchulenko re Gardena access and send;	7.30
Total Fees			\$ 45,015.00
GST/HST on Fees			\$ 2,250.75
RST on Fees			\$ 3,151.05
Total Fees, Disbursements and Taxes			\$ 73,594.36

GST Registration No. 121757413

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.



**THOMPSON  
DORFMAN  
SWEATMAN**

242 Hargrave Street, Suite 1700  
Winnipeg MB R3C 0V1  
Canada  
Tel (204) 957-1930  
Fax (204) 934-0570  
www.tdslaw.com  
general email: info@tdslaw.com

---

April 13, 2020

Richter Advisory Group Inc.

**Re: Receiver Nygard  
International Partnership**

Bay Wellington Tower  
3510 - 181 Bay Street  
Toronto ON M5J 2T3

Attention: Pritesh Patal, Partner

Invoice No. 608584

Re: Receiver Nygard International Partnership  
Our Matter No. 65803 0173004 GBT

---

**REMITTANCE COPY**

Total Fees	\$	44,109.00
Total Disbursements	\$	15.25
Total GST/HST	\$	2,206.21
Total RST	\$	3,087.63
 Total Due This Invoice	 \$	 49,418.09

Please return this page with your payment payable to Thompson Dorfman Sweatman LLP.  
GST Registration No. 121757413

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.



**THOMPSON  
DORFMAN  
SWEATMAN**

242 Hargrave Street, Suite 1700  
Winnipeg MB R3C 0V1  
Canada  
Tel (204) 957-1930  
Fax (204) 934-0570  
www.tdslaw.com  
general email: info@tdslaw.com

April 13, 2020

Richter Advisory Group Inc.

**Re: Receiver Nygard  
International Partnership**

Bay Wellington Tower  
3510 - 181 Bay Street  
Toronto ON M5J 2T3

Attention: Pritesh Patal, Partner

Invoice No. 608584

Re: Receiver Nygard International Partnership  
Our Matter No. 65803 0173004 GBT

Disbursements:

Paid to	Imaging	\$	15.25	*
Total Disbursements		\$	15.25	
*GST/HST on Taxable Disbursements		\$	0.76	

Our fees for all professional services:

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
March 30, 2020	ABF	E-mail from and email to B. Taylor and R. McFadyen regarding issues related to Public Health Order	0.50
March 30, 2020	RAM	E-mail from C. Howden, G.B. Taylor regarding Documents and Electronic Records Access Order; e-mail from P. Patel, G.B. Taylor regarding Hilco liquidation agreement; e-mail from G.B. Taylor regarding landlord issues; e-mail from, e-mail to G.B. Taylor regarding Service List; [REDACTED] [REDACTED] revising draft Service List; e-mail from J. Hall regarding classaction	1.30



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		litigation; e-mail from, e-mail to G.B. Taylor, A. Frost regarding non-essential businesses Order; reviewing and considering non-essential businesses Order; e-mail from, e-mail to G.B. Taylor regarding conference call regarding landlord issues;	
March 30, 2020	DMM	E-mails from counsel; e-mails from client; e-mails from Oslers; reviewing changes to listing agreement; e-mail exchange with client; revising listing agreement; e-mail exchange with counsel; e-mails to client;	1.70
March 30, 2020	GBT	E-mail correspondence; landlord matters; [REDACTED] telephone discussion with D. Ward; Toronto building listing agreement matters; liquidation process matters; conference call A. Sherman, P. Patel, G. Benchaya, M. Wasserman, D. Rosenblat; review Osler revisions to listing agreement, follow up with D. Mitchell; conference call P. Patel, A. Sherman, G. Benchaya; follow up regarding mandatory business closure, shipping orders;	5.40
March 30, 2020	MML	[REDACTED] [REDACTED] e-mail from Bruce Taylor regarding Order; e-mail from Mr. Pritesh regarding Hilco Agreement; e-mail from Bruce Taylor regarding Leases;	1.40
March 31, 2020	ABF	Conference call with B. Taylor and R. McFadyen regarding issues related to	0.70





<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		employees with mastercard expense issues; email to and email to B. Taylor regarding town hall messages regarding Public Health Order	
March 31, 2020	RAM	E-mail from G.B. Taylor, P. Patel regarding maintaining distribution centres; e-mail exchange with conference call with G.B. Taylor, A. Frost regarding employee credit card transactions; conference call with P. Patel, A. Sherman, G.B. Taylor regarding rent issues, Hilco and CBRE agreements; telephone call from D. Giles regarding update; e-mail exchange with G.B. Taylor, P. Patel regarding rent, landlord issues; conference with G.B. Taylor regarding Court dates, key employee retention; conference call with J. Hall, C. Giglio, S. Reisman, G.B. Taylor, P. Patel regarding US lease, property issues; e-mail to Trial Coordinator regarding availability of Justice Edmond; e-mail exchange with G.B. Taylor, P. Patel, A. Frost regarding impact of essential business order; e-mail from, e-mail to G.B. Taylor regarding script for responses to landlords, suppliers; e-mail to J. Roberts regarding Manitoba litigation; e-mail to P. Patel, A. Sherman regarding script for responses to landlords, suppliers; e-mail from G.B. Taylor regarding document access issues; e-mail from M. Wasserman regarding rent ;	3.20
March 31, 2020	DMM	E-mail exchange with client; revising listing agreement; e-mail to client; e-mail exchange with counsel; reviewing consulting agreement; conference call with counsel; revising consulting agreement; e-mail to client; voice mail	2.40



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		from Oslers; e-mail to counsel; e-mail to Oslers;	
March 31, 2020	GBT	E-mail correspondence; business closure and Public Health Order matters; employee matters; review revised Hilco agreement; conference call P. Patel, A. Sherman, R. McFadyen, M. Labossiere; r [REDACTED] revise and circulate draft message to L. Galessiere; telephone discussion with P. Patel; telephone discussion with R. McFadyen; circulate and consider A. Rubenfeld inquiry regarding Shanghai office; prepare conference call; conference call P. Patel, A. Sherman, G. Benchaya, J. Hall, S. Reisman, R. McFadyen; conference call R. McFadyen, A. Frost; follow up regarding employee wage/MasterCard matters; follow up regarding closure order; D. Magisano document request; document production and preservation;	6.30
March 31, 2020	MML	[REDACTED] conference call with Mr. Sherman, Mr. Patel, Bruce Taylor and Ross McFadyen regarding Canadian leased locations; telephone call to Bruce Taylor; telephone call from Bruce Taylor regarding KERP plan; e-mail from Bruce Taylor regarding draft production order; e-mail from Wayne Onchulenko;	7.30
April 1, 2020	RAM	E-mail from G.B. Taylor, P. Patel regarding [REDACTED]; e-mail	1.20



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		from G.B. Taylor, P. Patel regarding White Oak position regarding rent claims; e-mail from W. Onchulenko regarding sealing Order; e-mail from G.B. Taylor, J. Dacks, J. Hall regarding draft document access order; e-mail from, e-mail to Trial Coordinator, G.B. Taylor regarding hearing date; e-mail from A. Frost regarding on-line order; e-mail from P. Patel, G.B. Taylor, articling student regarding KERP details; conference with G.B. Taylor regarding KERP details, document access order;	
April 1, 2020	DMM	E-mail exchange with Oslers; reviewing comments on Consulting Agreement from Osler; e-mail exchange with client; revising consulting agreement; e-mail exchange with client; reviewing changes to listing agreement; e-mail exchange with client; voice mail to counsel; e-mail exchange with client; e-mail to Oslers;	2.10
April 1, 2020	GBT	E-mail correspondence; Hilco matters; [REDACTED] follow up regarding L. Gallissiere response; review and consider D. Magisano revised draft document access order; telephone discussion with J. Dacks; telephone discussion with D. Magisano; landlord matters; hearing matters; telephone conference with A. Sherman, P. Patel; voice message from A. Rubinfeld, follow up with client: Hilco agreement matters; follow up with client regarding MB business closure order; KERP matters; telephone discussion with M. LaBossiere regarding notice of motion, brief; [REDACTED] telephone discussion with J. Hall; [REDACTED];	6.70

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
April 1, 2020	MML	E-mail exchange with Bruce Taylor regarding landlord documents; reviewing blackline order; e-mail from Jeremy Dacks regarding blackline order; e-mail from Jerry Hall regarding order; telephone call to Bruce Taylor; telephone call from Bruce Taylor regarding KERP plan; e-mail to Bruce Taylor regarding posted documents; research KERP plans; e-mail to Ross McFadyen and Bruce Taylor regarding KERP plan documents; preparation of Notice of Motion; preparation of Brief;	7.60
April 2, 2020	ABF	Conference call with R. McFadyen and B. Taylor regarding [REDACTED]; e-mail from and e-mail to B. Taylor regarding employee issues	0.60
April 2, 2020	RAM	E-mail from Trial Coordinator regarding hearing dates; e-mail from, e-mail to, conference with G.B. Taylor, A. Frost regarding [REDACTED] [REDACTED] e-mail from J. Hall regarding U.S. litigation issues; [REDACTED] [REDACTED] e-mail from G.B.Taylor, P. Patel regarding supplier goods; e-mail from G.B. Taylor regarding document access order; e-mail from articling student regarding draft motion regarding court approvals; [REDACTED]	1.40
April 2, 2020	DMM	E-mail exchange with Oslers; e-mail exchange with counsel; preparing for conference call with Oslers and	1.80



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		counsel; conference call with Oslers; revising consulting agreement; telephone call with counsel; e-mail to client; e-mail exchange with client;	
April 2, 2020	GBT	E-mail correspondence; lender counsel fee considerations; LTO , [REDACTED] follow up with D. Ward; telephone discussion with D. Ward; [REDACTED]; telephone conference with R. McFadyen, A. Frost regarding [REDACTED] revise draft Documents and Electronic Files Access Order regarding Non-Debtor records; conference call P. Patel, R. McFadyen; prepare and send response to A. Rubinfeld; telephone discussion with M. Eversden regarding Matrix supplier; further response to A. Rubinfeld; follow up with M. Eversden; telephone discussions with D. Mitchell regarding Hilco agreement; further follow up with A. Rubinfeld;	7.40
April 3, 2020	LJK	Corresponding with counsel regarding HST/GST issues with proposed payment process	0.40
April 3, 2020	RAM	E-mail from G.B. Taylor, J. Dacks regarding draft document access order; reviewing and considering draft document access order; e-mail from Registrar regarding hearing dates; conference call with G. Benchaya, G.B. Taylor, Katten team regarding dealing with Grand Jury subpoena, class action, document requests; e-mail from, voice mail from, telephone [REDACTED]; reviewing letter from L.i Kagan regarding GST issue; [REDACTED] preparing draft	2.30



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		KERP outline; e-mail to G.B. Taylor regarding draft document access order;	
April 3, 2020	DMM	E-mail exchange with counsel; e-mail exchange with client; e-mail exchange with Oslers; preparing for conference call with Oslers; conference call with Oslers; e-mails to clients; e-mail exchange with counsel; preparing for conference call with client and counsel; reviewing Quebec security registrations and related documentation; e-mail exchange with counsel; conference call with client and counsel; revising consulting agreement; telephone call to counsel; e-mail to counsel and client; e-mail exchange with counsel;	5.30
April 3, 2020	GBT	E-mail correspondence; access order matters; Hilco contract; priority considerations; [REDACTED]; motion matters; various telephone discussions; conference call G. Benchaya, S. Reisman, J. Hall, M. Rosensaft, R. McFadyen; conference call P. Patel, D. Mitchell; review materials regarding KERP; follow up from W. Onchulenko regarding Notre Dame property;	6.10
April 4, 2020	RAM	E-mail from, e-mail to G.B. Taylor, D. Mitchell, articling student regarding charge on liquidation proceeds; reviewing information regarding KERP; preparing, revising draft KERP; e-mail to, e-mail from G.B. Taylor, articling student regarding draft KERP; e-mail from G.B. Taylor regarding draft Documents and Electronic Access Order; e-mail to, e-mail from P. Patel, A. Sherman, G.B. Taylor regarding update on Nygard International Federal Court action, Manitoba litigation; e-	4.50



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		mail from articling student regarding draft Brief regarding Receivership materials; e-mail to D. Giles regarding Federal Court action;	
April 4, 2020	DMM	E-mails from counsel; telephone call from counsel; e-mail exchange with counsel; conference call with counsel; revising consulting agreement; e-mail to client and counsel; e-mail exchange with client; e-mail from counsel; revising consulting agreement; telephone call to counsel; e-mail to client; e-mail to Oslers;	1.80
April 4, 2020	GBT	email correspondence; telephone discussions with D. Mitchell; telephone discussion with P. Patel; Hilco agreement matters; revise and circulate Documents and Electronic Files Access Order; review draft KERP; consider issues regarding Manitoba litigation; review and revise draft KERP; telephone discussion with A. Rubinfeld and follow up;	5.00
April 5, 2020	RAM	E-mail from G.B. Taylor, P. Patel r [REDACTED]; conference call with P. Patel, G.B. Taylor [REDACTED] Nygard litigation; e-mail from G.B. Taylor, G. Benchaya regarding document access order, US litigation; e-mail exchange with, conference call with K. Vartsakis, M. Zacharias, articling student regarding privilege issues, credit card recovery; e-mail from J. Dacks regarding document access order; e-mail from G.B. Taylor regarding credit card expenses issues; e-mail from articling student regarding KERP charge;	2.10
April 5, 2020	DMM	E-mails from Oslers;	0.20



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
April 5, 2020	GBT	E-mail correspondence; prepare subpoena situation summary and circulate; conference call P. Patel, R. McFadyen; telephone discussion with R. McFadyen; follow up with A. Rubinfeld; follow up regarding MasterCard demand matters; review Osler comments re access order; further inquiries, messages from A. Rubinfeld, and follow up; grand jury document matters; revise draft Documents and Electronic Files Access Order and circulate;	4.80
April 5, 2020	MDZ	E-mail exchange with R. McFadyen and co-counsel re assisting with file; Conference with R. McFadyen re preparing demand letters relating to unauthorized credit card expenses; E-mail exchange with B. Taylor re materials from which to prepare demand letters;	0.40
Total Fees			\$ 44,109.00
GST/HST on Fees			\$ 2,205.45
RST on Fees			\$ 3,087.63
Total Fees, Disbursements and Taxes			\$ 49,418.09

GST Registration No. 121757413

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.





**THOMPSON  
DORFMAN  
SWEATMAN**

242 Hargrave Street, Suite 1700  
Winnipeg MB R3C 0V1  
Canada  
Tel (204) 957-1930  
Fax (204) 934-0570  
www.tdslaw.com  
general email: info@tdslaw.com

---

April 15, 2020

Richter Advisory Group Inc.

**Re: Receiver Nygard International Partnership**

Bay Wellington Tower

3510 - 181 Bay Street

Toronto ON M5J 2T3

Attention: Pritesh Patal, Partner

Invoice No. 608693 – Ending April 15, 2020

Re: Receiver Nygard International Partnership  
Our Matter No. 65803 0173004 GBT

---

**REMITTANCE COPY**

Total Fees	\$	38,613.00
Total Disbursements	\$	1,725.04
Total GST/HST	\$	1,932.99
Total RST	\$	2,702.91
 Total Due This Invoice	 \$	 44,973.94

Please return this page with your payment payable to Thompson Dorfman Sweatman LLP.  
GST Registration No. 121757413

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.



**THOMPSON  
DORFMAN  
SWEATMAN**

242 Hargrave Street, Suite 1700  
Winnipeg MB R3C 0V1  
Canada  
Tel (204) 957-1930  
Fax (204) 934-0570  
www.tdslaw.com  
general email: info@tdslaw.com

April 15, 2020

Richter Advisory Group Inc.

**Re: Receiver Nygard International Partnership**

Bay Wellington Tower

3510 - 181 Bay Street

Toronto ON M5J 2T3

Attention: Pritesh Patal, Partner

Invoice No. 608693 – Ending April 15, 2020

Re: Receiver Nygard International Partnership  
Our Matter No. 65803 0173004 GBT

Disbursements:

Paid to	Provincial Sales Tax PAYEE: Allstream Inc - PST	\$	0.70	
	Charge for Conference/reservation Number			
	584838377 with 8 attendees on December 30, 2019			
Paid to	Long Distance	\$	2.25	*
Paid to	Long Distance Telephone	\$	12.77	*
Paid to	Winnipeg Land Titles Office	\$	107.00	
Paid to	Imaging	\$	31.75	*

**Agent Account(s) for opinion and related work**

To be Paid to	Chaitons LLP (Ontario)	\$	1,570.57
---------------	------------------------	----	----------

Total Disbursements	\$	1,725.04
---------------------	----	----------

*GST/HST on Taxable Disbursements	\$	2.34
-----------------------------------	----	------

Our fees for all professional services:

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
April 2, 2020	MML	Research KERP plans; e-mail to R. McFadyen and G.B. Taylor regarding KERP plan documents; preparation of	7.10



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		Notice of Motion; preparation of Brief; e-mail from G.B. Taylor regarding document access order regarding non-debtor company access; reviewing Order;	
April 3, 2020	MML	E-mail from G.B. Taylor regarding Order; preparation of Notice of Motion; preparation of Brief; research KERP and KEIP; research sales processes regarding retain chains; e-mail from G.B. Taylor regarding non-debtor document access;	8.20
April 4, 2020	MML	Preparation of Notice of Motion; preparation of Brief; research KERP and KEIP; research sales processes regarding retain chains; e-mail exchange with G.B. Taylor and R. McFadyen regarding sale process and Hilco Agreement; e-mail from G.B. Taylor regarding document access order; e-mail from Jerry Hall regarding document access order; e-mail exchange with G.B. Taylor and R. McFadyen regarding draft KERP; e-mail to G.B. Taylor and R. McFadyen regarding brief; e-mail from Jeremy Dacks regarding Order; e-mail from G.B. Taylor regarding e-mail exchange with Abe Rubinfeld; e-mail from Marc Wasserman regarding government applications; e-mail from R. McFadyen regarding KERP;	6.60
April 5, 2020	MML	Preparation of Brief; e-mail exchange with R. McFadyen, K. Vartsakis and M. Zacharias regarding meeting; attending meeting with R. McFadyen, K. Vartsakis and M. Zacharias via teams app; e-mail from R. McFadyen regarding documents; e-mail from Jeremy Dacks regarding revised order; e-mail from G.B. Taylor regarding e-	3.80



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		mail exchange with Abe Rubinfeld; e-mail from G.B. Taylor regarding telephone call from Mr. Rubinfeld; e-mail exchange with G.B. Taylor and R. McFadyen regarding Brause/Edson's;	
April 6, 2020	RAM	E-mail from, e-mail to G. B. Taylor, P. Patel, articling student regarding [REDACTED]; e-mail from P. Patel regarding [REDACTED]; e-mail from G.B. Taylor regarding document access issues, draft letter; reviewing letter from D. Magisano regarding scope of Receivership Order, Shanghai operations; e-mail from G.B. Taylor, J. Dacks regarding response to D. Magisano letter; e-mail from M. Zacharias, .GB. Taylor regarding draft demand letter; e-mail to, e-mail from P. Patel, A. Sherman, E. Finley regarding draft demand letter; e-mail from P. Cho regarding rental payments; e-mail from G.B. Taylor regarding case conference; e-mail from, e-mail to P. Patel regarding KERP;	1.60
April 6, 2020	DMM	E-mails from counsel; reviewing letter from Lerner; e-mail exchange with counsel; e-mail from client; reviewing offer to purchase; e-mail to counsel; preparing Land Titles Office registration documents for Order; e-mail exchange with Osler; revising consulting agreement; e-mail to client and counsel; e-mail exchange with counsel; telephone call from Osler; e-mail exchange with client; telephone call from counsel; e-mail to Hilco and Osler; e-mail to client; e-mail exchange with Hilco's counsel; e-mail to client;	2.50
April 6, 2020	GBT	E-mail correspondence; response to A. Rubinfeld; consider case conference;	6.70



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		Hilco agreement matters; consider letter from D. Magisano, circulate and consider response; Documents and Electronic Files Access Order matters; telephone discussion with G. Benchaya; follow up regarding Magisano letter, further A. Rubinfeld case conference arrangements; conference call J. Hall, M. Rosensaft; telephone discussion with D. Mitchell; LTO registration matters; telephone discussion with G. Benchaya;	
April 6, 2020	MML	E-mail from G.B. Taylor regarding Brause/Edson's; e-mail from Mr. Patel regarding Brause/Edsons; e-mail from G.B. Taylor regarding case conference; e-mail exchange with G.B. Taylor regarding form of order; preparation of blackline form of order; e-mail from G.B. Taylor regarding blackline order; e-mail from G.B. Taylor regarding Lerner Letter; e-mail from G.B. Taylor regarding response to Lerner Letter; e-mail from Jeremy Dacks regarding Lerner Letter; e-mail from Dave Rosenblat regarding NPL and NEL; e-mail from Mr. Patel regarding Lerner Letter; e-mail from G.B. Taylor regarding e-mail exchange with Wayne Onchulenko, Abe Rubinfeld and Mr. Magisano; e-mail from G.B. Taylor regarding e-mail from Mr. Rubinfeld; e-mail from G.B. Taylor regarding e-mail to Ms. Hildebrand regarding case conference; e-mail from Ms. Hildebrand regarding case conference;	1.40
April 6, 2020	MDZ	Reviewing file; Preparing draft demand letter re unauthorized credit card usage; e-mail to B. Taylor and R. McFadyen regarding demand letter;	2.70



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
April 7, 2020	ABF	E-mail from and e-mail to R. McFadyen regarding draft letter to key employees; reviewing and revising draft letter to key employees;	0.80
April 7, 2020	RAM	E-mail from G.B. Taylor, P. Patel regarding KERP; e-mail from G.B. Taylor, J. Dacks regarding update on Court approval; e-mail from, e-mail to G.B. Taylor regarding document access issues; conference call with P. Patel, articling student regarding KERP; conference call with W. Onchulenko, D. Magisano, G.B. Taylor regarding document access issues; e-mail from D. Mitchell regarding Toronto listing agreement; e-mail from P. Patel, G.B. Taylor regarding landlord issues; e-mail to M. Zacharias regarding draft demand letters regarding credit card expenses, vehicles; [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]; e-mail from, e-mail to E. Finley, P. Patel regarding vehicle issues;	3.70
April 7, 2020	DMM	E-mail exchange with Hilco; e-mail exchange with client; e-mail to counsel; e-mail exchange with counsel; e-mail exchange with client; e-mail to Ontario agent; reviewing listing agreement; e-mail exchange with Ontario agent;	1.40
April 7, 2020	GBT	E-mail correspondence; follow up with J. Dacks regarding access order, non-debtor matters; telephone discussion with P. Patel, consider issues regarding revisions to access order; KERP matters; telephone discussions with R. McFadyen; prepare conference call; conference call D. Magisano, W.	8.10



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		Onchulenko; Toronto listing matters; conference call J. Hall, M. Rosensaft; revise access order; telephone discussion with J. Hall; Nygard Ch 15 Objection; conference call P. Patel, G. Benchaya; Vaughan landlord matters; telephone discussion with P. Patel; update to J. Dacks;	
April 7, 2020	MML	E-mail exchange with Mr. Patel and R. McFadyen regarding KERP; conference call with Mr. Patel and R. McFadyen regarding KERP; preparation of Brief; e-mail to G.B. Taylor and R. McFadyen regarding Brief;	2.60
April 7, 2020	MDZ	E-mail exchange with R. McFadyen and client regarding revisions to demand letters; Revising demand letters to former employees re: unauthorized credit card spending;	1.10
April 8, 2020	RAM	E-mail from G.B. Taylor regarding claim of Alberta WCB; e-mail from, conference with, e-mail to P. Patel, G.B. Taylor regarding dr [REDACTED]; e-mail from, e-mail to G.B. Taylor, articling student regarding landlord issues; e-mail from P. Patel regarding freight forwarding agreements; [REDACTED]; [REDACTED]; [REDACTED]; voice mail from, conference with, telephone call from, e-mail from M. Zacharias regarding credit card expenses demands; e-mail from G.B. Taylor , J. Dacks regarding document access issues; e-mail from W. Onculenko regarding Notice of Motion for document, premises access issues; reviewing and considering Affidavit of G. Fenske; e-mail from P. Cho	2.70



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		regarding landlord issues; conference call with P. Patel, G.B. Taylor regarding update; e-mail to P. Patel, A. Sherman regarding credit card expense demands; reviewing Affidavit of R. Dean regarding scope of Nygard Properties security; e-mail from, e-mail to G.B. Taylor regarding Nygard Properties Debenture;	
April 8, 2020	DMM	E-mail exchange with client; e-mail exchange with Hilco counsel; e-mails from counsel; e-mail from Hilco; telephone call to client; reviewing changes to consulting agreement; e-mail to client and counsel; e-mail from client; e-mail from counsel; revising consulting agreement; e-mail to client and counsel; telephone call to counsel; e-mail to Hilco; e-mail to client and counsel ;	1.50
April 8, 2020	GBT	E-mail correspondence; Vaughan landlord, AB WCB matters; review revised KERP and comment; consider correspondence to landlord service list; conference call J. Hall, C. Giglio, S. Reisman, P. Patel, G. Benchaya; access order matters; conference call D. Magisano, W. Onchulenko; update regarding Nygard counsel matters; telephone discussion with J. Dacks, and follow up; telephone discussion with D. Magisano; review Nygard Notice of Motion, Fenske affidavit; consider case conference presentation; review Hilco revisions; conference call P. Patel, R. McFadyen; telephone discussion with D. Mitchell regarding Hilco;	7.40
April 8, 2020	MML	E-mail exchange with G.B. Taylor and R. McFadyen regarding letter to Landlords; e-mail exchange with G.B. Taylor and R. McFadyen regarding	1.90





<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		research priority of WCB claim; preparation of letter to landlords regarding liquidation sale, assignment and repudiation of leases; e-mail from G.B. Taylor regarding e-mail from Wayne Onchulenko regarding KERP concerns; e-mail exchange with G.B. Taylor regarding Notice of Motion and Affidavit of Respondents; reviewing Notice of Motion and Affidavit of Greg Fenske;	
April 8, 2020	MDZ	Revising demand letters to former employees re unauthorized credit card spending; [REDACTED] [REDACTED] [REDACTED] [REDACTED] TT R. McFadyen re: next steps;	0.80
April 9, 2020	RAM	E-mail exchange with, conference call with G. B. Taylor, articling student regarding landlord notice; attending at case management conference before Justice Edmond; revising and update Service List; e-mail from E. Finley regarding letters regarding credit card statements; e-mail from P. Patel [REDACTED]; telephone call from G. B. Taylor regarding update; e-mail from, e-mail to, telephone call from P. Patel regarding KERP details; Finalizing letters regarding credit card expenses; [REDACTED]; [REDACTED] [REDACTED]; voice mail to, e-mail from D. Giles regarding motion to withdraw as counsel on Federal Court file;	3.00
April 9, 2020	DMM	E-mail from Hilco; e-mail to client; e-mail exchange with Oslers; e-mail to	1.40



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		client; e-mail from Ontario Agent; reviewing changes to sale documents;	
April 9, 2020	GBT	E-mail correspondence; prepare case conference; prepare and circulate draft Landlord Notice; prepare case conference; case conference Justice Edmond, W. Onchulenko, D. Magisano, J. Dacks, C. Howden, R. McFadyen; telephone discussions with J. Dacks; further follow up regarding landlord notice; response to Playacor counsel; access order matters; follow up regarding Notre Dame property; telephone discussion with J. Hall; follow up regarding Sitrick messages; telephone discussion with A. Sherman regarding Indo matters; telephone discussion with P. Patel regarding "Sitrick" messages; follow up regarding Landlord notice;	5.20
April 9, 2020	MML	Teleconference Case Management Conference; e-mail exchange with G.B. Taylor and R. McFadyen regarding landlords and Notice; reviewing Notice to Landlords; preparation of Motion Brief; e-mail exchange with G.B. Taylor and R. McFadyen regarding Motion Brief; research priority of WCB claims; preparation of memo to R. McFadyen and G.B. Taylor regarding priority of WCB claims; preparation of Notice to Landlords; reviewing Service Lists; e-mail to Landlords and Counsel; e-mail exchange with G.B. Taylor and R. McFadyen regarding bounce backs;	8.60
April 9, 2020	MDZ	E-mail from client with revised information re: demand letters; Revising all demand letters to state the proper date; E-mail to R. McFadyen re: final drafts;	0.20



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
April 10, 2020	RAM	E-mail exchange with G.B. Taylor, articling student regarding landlord notice, service list; e-mail from G.B. Taylor, J. Dacks regarding document access order; e-mail from P. Patel regarding Service List; revising and update Service List; reviewing and considering latest version of Documents Access order; e-mail from C. Howden regarding Documents Access Order;	1.00
April 10, 2020	DMM	E-mail from Hilco; e-mail to client; e-mail from client; reviewing consulting agreement; e-mail to client and counsel; e-mail exchange with client; e-mail to client; telephone call to client; e-mail to client and counsel;	1.20
April 10, 2020	GBT	E-mail correspondence; follow up regarding landlord notice; revisions to draft access order; conference call J. Hall, C. Giglo;	8.90
April 10, 2020	MML	Telephone call to 2366829 Ontario Ltd. regarding Landlord Notice; telephone call to Ms. Medeiros regarding contact information in connection with Carrefour Richelieu Ltd. et al; e-mail exchange with Ms. Medeiros regarding Landlord Notice; voicemail to Neil Castanga regarding contact information in connection with Toulon; telephone call to 1431 Associates LLC regarding contact information; telephone call to Tom Bazinet regarding contact information in connection with Calloway Reit; telephone call to Nicholas Giandomenico regarding contact information in connection with First Capital; telephone call to Canadian Reit Choice Properties regarding contact information; e-mail exchange with G.B. Taylor and R.	3.20



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		McFadyen regarding contact information in connection with landlord notice; e-mail exchange with G.B. Taylor regarding formatting issues; preparation of Order regarding formatting; e-mail exchange with G.B. Taylor regarding Document Access Order; preparation of CompareDocs of Document Access Order;	
April 11, 2020	DMM	E-mail exchange with counsel; reviewing consulting agreement; e-mail to Hilco; e-mail to client;	0.50
April 11, 2020	GBT	E-mail correspondence; review draft response to Limited Objection; telephone discussion with P. Patel; follow up regarding landlord service notice; telephone discussion with J Hall; access order revisions;	1.70
April 11, 2020	MML	E-mail exchange with G.B. Taylor and R. McFadyen regarding landlord notice; e-mail to G.B. Taylor, R. McFadyen, Mr. Patel, Mr. Finley and Mr. Sherman regarding landlord notice;	0.90
April 12, 2020	RAM	E-mail from G.B. Taylor, J. Hall regarding recognition Order; e-mail exchange with G.B. Taylor, J. Dacks, C. Howden regarding document access order; e-mail from, e-mail to D. Mitchell regarding R. Dean Affidavit information;	0.50
April 12, 2020	DMM	E-mail to Oslers; e-mail to counsel; e-mail exchange with counsel; reviewing affidavit;	0.80
April 12, 2020	GBT	E-mail correspondence; consider Ch 15 response to Limited Objection, form of Order; access order matters; hearing matters;	2.40



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		Total Fees	\$ 38,613.00
		GST/HST on Fees	\$ 1,930.65
		RST on Fees	\$ 2,702.91
		Total Fees, Disbursements and Taxes	\$ 44,973.94

GST Registration No. 121757413

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.

**This page left intentionally blank**

March 27, 2020

**VIA EMAIL: gbenchaya@richterconsulting.com**

**Gilles Benchaya**  
**Partner**  
**Richter Advisory Group Inc.**  
**200 South Wacker Drive, Suite 3100**  
**Chicago, IL 60606**

**Re: Nygard Chapter 15 Proceeding**

Dear Gilles:

I hope this letter finds you well.

Attached please find our Billing Statement for services rendered and expenses incurred in connection with Nygard Chapter 15 Proceeding for the period of **March 1, 2020** through and including **March 24, 2020** (the "Fee Period") in the amount of **\$251,476**.

The work we performed during the Fee Period included, among other things:

- Preparing, filing, and serving petitions for recognition of the receivership proceeding pending in Canada in the Court of the Queen's Bench Manitoba under chapter 15 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of New York for nine Nygard Group entities;
- Preparing, filing, and serving extensive motions, proposed orders, declarations, and statements, including a Verified Petition, Motion and Proposed Order granting Provisional Relief, Declaration of the Foreign Representative in Support of the Verified Petition, Motion and Proposed Order granting Joint Administration, and a Motion and Proposed Order Granting an Emergency Hearing;
- Preparing for emergency hearing before Judge Bernstein scheduled on Wednesday, March 25, 2020;
- Attending to calls, email correspondence, and analyses regarding various legal actions involving Peter Nygard and the Nygard Group, including the Defamation Litigation, Jane Doe Class Action Litigation, and U.S. Grand Jury Subpoena;

March 27, 2020

Page 2

- Attending to calls, emails, and analyses regarding termination and furlough of Nygard Group employees in the United States;
- Preparing opinion on security interests created by that certain Security Agreement among Nygard Group entities and White Oak Commercial Finance, LLC, including reviewing and analyzing various UCC-1 Financing Statements and other security documents; and
- Attending to calls, correspondence and other matters in respect to all of the foregoing.

We would appreciate the processing of the attached Billing Statement for payment at your earliest convenience. If you have any questions, please feel free to contact me at (212) 940-8700 or at [sreisman@katten.com](mailto:sreisman@katten.com).

It is our privilege and pleasure to be of service, and we appreciate and value the trust and confidence you have placed in us.

Be safe, be smart, be healthy and be positive.

My best.

Sincerely,



Steven J. Reisman

Attachment

cc: Jerry Hall, Esq. (w/attachment, By Email: [jerry.hall@katten.com](mailto:jerry.hall@katten.com))  
(Katten Muchin Rosenman LLP)



# Katten

Direct Billing Inquiries to:  
**Lisa Quintana**  
212-940-8573  
lisa.quintana@katten.com

**575 Madison Avenue**  
**New York, NY 10022-2585**

March 26, 2020

Richter Advisory Group Inc.  
Attn: Gilles Benchaya  
200 South Wacker Drive, Suite 3100  
Chicago, IL 60606

Invoice No. 1301613120  
Client No. 393878  
Matter No. 00001

FEIN: 36-2796532

**Re: Nygaard Chapter 15 Proceeding** (393878.00001)

For legal services rendered through March 24, 2020 .....	\$251,476.00
Disbursements and other charges.....	\$15,453.00
Less: On Account Disbursements Applied .....	<u>(\$15,453.00)</u>
Total Disbursements:	\$0.00

**CURRENT INVOICE TOTAL:** \$251,476.00

Disbursements and other charges incurred which have not yet been posted as of the above date will be billed at a later date.

Katten Muchin Rosenman LLP is an Illinois limited liability partnership including professional corporations that has elected to be governed by the Illinois Uniform Partnership Act (1997).  
Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

**PROFESSIONAL SERVICES**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
04 Mar 20	Hall, Jerry L.	Research regarding chapter 15 recognition of foreign proceedings (1.00)	1.00
04 Mar 20	Reisman, Steven	Telephone conversation re: retainer on new chapter 15 proceeding related to Nygard and follow-up re: staffing, pulling precedent and discussions with various attorneys re: same (2.20)	2.20
05 Mar 20	Hall, Jerry L.	Additional research regarding recognition of foreign proceedings (1.30); confer with S. Reisman and C. Giglio regarding chapter 15 filing and related matters (.30); call among P. Patel, S. Reisman, C. Giglio and others regarding chapter 15 filing (.50); call among J. Divack, P. Patel and others regarding chapter 15 filing (.80); review draft affidavit in support of receivership (.50); review draft chapter 15 documents (from J. Divack) (1.20)	4.60
05 Mar 20	Reisman, Steven	Discussions with J. Hall re: preparing pleadings, discussions with P. Patel, J. Hall and C. Giglio re: chapter 15 filing, background, draft affidavit and support of receivership, draft documentation and continued follow-up re: matters related to same (2.70)	2.70
05 Mar 20	Giglio, Cindi	Prepare for and participate in initial discussions re: Nygard matter; review declaration in support of receivership (2.60)	2.60
05 Mar 20	Rosella, Michael	Attend conference call with Richter and White Oak and discuss with C. Giglio and J. Hall (1.50); review precedent to determine whether a BIA receivership has ever been recognized under chapter 15, and discuss with J. Hall (1.00); review statutory provisions of chapter 15 and related law review articles (1.20); review documents prepared by counsel to White Oak regarding factual background (.90)	4.60
06 Mar 20	Hall, Jerry L.	Call with S. Reisman and C. Giglio regarding chapter 15 filing (reviewing necessary documents and information) (.50); email with P. Patel and others regarding chapter 15 filings and related matters (.20); review and begin revising draft chapter 15 pleadings (4.50); email and calls among M. Rosella, R. Lindahl, C. Giglio and S. Reisman regarding chapter filing (.60)	5.80
06 Mar 20	Reisman, Steven	Discussions throughout the day with J. Hall re: chapter 15 filing, obtaining necessary documentation, reviewing other orders in other chapter 15 cases re: interim recognition and final recognition order and discussion of issues specific to Nygard matter and protecting assets in the United States and letting certain litigation related to alleged abuses of children going forward; discussions with client re: same and follow-up; continued work on Nygard chapter 15 materials; discussions with M. Rosella re: matters related to same; discussion re: [REDACTED] coordination of	5.20

**PROFESSIONAL SERVICES**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
06 Mar 20	Giglio, Cindi	matters re: preparing chapter 15 pleadings (5.20) Calls to kick off matter and begin discussion work streams and related follow up (3.20)	3.20
06 Mar 20	Rosella, Michael	Review sample pleadings from chapter 15 cases in the Southern District of New York and Delaware (2.50); prepare list of all documents that Katten would need to prepare for filing of chapter 15 case and discuss with J. Hall (.50); review stipulation to extend deadlines in chapter 15 case of Oro Negro and prepare summary for Katten team, for S. Reisman (1.00); coordinate with IT to set up a Katten team email address (.20); review draft White Oak affidavit for Canadian proceeding (.50)	4.70
07 Mar 20	Lindahl, Rebecca K.	Call with J. Hall regarding case background; review background materials.	1.00
07 Mar 20	Hall, Jerry L.	Draft and revise several documents (e.g., verified petition, order and supporting documents, declaration in support of verified petition, motion and order for provisional relief, motion and order for emergency hearing, motion and order for joint administration, motion and order for recognition hearing) (12.00); email and calls among M. Rosella, C. Giglio, R. Lindahl and S. Reisman regarding verified petition and related documents (1.00)	13.00
07 Mar 20	Reisman, Steven	Continued follow-up re: chapter 15 preparation as well as review of affidavit and materials from counsel in Canada; review of motion for joint administration and various other draft documentation and discussions with M. Rosella, C. Giglio, R. Lindahl and others re: verified petition and follow-up re: same; continued work on chapter 15 pleadings as well as review of provisional relief motion and proposed order; review of underlying litigation claims; review motion for emergency hearing on provisional relief; continued follow-up (7.80)	7.80
07 Mar 20	Giglio, Cindi	Attend to initial review and comment on pleadings related to chapter 15 (2.70)	2.70
07 Mar 20	Rosella, Michael	Prepare chapter 15 petitions for all nine Nygard Group entities filing in the Southern District of New York (1.00); review and analyze White Oak draft affidavit (1.20); prepare draft of Verified Petition pleading (2.20); prepare draft of Provisional Relief Motion and Proposed Order (3.50); prepare draft of Corporate Ownership Statement (1.00); prepare Motion and Proposed Order for Emergency Hearing on Provisional Relief and review sample pleadings seeking emergency hearings (3.20); review Code provisions in chapter 15 and related to injunction standards used for procedures governing provisional relief requests (1.00); discuss extensively on multiple calls with J. Hall (.90)	14.00

**PROFESSIONAL SERVICES**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
08 Mar 20	Lindahl, Rebecca K.	Review and revise draft filings and orders; participate in team call with Richter.	2.60
08 Mar 20	Hall, Jerry L.	Revise verified petition, order and supporting documents, declaration in support of verified petition, motion and order for provisional relief, motion and order for emergency hearing, motion and order for joint administration, motion and order for recognition hearing and related documents (12.50); call and email among P. Patel, C. Giglio, R. Lindahl, and M. Rosella regarding verified petition and related documents (.80); call with P. Patel regarding [REDACTED] and related matters (.20.); call and email with D. Mitchell and S. Reisman regarding collateral review and related opinion; email among several (Osler, Katten, Hahn) regarding loan and security documents and related matters; review certain loan and security documents (.60).	14.10
08 Mar 20	Reisman, Steven	Continued work on chapter 15 documentation and emails and calls throughout the day the day re: matters related to preparation of chapter 15 pleadings, preliminary recognition and efforts to finalize documentation related to same for potential filing once provisional relief is granted in Winnipeg court proceeding; update re: collateral review; review of loan documentation and security agreement and follow-up re: matters related to same; discussions with J. Hall, C. Giglio, M. Rosella and others throughout the day re: comments and revisions to documentation and feedback (6.40)	6.40
08 Mar 20	Giglio, Cindi	Review and revisions to recognition documents; draft preliminary statement; discuss same with J. Hall; call with Katten team and Richter to discuss pleadings and strategy (5.20)	5.20
08 Mar 20	Rosella, Michael	Attend call with client and Katten team on status of chapter 15 papers (.50); prepare Motion to set hearing on recognition and proposed order (2.10); prepare updates to all pleadings to incorporate multiple rounds of J. Hall global comments and R. Lindahl comments (1.50); prepare revisions to Motion for joint administration and proposed order (1.20); discuss extensively and on multiple calls with J. Hall (1.00)	6.30
09 Mar 20	Lindahl, Rebecca K.	Review and revise draft pleadings and orders.	1.20
09 Mar 20	Hall, Jerry L.	Review chapter 15 documents (including review with M. Rosella and review of updated receivership affidavit) (5.50); email among J. Divack, P. Patel and others regarding chapter 15 documents and related matters (.50); confer with E. Borenstein and C. Fratianni regarding collateral opinion (.30)	6.30
09 Mar 20	Sheppard, Erinn E.	Correspond with C. Fratianni re security interest opinion, attention to existing security documents, and	4.40

**PROFESSIONAL SERVICES**  
Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
09 Mar 20	Fратиanni, Constance	prepare and edit draft of opinion. Review security agreement; review draft UCC financing statements; Telephone call to Erinn Sheppard regarding opinion and comments; review draft opinion re same; Telephone call to E Borenstein regarding opinion and document review; communications re documents; review Jones Day opinion	3.80
09 Mar 20	Reisman, Steven	Review documentation re: collateral need for collateral opinion and follow-up and discussions with E. Borenstein re: same; discussions with J. Hall and attend to matters re: preparing opinion, review of UCC financing statements, review of opinions given at time of closing of loan transaction and follow-up re: matters related to chapter 15 preparation, timing and other matters (5.30)	5.30
09 Mar 20	Borenstein, Evan	Call with C Fratiani re UCC perfection and attachment opinion and related issues and review of documents re the same (.40); call with Canadian counsel and J Hall re opinion scope and follow up with C Fratiani re the same (.50); review and comment on draft legal opinion and attn to correspondence re the same (1.40); review of further revised draft and confer with C Fratiani re the same (.60)	2.90
09 Mar 20	Giglio, Cindi	Review changes to documents to reflect sale of assets occurring in Canada (.40)	0.40
09 Mar 20	Rosella, Michael	Prepare binders of all pleadings for the U.S. Trustee and prepare revisions to binders to reflect updates to pleadings (2.20); review thoroughly each pleading to be filed with J. Hall and discuss strategy (3.90); prepare edits and revisions to all declarations, motions, and orders to reflect new information received from Richter (1.50); revise proposed orders to reflect R. Lindahl comments (.70); coordinate to save all documents under new client-matter number in Katten system (.70)	9.00
10 Mar 20	Lindahl, Rebecca K.	Draft and revise pleadings and proposed orders for Chapter 15 filing.	2.90
10 Mar 20	Hall, Jerry L.	Revise motion and order for emergency hearing, motion and order for joint administration, motion and order for recognition hearing (2.10); coordinate with J. Divack, M. Siena and M. Rosella regarding service list and related matters (.60); confer with C. Giglio and S. Reisman regarding service and notice matters (.50); calls and email with P. Patel and G. Benchaya regarding the receivership hearing, chapter 15 pleading issues and related matters (.70)	3.90
10 Mar 20	Sheppard, Erinn E.	Correspond regarding final security interest opinion.	0.20
10 Mar 20	Fратиanni, Constance	Review form of opinion; communications with E Borenstein re opinion; Telephone call to Borenstein regarding opinion comments; communications with J	1.00

**PROFESSIONAL SERVICES**  
Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
10 Mar 20	Reisman, Steven	Arnold re opinion; communications with D Mitchell re opinion Update re: status of chapter 15 preparation and hand off to J. Hall re: matters related to same and following-up security interest opinion and matters related to filing for relief and preparing for upcoming hearing (1.40)	1.40
10 Mar 20	Borenstein, Evan	Attn to issues relating to finalizing the security interest opinion	1.60
10 Mar 20	Giglio, Cindi	Discuss service issues with J. Hall (.40)	0.40
10 Mar 20	Rosella, Michael	Travel to U.S. Trustee office to deliver binders with all pleadings to be filed and return to Katten office (1.60); prepare updates to Rule 1007(a) disclosure to reflect new information received from Richter (1.20); review Bankruptcy Code provisions on service of pleadings and discuss strategy for service list with J. Hall (1.20); incorporate J. Hall comments on various pleadings and prepare all documents for filing (1.50); attend meeting with J. Hall to review remaining pleadings, and incorporate all changes (1.20); review service lists used in recent SDNY chapter 15 cases and analyze with respect to Bankruptcy Rule 2002(q) and discuss with J. Hall (1.50)	8.20
11 Mar 20	Hall, Jerry L.	Revise chapter 15 documents (3.60); confer with C. Giglio and M. Rosella regarding same (.50)	4.10
11 Mar 20	Reisman, Steven	Continued follow-up re: matters related to chapter 15 preparation, emails and telephone calls and discussions re: same and timing and status of receivership proceedings in Canada (1.10)	1.10
11 Mar 20	Rosella, Michael	Prepare Notice of Commencement and review samples in Katten system and from other law firms (2.00); review all pleadings to be filed for substance and format with J. Hall (2.00); revise documents to reflect J. Hall comments on a rolling basis and discuss and research [REDACTED] (1.50); prepare updates to Rule 1007(a) disclosure to reflect new information received from Richter (1.00)	6.50
12 Mar 20	Hall, Jerry L.	Revise chapter 15 documents (based upon updated information and recent events) (1.70); email among B. Taylor, P. Patel and others regarding receivership proceedings (.50)	2.20
12 Mar 20	Rosella, Michael	Prepare comprehensive updates and revisions to all pleadings and petitions to reflect comments and updated information received from the client, and discuss with J. Hall (1.50); prepare revisions to notice of commencement (.70); prepare all pleadings to be ready to file, and discuss process with J. Hall (.80)	3.00
13 Mar 20	Hall, Jerry L.	Email with B. Taylor and others regarding interim hearing of receivership petition and prior interim order (.40); revise chapter 15 documents (updating for possible filing and related revision) (1.40)	1.80

**PROFESSIONAL SERVICES**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
13 Mar 20	Rosella, Michael	Prepare revisions to petitions to reflect updated information (.30)	0.30
17 Mar 20	Hall, Jerry L.	Review supplemental declaration in support of receivership (.70); review second report of proposed trustee (.4); email with B. Taylor, P. Patel and others regarding emergency hearing and related matters (.30); email with M. Rosella regarding updating chapter 15 documents (.10); review revised chapter 15 documents (1.00); email with J. Divack regarding potential filing and alternatives to certified copy of receivership order (.20)	2.70
17 Mar 20	Rosella, Michael	Prepare updates to all pleadings based on developments in the Canadian receivership proceedings and discuss case administration with J. Hall (1.70)	1.70
18 Mar 20	Siena, Marie	File and open 9 Chapter 15 cases on the court's docket (2.50); file first-day pleadings on the court's docket (2.00); participate in several conference calls with team regarding same (.80)	5.30
18 Mar 20	Hall, Jerry L.	Revise chapter 15 petitions and pleadings in preparation for chapter 15 filing (2.80); calls with M. Siena and M. Rosella regarding preparation for chapter 15 filing (.50); email and call with J. Divack regarding chapter 15 filing and related matters (.30); review draft declaration (alternative to certified copy of receivership order) (.30); email with B. Taylor regarding chapter 15 filing and related matters (.20) coordinate and manage chapter 15 filing and service (.50)	4.60
18 Mar 20	Reisman, Steven	Follow-up re: finalizing of chapter 15 documentation, discussions re: status and next steps and moving forward with respect to declaration in support of recognition petitions and discussions with J. Hall and M. Rosella re: matters related to same (1.10)	1.10
18 Mar 20	Giglio, Cindi	Review chapter 15 papers and discuss same with team (1.90)	1.90
18 Mar 20	Rosella, Michael	Prepare Osler declaration in support of the recognition petitions in accordance with section 1515(b) of the Bankruptcy Code, and discuss with J. Hall (1.20); review dockets of recent SDNY chapter 15 cases to determine the order of filing for various pleadings, and discuss with J. Hall (1.00); attend multiple telephone conferences with J. Hall to discuss updates to pleadings and coordination of filing process (1.50); review all pleadings for form and substance and make various conforming changes, and prepare filing versions of all pleadings (2.00); prepare revisions to service list and discuss with J. Hall and M. Siena (.80); determine proper email addresses for all entities included in Rule 1007 Statement using internet research and various	8.70

**PROFESSIONAL SERVICES**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
		documents received from the company (1.70); coordinate and oversee filing process of all petitions and pleadings (.50)	
19 Mar 20	Siena, Marie	Prepare binders with petitions and first day pleadings for chambers (1.20); arrange for printing and delivery of same (.30)	1.50
19 Mar 20	Hall, Jerry L.	Coordinate and serve chapter 15 filings, including research regarding service addresses and related matters (1.20); call with chambers regarding request for emergency hearing (.20); call and email with S. Schneier regarding defamation action (.70); email and call with C. Egelson and others regarding defamation action (.80); draft argument outline for anticipated emergency hearing (.70)	3.60
19 Mar 20	Reisman, Steven	Review final filed papers in connection with chapter 15 relief and status (1.10)	1.10
19 Mar 20	Giglio, Cindi	Meeting with J. Hall and S. Reisman to prepare for chapter 15 first day hearing; call with Nygard's attorneys to discuss chapter 15 case; review script for initial hearing and correspondence related to same (1.60)	1.60
19 Mar 20	Rosella, Michael	Gather binders of all petitions and pleadings for Judge Bernstein's chambers and travel to and from One Bowling Green to deliver binders (1.50); attend update call with Katten team (.50); gather mailing addresses for various entities included in Rule 1007 Statement for purposes of service and discuss with J. Hall (1.50)	3.50
20 Mar 20	Siena, Marie	Draft certificate of service (1.00); arrange for service of pleadings (.50); attend to emails and calls regarding same (.40); set-up ECF notifications for team (.40)	2.30
20 Mar 20	Rosensaft, Michael M.	Prepare for and have call with client regarding grand jury subpoena.	0.50
20 Mar 20	Hall, Jerry L.	Call to chambers regarding emergency hearing and related matters (.20); revise order granting preliminary relief (.10); email with P. Patel, B. Taylor and others regarding order granting preliminary relief (.20); call and email with B. Taylor, M. Rosensaft and others regarding grand jury subpoena (.60); email with C. Egelson regarding order granting preliminary relief (.20); email with several interested parties regarding scheduling of emergency hearing (.50); service of orders entered by court regarding emergency hearing, joint administration and final recognition hearing (.30); email with S. Schneier regarding litigation stay and related matters (.20); revise affidavit of service (.20); revise argument outline (.60); email to interested parties regarding telephonic appearance (.20)	3.30
20 Mar 20	Giglio, Cindi	Conferences with respect to service and next steps; follow up with J. Hall re: same; call with respect to lift stay (2.70)	2.70



**PROFESSIONAL SERVICES**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
20 Mar 20	Rosella, Michael	Prepare revisions to various proposed orders to send to chambers for J. Hall (.50); review emails on matter and circulate calendar invites for upcoming hearings and calls (.50); prepare multiple rounds of revisions to certificate of service, and add Exhibit B containing email addresses and roles of certain parties in interest (1.50)	2.50
21 Mar 20	Reisman, Steven	Attend to matters re: preparation for chapter 15 interim recognition hearing and review of pleadings and materials in connection with same and discussions with J. Hall re: inquiries from creditors and status (2.60)	2.60
22 Mar 20	Hall, Jerry L.	Email with B. Taylor regarding consent order, privilege and document production issues (.60); brief research regarding privilege issues (.70); email and letter from J. Bregman regarding litigation stay (.40); email with P. Patel, C. Giglio and other regarding letter from J. Bregman (.20)	1.90
22 Mar 20	Reisman, Steven	Continued preparation for upcoming interim recognition hearing in connection with chapter 15 relief related to Winnipeg receivership proceeding under BIA as well as responding to calls from litigation plaintiffs and follow-up re: status and review of final pleadings in preparation for chapter 15 first day hearing (2.60)	2.60
22 Mar 20	Giglio, Cindi	Review Blueprint proposal and follow up related to same (.40)	0.40
23 Mar 20	Siena, Marie	Review and revise certificate of service (.20); attend to emails regarding the same (.10); file certificate of service on the court's docket (.20)	0.50
23 Mar 20	Rosensaft, Michael M.	Call regarding grand jury subpoena.	0.30
23 Mar 20	Hall, Jerry L.	Review revised letters to employees regarding furlough and termination (.40); confer and email with M. Gyves and C. Giglio regarding employee furloughs and terminations (.50); revise affidavit of service (.20); review declaration filed by White Oak as lender (.40); review motion papers filed in Canadian proceeding on behalf of P. Nygard regarding US subpoena (1.10); email with M. Rosensaft regarding US subpoena (.20); email with E. Spiro regarding preliminary relief and related matters (.20)	3.00
23 Mar 20	Giglio, Cindi	Discuss next steps with J. Hall (.40)	0.40
23 Mar 20	Gyves, Michelle	Review and analyze employee separations and furlough plan; prepare letters to employees in connection with same	3.00
24 Mar 20	Lindahl, Rebecca K.	Review filed pleadings in advance of team call.	0.70
24 Mar 20	Rosensaft, Michael M.	Review bankruptcy filings in US and Canada (1.0); call with Morvillo regarding subpoena (1.0); call with client to discuss subpoena and court conference (1.5); research [REDACTED] (1.4).	4.90

**PROFESSIONAL SERVICES**  
Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
24 Mar 20	Hall, Jerry L.	Prepare for provisional relief hearing (including review of chapter 15 documents, revision of argument outline, review of financial projection and related matters) (2.20); call and email among G. Benchaya, S. Reisman, B. Taylor, C. Giglio and others regarding provisional relief hearing and status of receivership (1.40); call and email with G. Benchaya to prepare for potential testimony (1.60); call and email with J. Divack and others regarding upcoming hearing and related matters (.40); calls and email among F. Torres and A. Bialek regarding upcoming hearing and status of litigation against Nygard Debtors (1.10); calls and email among E. Spiro and others regarding grand jury subpoena, class action litigation and related matters (.80); call and email with S. Schneier regarding defamation action (.20); email with C. Egelson regarding provisional relief hearing (.20); call among M. Rosensaft and C. Giglio regarding grand jury subpoena (.40)	8.30
24 Mar 20	Nussbaum, Jake	Research case law on [REDACTED] (3.20); draft email memo to M. Rosensaft detailing findings of research(1.00).	4.20
24 Mar 20	Reisman, Steven	Review potential related objection to chapter 15 relief; review proposed declaration and order in connection with chapter 15; follow-up re: matters related to same; discussions with J. Hall re: tomorrow's hearing, prepping witness; participate in conference call with G. Benchaya at Richter re: chapter 15 relief and update re: status of receivership action with Winnipeg counsel and follow-up re: preparation for hearing; confer with J. Bergman re: matters related to tomorrow's hearing; review correspondence and materials from counsel for Nygard re: chapter 15 relief and next step and request in connection with chapter 15 (4.70)	4.70
24 Mar 20	Giglio, Cindi	Participate in call related to employment questions (.50); call with J. Hall and M. Rosensaft (.50); call with client and Canadian counsel to prepare for tomorrow's hearing (1.20); call with Hahn team re: hearing and litigation team re: same (.50); further preparation for hearing (.90)	3.60
24 Mar 20	Rosella, Michael	Review case law and scholarly articles on [REDACTED] and prepare summary for J. Hall (2.50); review limited objection to provisional relief motion filed by Blueprint in advance of emergency hearing (.50)	3.00
24 Mar 20	Gyves, Michelle	Telephone conference regarding [REDACTED]	0.50
<b>TOTALS:</b>			<b>274.80</b>

**SUMMARY OF PROFESSIONAL SERVICES**

Matter 00001: Nygard Chapter 15 Proceeding

	<b>Attorney or Assistant</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
44844	Borenstein, Evan	4.50	1,075.00	\$4,837.50
44813	Fратиanni, Constance	4.80	960.00	\$4,608.00
44904	Giglio, Cindi	25.10	1,045.00	\$26,229.50
45288	Gyves, Michelle	3.50	950.00	\$3,325.00
44155	Hall, Jerry L.	84.20	1,080.00	\$90,936.00
40861	Lindahl, Rebecca K.	8.40	795.00	\$6,678.00
44618	Nussbaum, Jake	4.20	565.00	\$2,373.00
44842	Reisman, Steven	44.20	1,325.00	\$58,565.00
45177	Rosella, Michael	76.00	565.00	\$42,940.00
43195	Rosensaft, Michael M.	5.70	960.00	\$5,472.00
44382	Sheppard, Erinn E.	4.60	760.00	\$3,496.00
41782	Siena, Marie	9.60	210.00	\$2,016.00
<b>TOTAL:</b>		<b>274.80</b>		<b>\$251,476.00</b>

**DISBURSEMENTS**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Description</b>	<b>Amount</b>
24 Mar 20	VENDOR: Hall, Jerry L. INVOICE#: 4092211103241815 DATE: 3/24/2020 Filing Fee for 9 Chapter 15 Petitions with the Bankruptcy Court Southern District of New York Date Incurred: 03/18/20	15,453.00
<b>TOTAL:</b>		<b>\$15,453.00</b>

**SUMMARY OF DISBURSEMENTS**

Matter 00001: Nygard Chapter 15 Proceeding

Hall, Jerry L.	\$15,453.00
<b>TOTAL:</b>	<b>\$15,453.00</b>

**MATTER TOTAL: \$266,929.00**

# Katten

575 Madison Avenue  
New York, NY 10022-2585

## REMITTANCE

Please include this remittance advice with your payment to ensure proper account crediting

**Attorney:** 44842 - Steven Reisman  
**Client:** 393878 - Richter Advisory Group Inc.  
**Matter:** 00001 - Nygard Chapter 15 Proceeding

**Invoice No.:** 1301613120  
**Invoice Date:** 26 Mar 20

**Current Invoice Charges:** \$251,476.00

### Wire Instructions:

Reference: 393878.00001

JP Morgan Chase Bank  
1211 Avenue of the Americas, 39th Floor  
New York, New York 10036  
ABA #021000021  
Swift Code: CHASUS33

For Credit To: Katten Muchin Rosenman LLP  
Operating Account  
Account #967343933

When wiring a payment please fax a copy of the Remittance to Jean Monteforte at 212-940-7175

Please direct any billing inquiries to Lisa Quintana at 212-940-8573 or e-mail [lisa.quintana@katten.com](mailto:lisa.quintana@katten.com)

## **APPENDIX H**

**Richter Advisory Group Inc.**

in its capacity as Receiver of

**Nygard Holdings (USA) Limited, Nygard Inc., Fashion Ventures, Inc. Nygard NY Retail, LLC, Nygard Enterprises Ltd., Nygard Properties Ltd. 4093879 Canada Ltd., 4093887 Canada****Statement of accounts**

Invoice #	Period		Fees	Disbursements <sup>(1)</sup>	Sub total	HST	Total
20405147	April 13, 2020 to April 19, 2020	\$	135,399.75	\$ 6,769.99	\$ 142,169.74	\$ 18,482.07	\$ 160,651.81
20405168	April 20, 2020 to April 26, 2020		111,195.50	5,559.78	116,755.28	15,178.19	131,933.47
20405188	April 27, 2020 to May 3, 2020		98,386.75	4,919.34	103,306.09	13,429.79	116,735.88
20405233	May 4, 2020 to May 10, 2020		70,585.50	3,529.28	74,114.78	9,634.93	83,749.71
20405256	May 11, 2020 to May 17, 2020		66,835.75	3,341.79	70,177.54	9,123.08	79,300.62
<b>Total</b>		<b>\$</b>	<b>482,403.25</b>	<b>\$ 24,120.18</b>	<b>\$ 506,523.43</b>	<b>\$ 65,848.06</b>	<b>\$ 572,371.49</b>

**Summary by Staff Member**

Staff member	Number of hours		Hourly rate	Amount
<b>Senior Vice President</b>				
A.Sherman	90.3	\$	895.00	\$ 80,818.50
G. Benchaya	121.9	\$	895.00	\$ 109,100.50
P. Patel	181.9	\$	775.00	\$ 140,972.50
<b>Associate</b>				
J. Schwartz	2.8	\$	490.00	\$ 1,372.00
E. Finley	203.0	\$	415.00	\$ 84,245.00
M. Wu	57.5	\$	325.00	\$ 18,687.50
<b>Analyst</b>				
K. Ho	40.3	\$	325.00	\$ 13,081.25
J. Caylor	131.0	\$	175.00	\$ 22,925.00
<b>Administration</b>				
C.O'Donnell	32.0	\$	250.00	\$ 8,000.00
Pascale Lareau	13.6	\$	185.00	\$ 2,516.00
Patrick Lareau	0.5	\$	425.00	\$ 212.50
V. Coupal	4.5	\$	105.00	\$ 472.50
<b>Total</b>	<b>879.25</b>		<b>\$</b>	<b>482,403.25</b>

**Blended average \$ 548.65**

Notes:

(1) Includes Administrative and Technology Fees.

**This page left intentionally blank**



**Thompson Dorfman Sweatman LLP ("TDS")**

as counsel for Richter Advisory Group Inc., in its capacity as Receiver of

Nygard Holdings (USA) Limited, Nygard Inc., Fashion Ventures, Inc. Nygard NY Retail, LLC, Nygard Enterprises Ltd., Nygard Properties Ltd. 4093879 Canada Ltd., 4093887 Canada Ltd., and Nygard International Partnership

**Statement of Accounts - Summary of Invoices**

Invoice #	Period	Fees	Disbursements	Sub total	GST / RST	Total
608905	April 13, 2020 to April 19, 2020	\$ 61,517.50	\$ 6.25	\$ 61,523.75	\$ 7,382.42	\$ 68,906.17
609833	April 20, 2020 to April 27, 2020	50,380.00	891.35	51,271.35	6,085.17	57,356.52
609920	April 27, 2020 to May 3, 2020	40,309.50	200.79	40,510.29	4,847.19	45,357.48
610354	May 4, 2020 to May 10, 2020	18,255.00	3.04	18,258.04	2,190.75	20,448.79
610600	May 10, 2020 to May 17, 2020	45,332.50	152.95	45,485.45	5,447.55	50,933.00
<b>Total</b>		<b>\$ 215,794.50</b>	<b>\$ 1,254.38</b>	<b>\$ 217,048.88</b>	<b>\$ 25,953.08</b>	<b>\$ 243,001.96</b>

**Summary by Staff Member**

Staff member	Number of hours	Hourly rate	Amount
G. Bruce Taylor, partner	195	\$ 675.00	\$ 131,625.00
Drew M. Mitchell, partner	49.9	525.00	26,197.50
B. Doug Tait, partner	1.2	475.00	570.00
Adrian B. Frost, partner	2.2	475.00	1,045.00
Ross A. McFadyen, partner	130.2	425.00	55,335.00
Kosta L. Vartsakis, associate	2.4	160.00	384.00
Michael D. Zacharias, associate	3.8	160.00	608.00
Arlene Phillips, paralegal	0.2	150.00	30.00
Melanie Labossiere, articling student <sup>(1)</sup>	100.3	-	-
<b>Total</b>	<b>485.20</b>		<b>\$215,794.50</b>

**Blended average hourly rate:**                    \$                    444.75

1) Articling student time recorded, but not charged to Receiver.

**This page left intentionally blank**

Katten Muchin Rosenman LLP as counsel for Richter Advisory Group Inc.,  
in its capacity as Receiver of

Nygard Holdings (USA) Limited, Nygard Inc., Fashion Ventures, Inc. Nygard NY Retail, LLC, Nygard Enterprises Ltd., Nygard Properties Ltd. 4093879 Canada Ltd., 4093887 Canada Ltd., and Nygard International Partnership

Statement of accounts (in USD)

Invoice #	Period	Fees		Disbursements		Total
1301616906	March 25, 2020 to April 15, 2020 <sup>(1)</sup>	\$	123,170.00	\$	1,191.35	\$ 124,361.35
1301621621	April 9, 2020 to May 8, 2020	\$	71,779.50	\$	927.26	\$ 72,706.76
<b>Total</b>		<b>\$</b>	<b>194,949.50</b>	<b>\$</b>	<b>2,118.61</b>	<b>\$ 197,068.11</b>

Attorney or Assistant	Title	Number of hours		Hourly rate (USD)		Amount (USD)
S. Reisman	Partner	37.10	\$	1,325.00	\$	49,157.50
J. Hall	Partner	91.70		1,080.00		99,036.00
C. Giglio	Partner	15.60		1,045.00		16,302.00
M. Rosensaft	Partner	38.60		960.00		37,056.00
M. Gyves	Partner	2.80		950.00		2,660.00
L. Christensen	Special Counsel	3.80		835.00		3,173.00
J. Nussbaum	Associate	2.60		565.00		1,469.00
M. Rosella	Associate	17.60		565.00		9,944.00
C. Lawrence	Paralegal	1.80		420.00		756.00
R. Brady	Litigation Support Specialist	0.90		300.00		270.00
M. Siena	Paralegal	0.60		210.00		126.00
Less: \$25,000 discount						(25,000.00)
<b>Total <sup>(1)</sup></b>		<b>213.10</b>			<b>\$</b>	<b>194,949.50</b>

**Blended average hourly rate:** **USD \$ 914.83**

Notes:

(1) Fees are net a \$25,000 discount

## **APPENDIX I**

# RICHTER

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

Date: 04/22/2020  
Invoice No.: 20405147  
Engagement No.: 2021900  
Payment Terms: Due on Receipt

Professional services rendered to April 19, 2020. \$ 135,399.75

<b>Sub-Total</b>	135,399.75
<b>Technology and Administrative Fees</b>	6,769.99
GST/HST #885435842 RT0001	18,482.07
<b>Total Due</b>	<b>CAD \$ 160,651.81</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

[RICHTER.CA](http://RICHTER.CA)

Invoice No.: 20405147  
Date: 04/22/2020

---



**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Sherman	33.50	\$ 895.00	\$ 29,982.50
Carol O'Donnell	6.60	250.00	1,650.00
Eric Finley	46.00	415.00	19,090.00
Gilles Benchaya	38.50	895.00	34,457.50
Jack Caylor	37.25	175.00	6,518.75
Kristina Ho	11.50	325.00	3,737.50
Mandy Wu	24.00	325.00	7,800.00
Pascale Lareau	2.10	185.00	388.50
Pritesh Patel	41.00	775.00	31,775.00
	<b>240.45</b>		<b>\$ 135,399.75</b>


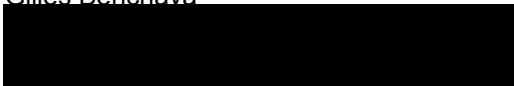
Invoice No.: 20405147  
Date: 04/22/2020

---

**Fee and Disbursement Details**


Date	Name and Description	Hours	Rate	Amount
04/13/2020	Carol O'Donnell Update list of employee addresses, verification of emails and calls to creditor hotline. Update creditor list. Verify bank for wire transfer, update GL. Transfer funds from general trust to Nygard US account. Miscellaneous administration.	2.20	\$ 250.00	\$ 550.00
04/13/2020	Mandy Wu 	4.50	325.00	1,462.50
04/13/2020	Gilles Benchaya 	2.00	895.00	1,790.00
04/13/2020	Gilles Benchaya Call with J. Hall re prep for recognition hearing including review of proffer and potential questions. Review supplemental statement by P. Nygard.	2.00	895.00	1,790.00
04/13/2020	Gilles Benchaya Follow up on insurance renewal with E. Finley. Discussion with M. Gilbert re sales taxes and ITCs including update email summarizing impact. Discussion with J. Hall re Blueprint objection. Discussion with E. Finley re property interests for US entities.	2.50	895.00	2,237.50
04/13/2020	Adam Sherman Emails with counsel for Indo. Emails with TDS re draft report, emails with Nygard counsel, US Recognition Order, and other matters. Emails/discussions with Richter team. Review files/draft report.	5.50	895.00	4,922.50
04/13/2020	Pritesh Patel Review/edits to draft report, email to A. Sherman on same. Review of revised form of recognition order. Call with broker re Winnipeg properties and review listing agreement. Review and comments on draft sale guidelines. Review subpoena with CEO.	7.50	775.00	5,812.50
04/13/2020	Eric Finley Review summary of Woodbridge theft. Various emails, calls and analysis re landlord rent, Inkster supplies, employee pay/benefits, listing of directors, property ownership by entity, location of vehicles, BMO accounts, in transit inventory/duties.	4.50	415.00	1,867.50

Invoice No.: 20405147  
Date: 04/22/2020

Date	Name and Description	Hours	Rate	Amount
04/13/2020	Eric Finley Call with Richter team to discuss Receiver's report and workplan re same. Draft Receiver's report re misconduct identified by the Receiver, draft corresponding exhibits. Review/draft WEPP requirements. Various creditor emails and inquiries.	4.50	415.00	1,867.50
04/13/2020	Kristina Ho Update receipts and disbursements summary for transactions from week beginning Apr 6. Review information required for WEPP calculation.	4.25	325.00	1,381.25
04/13/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Calls with E. Finley re same. Review of security logs re LA DC.	7.50	175.00	1,312.50
04/14/2020	Carol O'Donnell Verification of calls and emails to hotline, update email addresses. Transfer funds from US trust account to CDN. Prepare wire transfer.	2.10	250.00	525.00
04/14/2020	Mandy Wu Call with G. Benchaya and L. Anderson to 	3.50	325.00	1,137.50
04/14/2020	Gilles Benchaya  inventory commitments by brand, o/s POs by brand and returned merchandise.	3.50	895.00	3,132.50
04/14/2020	Gilles Benchaya Attendance at Recognition hearing. Dillard's discussion with S. Hudda. Update call with A. Prunier.	4.00	895.00	3,580.00
04/14/2020	Adam Sherman Emails with interested party. Emails with TDS re Ch 15 hearing, access order, subpoena, Winnipeg properties, other matters. Osler email re KERP. Correspondence with Richter team. Review files/draft report, including email to TDS re same.	5.50	895.00	4,922.50
04/14/2020	Pritesh Patel	6.50	775.00	5,037.50



Invoice No.: 20405147  
Date: 04/22/2020

Date	Name and Description	Hours	Rate	Amount
	Update call with CBRE re Toronto property. Correspondence/calls re KERP. Call with Katten re subpoena. Edits to Winnipeg listing agreement. Review of revised sale guideline, correspondence to TDS on same. Update call with Lenders re KERP.			
04/14/2020	Eric Finley Emails and calls with K. Ho and Company re WEPP requirements. Email and analysis of in-transit inventory. Review/comment on draft disbursement schedule. Draft Receiver's report re receipts and disbursements, draft corresponding exhibits and notes.	3.00	415.00	1,245.00
04/14/2020	Eric Finley Various emails, calls and analysis re records of employment, landlord rent, location of vehicles, BMO cash management, in transit inventory and duty, Bank of America accounts, access to company premises. Various creditor emails and inquiries.	5.50	415.00	2,282.50
04/14/2020	Kristina Ho Call with TD Bank re signing authority, access restrictions, and current users.	0.50	325.00	162.50
04/14/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Update and reconcile receipt and disbursement tracker. Calls with E. Finley re same.	6.50	175.00	1,137.50
04/15/2020	Pascale Lareau Review email and calls to creditor hotlines, updated schedule of employee addresses.	0.80	185.00	148.00
04/15/2020	Carol O'Donnell Communication with Remco regarding invoices paid by wire. Update creditor list.	0.50	250.00	125.00
04/15/2020	Mandy Wu 	1.50	325.00	487.50
04/15/2020	Gilles Benchaya Call with lenders re Grand Jury investigation. Discussion with P. Patel re e-discovery requirements and proposals. Call with KLD for detailed review of proposal and preparation of potential cost estimate.	5.50	895.00	4,922.50
04/15/2020	Gilles Benchaya Review follow up issues re recognition order. Review latest funding request. Call with M. Wu re updated Dillards analysis.	1.50	895.00	1,342.50
04/15/2020	Adam Sherman	5.00	895.00	4,475.00



Invoice No.: 20405147  
Date: 04/22/2020

Date	Name and Description	Hours	Rate	Amount
	Call with interested parties. Emails/call with Indo counsel. Emails with Osler re KERP. Emails/call with TDS re report, access order, KERP, other matters. Email from interested party re Toronto property. Correspondence Richter team. Revise report.			
04/15/2020	Pritesh Patel Review/edits to revised report, discussions with Richter team on same. Review e-discovery proposals received, calls with firms to review same. Review revised KERP. Correspondence with TDS re listing agreement. Review in-transit analysis, funding request.	8.00	775.00	6,200.00
04/15/2020	Eric Finley Meeting with Chubb at 1 Niagara re security control. Finalize in-transit inventory analysis. Review provide comments and finalize funding request for Lenders. Draft Receiver's report re employment matters, TDS comments, misconduct identified.	5.50	415.00	2,282.50
04/15/2020	Eric Finley Various emails, calls and analysis re Bank of America accounts, employment letters, White Oak subledger, BMO account charges and treasury, SISP process, funding requests, creditor calls and inquiries, 30 day goods. Various creditor emails and inquiries.	3.00	415.00	1,245.00
04/15/2020	Kristina Ho Draft sales process update for Receiver's First Report.	1.25	325.00	406.25
04/15/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Calls and emails with E. Finley re same. Review April 15 funding request support and track same.	7.25	175.00	1,268.75
04/16/2020	Pascale Lareau Review email and calls to creditor hotlines, updated schedule of employee addresses.	0.70	185.00	129.50
04/16/2020	Mandy Wu Update cash flow model, including receipts and disbursements true-ups, professional fee true-ups, rent exp. adjustment, A/R collection schedule update etc.	4.50	325.00	1,462.50
04/16/2020	Gilles Benchaya Call E. Finley re security guard, theft and Hilco follow up.	0.50	895.00	447.50
04/16/2020	Gilles Benchaya	5.00	895.00	4,475.00

Invoice No.: 20405147  
Date: 04/22/2020

Date	Name and Description	Hours	Rate	Amount
	<div></div> Loss prevention. Call R. Vankrimpen re IT infrastructure overview. Call with A. Prunier re GS and cyber requirement.			
04/16/2020	Gilles Benchaya Follow up call with KLD re cost estimate and revised estimated volume of data.	1.00	895.00	895.00
04/16/2020	Gilles Benchaya Update work with M. Wu on CF and Dillards.	1.50	895.00	1,342.50
04/16/2020	Adam Sherman Emails with TDS re service list, emails with Nygard counsel, KERP, other matters. Emails with Osler re KERP. Emails/calls with TDS re report, including comments on same. Emails/discussions with Richter team. Review/update report.	5.00	895.00	4,475.00
04/16/2020	Pritesh Patel Update call with Lenders. Call with Katten re subpoena and next steps. Review draft form of order. Calls with TDS re report, augment, Gardena. Discussions with Nygard team re employee matters, collections, asset recovery. Call with A. Sherman re report.	6.00	775.00	4,650.00
04/16/2020	Eric Finley Draft Receiver's report, related exhibits re employment matters, misconduct identified, balance sheet analysis. Lender update call re real estate update, e-discovery, funding request, in-transit inventory. Submit documents to Hilco re theft claim.	5.00	415.00	2,075.00
04/16/2020	Eric Finley Various emails, calls and analysis re Employee record of employment, AR collections, Orientworks counsel, access to company locations, BMO cash management, funding requests, borrowing base certificates, various creditor calls and inquiries, 30 day goods.	3.00	415.00	1,245.00
04/16/2020	Kristina Ho Review transfers to/from White Oak noted in our receipts & disbursements against White Oak loan ledger. Send teaser to additional interested party.	3.50	325.00	1,137.50
04/16/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Update and review Receiver certificate. Organize support provided re same.	4.50	175.00	787.50
04/17/2020	Pascale Lareau	0.60	185.00	111.00

Invoice No.: 20405147  
Date: 04/22/2020

Date	Name and Description	Hours	Rate	Amount
04/17/2020	Review email and calls to creditor hotlines, updated schedule of employee addresses. Carol O'Donnell Verify bank for wire transfers, update deposit. transfer funds from general to Nygard US Account. Transfer funds from US to CDN. Prepare wire transfers. Communications with creditors. Miscellaneous administration.	1.80	250.00	450.00
04/17/2020	Mandy Wu 	6.50	325.00	2,112.50
04/17/2020	Gilles Benchaya Work on revised CF, assumptions, updated collections and revised professional fees.	5.50	895.00	4,922.50
04/17/2020	Gilles Benchaya  with IST management re data forensics.	2.00	895.00	1,790.00
04/17/2020	Adam Sherman Email from TGF re TD Merchant Services. Emails with TDS re accounts, report, TGF email, access order, service of notice of motion, other matters. Emails/discussions with Richter team. Review/update report, including email to TDS re same.	5.50	895.00	4,922.50
04/17/2020	Pritesh Patel Call with Innov-8 re proposal. Call with broker re environmental, emails on same. Call with company re data retention/purging policies. Correspondence with Richter team re report, fee affidavit, in-transit. Call with Katten re BofA, litigation.	6.00	775.00	4,650.00
04/17/2020	Eric Finley Call with Company and lenders re. borrowing base review, prepare for same. Review and update Fee Affidavit. Update vehicle listing, emails and introductory calls with Hilco re AR recovery and inventory in-transit. Various creditor emails and inquiries.	4.00	415.00	1,660.00
04/17/2020	Eric Finley Draft Receiver's report, related exhibits re employment matters, misconduct identified, balance sheet analysis. Review draft of report, provide comment on same. Various creditor emails and inquiries. Emails and calls re asset recover, employee matters.	3.50	415.00	1,452.50
04/17/2020	Kristina Ho Draft Richter fee exhibits for the Receiver's First Report.	2.00	325.00	650.00

Invoice No.: 20405147  
Date: 04/22/2020

Date	Name and Description	Hours	Rate	Amount
04/17/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Emails with E. Finley re same.	3.50	175.00	612.50
04/17/2020	Jack Caylor Update and analyze the credit card support tracker. Emails with E. Finley re same. Emails with L. Klassen and K. Carkner re vendor inquiry language.	1.75	175.00	306.25
04/18/2020	Adam Sherman Emails with TGF re TD. Emails/call with TDS re comments on report/other matters. Emails/discussions with Richter team. Review/update schedules for report. Review/update report, including email to TDS re same.	3.50	895.00	3,132.50
04/18/2020	Pritesh Patel Continued review and edits to updated draft report and call with Richter/TDS on same. Circulate updated draft of listing agreement to Colliers.	3.00	775.00	2,325.00
04/18/2020	Eric Finley Review and comments on Receiver's report, appendices and support for same. Call with TDS to discuss same.	2.50	415.00	1,037.50
04/18/2020	Jack Caylor Review Receiver's first report, compile appendices and provide comments on same. Various calls and emails with Richter team re Receiver's report.	4.00	175.00	700.00
04/19/2020	Mandy Wu Update CF model, output tables and presentation to Apr 18.	3.50	325.00	1,137.50
04/19/2020	Gilles Benchaya Review of revised CF and liquidation analysis and follow up questions with M. Wu.	2.00	895.00	1,790.00
04/19/2020	Adam Sherman Review Osler comments on report. Emails/call with TDS re report. Emails/discussions with Richter team. Emails from TDS re account summary, KERP. Review/update report and schedules.	3.50	895.00	3,132.50
04/19/2020	Pritesh Patel Review of comments on the report from Osler, call with Richter/TDS on same. Edits to R&D. Calls/correspondence with participants re KERP, call with Lenders on same.	4.00	775.00	3,100.00
04/19/2020	Eric Finley	2.00	415.00	830.00

Invoice No.: 20405147  
Date: 04/22/2020

Date	Name and Description	Hours	Rate	Amount
04/19/2020	Updating Receiver's report for Lender/Richter comments re R&D, balance sheet, credit cards. Call to discuss same. Jack Caylor Review Receiver's First Report, reformat appendices and provide comments on same. Various emails with Richter team re Receiver's First Report.	2.25	175.00	393.75
Fees Total		240.45		\$ 135,399.75

Invoice No.: 20405147  
Date: 04/22/2020

---

## Remittance Form

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

---

## Invoice Summary

Sub-Total		<b>\$ 135,399.75</b>
Technology and Administrative Fees		6,769.99
GST/HST #885435842 RT0001		18,482.07
<b>Total Due</b>	<b>CAD</b>	<b>\$ 160,651.81</b>

---

## Payment Options

**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTTOR  
  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Credit Card** payments can be made by contacting us as indicated below.

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

---

### TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

---

### MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

---

### CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

# RICHTER

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

Date: 04/28/2020  
Invoice No.: 20405168  
Engagement No.: 2021900  
Payment Terms: Due on Receipt

Professional services rendered to April 26, 2020. \$ 111,195.50

<b>Sub-Total</b>	111,195.50
<b>Technology and Administrative Fees</b>	5,559.78
GST/HST #885435842 RT0001	15,178.19
<b>Total Due</b>	<b>CAD \$ 131,933.47</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

[RICHTER.CA](http://RICHTER.CA)



Invoice No.: 20405168  
Date: 04/28/2020

---

**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Sherman	21.00	\$ 895.00	\$ 18,795.00
Carol O'Donnell	7.10	250.00	1,775.00
Eric Finley	42.00	415.00	17,430.00
Gilles Benchaya	29.80	895.00	26,671.00
Jack Caylor	34.00	175.00	5,950.00
Kristina Ho	18.50	325.00	6,012.50
Mandy Wu	13.00	325.00	4,225.00
Pascale Lareau	2.70	185.00	499.50
Pritesh Patel	38.50	775.00	29,837.50
	<b>206.60</b>		<b>\$ 111,195.50</b>

Invoice No.: 20405168  
Date: 04/28/2020

---

**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
04/20/2020	Pascale Lareau Review emails and calls received at creditor hotlines, update schedule of employee addresses.	0.60	\$ 185.00	\$ 111.00
04/20/2020	Carol O'Donnell Post documents to website. Miscellaneous administration.	1.50	250.00	375.00
04/20/2020	Mandy Wu Refine CF model, update facility ledger and reconciliation of A/R collection per bank statements and update estimate future collection schedule accordingly.	1.50	325.00	487.50
04/20/2020	Gilles Benchaya Call with e-Discovery firm with lenders. Discussion with Hilco re in-transit merchandise and potential realization scenarios. Call with E. Finley re analysis on in-transit remaining costs and discussions with transport companies.	2.50	895.00	2,237.50
04/20/2020	Gilles Benchaya [REDACTED] Call with N. Warner re revised proforma scenario on liquidation and underlying assumptions.	2.30	895.00	2,058.50
04/20/2020	Adam Sherman Numerous emails with TDS re report, KERP, D&O insurance, Gardena access, Brief in support of motion, emails with Nygard counsel, other. Emails from Osler re Brief. Emails/discussions with Richter team. Review/update/finalize/sign report.	8.00	895.00	7,160.00
04/20/2020	Pritesh Patel Review comments on report. Update, finalize and sign First Report. Investigation into [REDACTED] Calls with Nygard re ecom, collections, IT issues. Calls with team re KERP, in-transits. Call with Katten re fee summary.	8.00	775.00	6,200.00
04/20/2020	Eric Finley Finalize Receiver's Report. Discuss and update various sections of the report with TDS/Richter including: compiling appendices, credit card and employee matters, vehicle sales, updating R&D, bookmarking files etc.	8.00	415.00	3,320.00
04/20/2020	Kristina Ho Review employee information provided by Nygard for WEPP calculations. Prepare fee summary of Katten fee for report.	2.00	325.00	650.00
04/20/2020	Jack Caylor	1.50	175.00	262.50

Invoice No.: 20405168  
Date: 04/28/2020

Date	Name and Description	Hours	Rate	Amount
	Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same.			
04/20/2020	Jack Caylor Review Receiver's First Report, reformat appendices and provide comments on same. Various emails/calls with Richer team re Receiver's First Report.	7.25	175.00	1,268.75
04/21/2020	Pascale Lareau Review emails and calls received at creditor hotlines, update schedule of employee addresses, verification of wire transfer.	0.70	185.00	129.50
04/21/2020	Carol O'Donnell Post document to website. Efile with OSB. Communication with OSB regarding files to be submitted. Transfer US funds to CDN account. Prepare wire transfers. Update GL. Miscellaneous administration.	2.30	250.00	575.00
04/21/2020	Mandy Wu Scenario analysis to adjust each week's retail sales target and revise sensitization of Hilco proforma sales from 50 to 70%, revise model and tables accordingly.	2.00	325.00	650.00
04/21/2020	Mandy Wu [REDACTED]	1.50	325.00	487.50
04/21/2020	Gilles Benchaya Discussion M. Wu re Hilco 75% proforma and review of updated scenario. Discussion [REDACTED]	3.00	895.00	2,685.00
04/21/2020	Gilles Benchaya Discussion and analysis of in-transits with Hilco. Communications with B. Taylor and Hilco re Landlord maintenance visit to Gardena. Review updated CF from M. Wu and work on revised assumptions and reconciliation.	1.50	895.00	1,342.50
04/21/2020	Adam Sherman Emails with TDS re Gardena access, access order, Brief, emails with Nygard counsel, amended class action, other. Emails/discussions with Richter team.	2.00	895.00	1,790.00
04/21/2020	Pritesh Patel	8.00	775.00	6,200.00



Invoice No.: 20405168  
Date: 04/28/2020

Date	Name and Description	Hours	Rate	Amount
	Call with Colliers re listing agreement, ESAs. Calls re KERP. Correspondence re Gardena. Update call with team re TD, KERP, in-transit, liens, etc. Correspondence re access [REDACTED]			
04/21/2020	Eric Finley Attendance at 1 Niagara for environmental assessment. Various emails and call in connection with: Employee benefits, Corporate insurance policies and coverage, theft claim with security company, 30 day goods, disbursement listings, cash flow.	3.50	415.00	1,452.50
04/21/2020	Eric Finley Call with Richter team re Purolator lien, TD card services agreement, in-transit inventory. Review cash management agreement and draft email to TD re card fees. Review disbursement listing and provide comment on same. Calls re creditor inquiries.	3.50	415.00	1,452.50
04/21/2020	Kristina Ho Prepare NDA for e-Discovery services. Post relevant motion materials to Richter website. Review & update receipts & disbursements summary with J. Caylor. Review and sign user access forms for TD bank account.	3.25	325.00	1,056.25
04/21/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Call with E. Finley and Purolator re Notice of Lien through Repair and Storage Lien Act.	3.50	175.00	612.50
04/21/2020	Jack Caylor Emails with J. Hamlin and E. Finley re employee WEPP inquiries. Review and reconcile funding disbursement request for the week beginning April 20. Emails and discussions with E. Finley re same.	2.75	175.00	481.25
04/21/2020	Jack Caylor Work on updating receipt and disbursement summary for week beginning April 13. Calls with K. Ho re same.	1.75	175.00	306.25
04/22/2020	Pascale Lareau Review emails and calls received at creditor hotlines, updated schedule of employee addresses.	0.40	185.00	74.00
04/22/2020	Carol O'Donnell Post documents and email to OSB. Communication with OSB regarding filing of documents. Update Creditor list.	1.50	250.00	375.00
04/22/2020	Mandy Wu	4.00	325.00	1,300.00

Invoice No.: 20405168  
Date: 04/28/2020

Date	Name and Description	Hours	Rate	Amount
	Update cash flow model, including reconciliation of professional fees and accruals, revision of KERP and critical payment schedule; update report commentaries and tables based on updated model.			
04/22/2020	Gilles Benchaya Review updated class action complaint. Contact Hilco re landlord access to Gardena.	1.00	895.00	895.00
04/22/2020	Gilles Benchaya Discuss access to Gardena with P. Patel and requirements re security, recording etc. Review custodian interview from e-discovery firm and provide to Nygard IT for response.	1.00	895.00	895.00
04/22/2020	Gilles Benchaya Coordination with Hilco re access to Gardena. Review TDS comments re KLD NDA. Call Katten re status of subpoena information.	1.00	895.00	895.00
04/22/2020	Gilles Benchaya Review Burberry infringement allegations. Call with INNOV-8 re status of data mapping and preliminary findings. Follow up Hilco re in-transits and potential for augment.	1.50	895.00	1,342.50
04/22/2020	Gilles Benchaya Work with M. Wu re update on professional fee accruals and go-forward assumptions including further updates to CF model.	2.00	895.00	1,790.00
04/22/2020	Adam Sherman Emails with TDS re emails with D. Ullmann (Director counsel), TD merchant services, amended class action, emails with Nygard counsel, Gardena access, D&O insurance, [REDACTED] Richter team.	3.00	895.00	2,685.00
04/22/2020	Pritesh Patel Review amended class action complaint. Calls with CBRE re Toronto property. Review email from interested party, edit response on same. Review email from counsel re Ms. Tulikorpi. Correspondence with counsel re landlord issues. Update call with TDS.	6.50	775.00	5,037.50
04/22/2020	Eric Finley [REDACTED] policies and draft email to HUB. Calls with insurance consultants re same.	5.50	415.00	2,282.50
04/22/2020	Eric Finley	2.50	415.00	1,037.50

Invoice No.: 20405168  
Date: 04/28/2020

Date	Name and Description	Hours	Rate	Amount
	At 1 Niagara for property tours. Various emails and calls to Hilco re inventory analysis, brand summaries, sale process, insurance. Review and finalize funding request and BBC, send same to Lenders.			
04/22/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same.	1.75	175.00	306.25
04/22/2020	Jack Caylor Update receipt and disbursement summary for week beginning April 13. Emails with K. Ho re same. Review and reconcile funding disbursement request for the week beginning April 20. Emails and discussions with E. Finley re same.	4.25	175.00	743.75
04/23/2020	Pascale Lareau Review emails and calls received at creditor hotlines, update schedule of employee addresses.	0.40	185.00	74.00
04/23/2020	Mandy Wu Review loan ledger, identify A/R collections and update future collection schedule and output tables.	2.50	325.00	812.50
04/23/2020	Gilles Benchaya Review loan ledger transactions. Review status of landlord objections with counsel. Update to lender professional fee accruals. Review weekly funding and queries with E. Finley.	1.00	895.00	895.00
04/23/2020	Gilles Benchaya Discuss augment cap per store with Hilco. Status update from P. Patel re freight forwarder and liquidation of in transits.	0.50	895.00	447.50
04/23/2020	Gilles Benchaya Update call with lenders on funding and various issues. Work on detailed CF model reflecting revised fees, Hilco proforma, forensics costs etc.	3.50	895.00	3,132.50
04/23/2020	Gilles Benchaya 	2.50	895.00	2,237.50
04/23/2020	Adam Sherman  TGF re TD merchant services. Emails with TDS re NIP, call with landlord counsel, D&O insurance, access order, other. Emails/discussions with Richter team.	3.00	895.00	2,685.00

Invoice No.: 20405168  
Date: 04/28/2020

Date	Name and Description	Hours	Rate	Amount
04/23/2020	Pritesh Patel Update call with Lenders. Calls with OEC, A. Prunier re goods at port. Call with interested party. Calls with CBRE re status, ESA. Emails with TDS re landlord matters. Calls with Richter team re funding, insurance, [REDACTED] KERP.	7.00	775.00	5,425.00
04/23/2020	Eric Finley At 1 Niagara for property tours, meetings and discussions re same. Update call with Lenders re Sales process, funding requirements, [REDACTED] Finalize BBC and send same to Lenders.	4.50	415.00	1,867.50
04/23/2020	Eric Finley Various emails and calls re insurance policies, employee benefits, WEPPA, Cash management, payroll funds and funding requests, landlord access and inquiries, D&O insurance and renewals.	3.50	415.00	1,452.50
04/23/2020	Kristina Ho Review and resolve reconciling differences for receipts and disbursements summary for week beginning April 13. Update receipts and disbursements summary for transactions from Assiniboine, Scotiabank, and CIBC bank accounts.	5.25	325.00	1,706.25
04/23/2020	Jack Caylor Finalize receipt and disbursement summary for week beginning April 13. Emails with K. Ho re same.	1.75	175.00	306.25
04/23/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Update and review receiver certificate. Emails with E. Finley re same.	3.25	175.00	568.75
04/24/2020	Pascale Lareau Review emails and calls received at creditor hotlines, update schedule of employee addresses, verification of wire transfer.	0.60	185.00	111.00
04/24/2020	Carol O'Donnell Verify bank for wire transfers, update GL. Transfer funds from US general account to Nygard US account. Prepare wire transfers. Transfer funds from US to Canadian account, prepare wire transfers. Miscellaneous administration.	1.80	250.00	450.00
04/24/2020	Mandy Wu	1.50	325.00	487.50

Invoice No.: 20405168  
Date: 04/28/2020

Date	Name and Description	Hours	Rate	Amount
	<div></div> reconcile professional fee accruals for Osler and Pitblado.			
04/24/2020	Gilles Benchaya Review latest A/R collection update. Review status of interested parties tracker. Call with J. Paronto re store incentive plan. Work with <div></div>	2.50	895.00	2,237.50
04/24/2020	Gilles Benchaya <div></div>	3.00	895.00	2,685.00
04/24/2020	Gilles Benchaya Review blackline of NDA and call with TDS to discuss same.	1.00	895.00	895.00
04/24/2020	Pritesh Patel Call with Nygard IT re data retention. Edits to response to Ms. Tulikorpi. Update call with Richter team re WEPP, insurance, Dillards, CF. Update call with TDS re access order, landlord issues. Update call with Katten re subpoena responses.	4.50	775.00	3,487.50
04/24/2020	Eric Finley Various emails, calls and analysis re insurance policies and insurance renewals, employee benefits coverage (LTD and Life), cash management, WEPP, funding requirements, AR recoveries, inventory in-transit.	4.50	415.00	1,867.50
04/24/2020	Eric Finley Calls and emails re Hilco AR recovery efforts, Hilco IP process, Hilco in-transit inventory. Provide information requests for various Hilco efforts.	2.50	415.00	1,037.50
04/24/2020	Kristina Ho Correspond with Assiniboine bank to grant access to additional users for cash management purposes. Call with Hilco re SISP progress. Prepare WEPP claim calculation for all employees.	8.00	325.00	2,600.00
04/24/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Draft language for WEPP inquires. Emails with P. Patel and E. Finley re same.	4.00	175.00	700.00



Invoice No.: 20405168  
Date: 04/28/2020

Date	Name and Description	Hours	Rate	Amount
04/24/2020	Jack Caylor Call with Manitoba Public Insurance re company car insurance. Emails with O. Sofoluwe re language for creditors and utility companies.	2.25	175.00	393.75
04/25/2020	Adam Sherman Emails from TDS re call with landlord counsel/Osler, file deletions, merchandise sale matters, other. Review Nygard Notice of Motion, Brief and Fenske Affidavit.	3.00	895.00	2,685.00
04/25/2020	Pritesh Patel Correspondence and calls with counsel re proposed amendments from landlords to approval order and guidelines. Review of file deletions log and correspondence/calls with Richter team and TDS on same.	1.50	775.00	1,162.50
04/26/2020	Adam Sherman Emails/call with TDS re emails with landlord counsel, freight forwarders, D&O insurance, emails with Nygard counsel, Access Order, deletion of records, supplementary report, other. Emails/discussions with Richter team. Draft supplementary report.	2.00	895.00	1,790.00
04/26/2020	Pritesh Patel Update call with TDS on various matters, including supplemental report. Drafting various sections for supplementary report. Review and edit draft supplementary report.	3.00	775.00	2,325.00
04/26/2020	Eric Finley Drafting of sections for Supplementary Report and calls re same.	4.00	415.00	1,660.00
<b>Fees Total</b>		<b>206.60</b>		<b>\$ 111,195.50</b>

Invoice No.: 20405168  
Date: 04/28/2020

---

## Remittance Form

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

---

## Invoice Summary

Sub-Total		\$ 111,195.50
Technology and Administrative Fees		5,559.78
GST/HST #885435842 RT0001		15,178.19
Total Due	CAD	<b>\$ 131,933.47</b>

---

## Payment Options

**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTTOR  
  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Credit Card** payments can be made by contacting us as indicated below.

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

---

### TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

---

### MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

---

### CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

# RICHTER

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

Date: 05/05/2020  
Invoice No.: 20405188  
Engagement No.: 2021900  
Payment Terms: Due on Receipt

Professional services rendered to May 3, 2020. \$ 98,386.75

<b>Sub-Total</b>	98,386.75
<b>Technology and Administrative Fees</b>	4,919.34
GST/HST #885435842 RT0001	13,429.79
<b>Total Due</b>	<b>CAD \$ 116,735.88</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

[RICHTER.CA](http://RICHTER.CA)

Invoice No.: 20405188  
Date: 05/05/2020

---

**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Sherman	17.90	\$ 895.00	\$ 16,020.50
Carol O'Donnell	8.00	250.00	2,000.00
Eric Finley	38.25	415.00	15,873.75
Gilles Benchaya	29.00	895.00	25,955.00
Jack Caylor	22.25	175.00	3,893.75
Jenna Schwartz	2.50	490.00	1,225.00
Kristina Ho	9.25	325.00	3,006.25
Mandy Wu	10.00	325.00	3,250.00
Pascale Lareau	4.50	185.00	832.50
Patrick Lareau	0.50	425.00	212.50
Pritesh Patel	33.70	775.00	26,117.50
	<b>175.85</b>		<b>\$ 98,386.75</b>

Invoice No.: 20405188  
Date: 05/05/2020

---

**Fee and Disbursement Details**

Date	Name and Description	Hours	Rate	Amount
04/27/2020	Pascale Lareau Verify email and calls received to creditor hotlines, update schedule of employee addresses.	0.60	\$ 185.00	\$ 111.00
04/27/2020	Patrick Lareau Discussion with C. O'Donnell re WEPP.	0.50	425.00	212.50
04/27/2020	Carol O'Donnell Post documents to website, send documents to OSB. Discussion with Patrick Lareau regarding WEPP. Miscellaneous administration.	1.30	250.00	325.00
04/27/2020	Mandy Wu [REDACTED]	1.50	325.00	487.50
04/27/2020	Gilles Benchaya [REDACTED] with innov-8 re proposal. discussion L. Richter re government relief programs.	5.00	895.00	4,475.00
04/27/2020	Adam Sherman [REDACTED] Emails with CBRE. Emails with TDS re comments on report, Sale Order, emails with landlords, Fenske log, D&O insurance, landlord notice, other. Emails/discussions with Richter team. Revise/finalize/sign report.	6.00	895.00	5,370.00
04/27/2020	Pritesh Patel Review/edits to draft supplementary report, discussions with counsel on same. Call with TDS re insurance, sale guidelines and deleted files. Coordinate retrieval of docs needed for subpoena, review and emails to Katten on same. Call with Lenders re CF.	5.20	775.00	4,030.00
04/27/2020	Eric Finley Finalize sup report of the Receiver, compile appendices re same. Various calls and meetings with Hilco re in-transit inventory, AR collections. Emails, calls and analysis with Company and TDS re insurance renewal, D&O insurance, employee benefits.	4.50	415.00	1,867.50
04/27/2020	Eric Finley Various emails, discussions in connections with: WEPP, IT security, grand jury subpoena, employee inquiries, lease renewals, supplemental report, landlord inquiries.	3.00	415.00	1,245.00
04/27/2020	Kristina Ho	4.25	325.00	1,381.25

Invoice No.: 20405188  
Date: 05/05/2020

Date	Name and Description	Hours	Rate	Amount
	Review additional employee information provided re WEPP and prepare WEPP calculation on potential claims from employees.			
04/27/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Emails with Richter team re specific inquiries.	4.25	175.00	743.75
04/28/2020	Pascale Lareau Verify email and calls received to creditor hotlines, update schedule of employee addresses.	0.70	185.00	129.50
04/28/2020	Carol O'Donnell Post documents to website and email to OSB. Communicate with P. Lareau and P. Patel regarding WEPP.	1.00	250.00	250.00
04/28/2020	Mandy Wu Update Cash flow model through Apr 25, including adding PPE costs, reconcile Canadian and US receipts and disbursements including payroll, freight and other, reconcile prof fees and revise forecast.	3.50	325.00	1,137.50
04/28/2020	Gilles Benchaya Work on updated CF. Updates to CF. Call with E. Finley re insurance update and follow up on tax relief. Update call with Pritesh re e-Discovery proposals and subpoena. Review Receiver report & update call on landlord and other objections with P. Patel.	4.50	895.00	4,027.50
04/28/2020	Adam Sherman Emails with TGF re TD Merchant Services. Emails with G. Phoenix re Indo. Emails with [REDACTED] D&O insurance, Vaughan property, revised Orders. Email from D. Ullmann. Email from counsel to CRSA. Emails/discussions with Richter team.	2.50	895.00	2,237.50
04/28/2020	Pritesh Patel Review response from D. Ullman re Tulikorpi. Calls re recovery of CC expenses. Calls with counsel on various matters in connection with 4/29 motion. Calls with counsel to OEC, review of affidavit. Edits to AR collections letter. Updates with Richter team.	5.80	775.00	4,495.00
04/28/2020	Eric Finley Various calls and meetings with Hilco re in-transit inventory, AR collections, wholesale orders. Draft demand letter for Hilco AR. Emails and discussions re WEPP emails, e-commerce sales, TD visa holdback.	3.50	415.00	1,452.50
04/28/2020	Eric Finley	3.75	415.00	1,556.25

Invoice No.: 20405188  
Date: 05/05/2020

Date	Name and Description	Hours	Rate	Amount
04/28/2020	Review, provide comments and finalize insurance submission for insurance renewal. Emails and analysis re Manitoba department of finance, lease expiration, funding requests, payroll, grand jury subpoena. Kristina Ho	3.25	325.00	1,056.25
04/28/2020	Review and update WEPP calculation for additional information provided re employee resignations, vacation accruals, and accuracy of data provided. Jack Caylor	3.25	175.00	568.75
04/28/2020	Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Cross reference vehicle summary to list provided by company. Emails with E. Finley re same. Jack Caylor	3.25	175.00	568.75
04/29/2020	Review and reconcile support received from company re employee information for WEPP and documents pertaining to funding request #8. Emails with Richter team and Nygard HR team re same. Reformat funding request with E. Finley. Pascale Lareau	0.60	185.00	111.00
04/29/2020	Verify email and call received to creditor hotlines, update schedule of employee addresses. Carol O'Donnell	0.90	250.00	225.00
04/29/2020	Post documents to website, email to OSB. Communication with Bank of Montreal to obtain letter for incoming wires. Miscellaneous administration. Jenna Schwartz	2.50	490.00	1,225.00
04/29/2020	Queries re wage subsidy. Mandy Wu	1.00	325.00	325.00
04/29/2020	Review and summarize e-discovery proposals. Mandy Wu	2.00	325.00	650.00
04/29/2020	Prepare 5 week CF budget, including weekly cash flow and detail prof fee schedule & comparison w/ previous version circulated; update assumptions in the report Gilles Benchaya	6.00	895.00	5,370.00
04/29/2020	Work on 5 week scaled down cashflow with M. Wu including revised disbursement assumptions. Call with Pritesh re Court status. Update call with KLD re e-discovery to review proposal. Review rules re store re-openings for Saskatchewan. Gilles Benchaya	1.50	895.00	1,342.50

Invoice No.: 20405188  
Date: 05/05/2020

Date	Name and Description	Hours	Rate	Amount
	Contact J. Paronto, J. Stone and D. Peress re coordination of IP, AR and wholesale inv sale. Review of e-Discovery proposals and preparation of summary overview for lenders.			
04/29/2020	Adam Sherman Call with L. Williams re TD Merchant Services. Call with D. Ullman. Email/call with G. Phoenix. Emails with TDS re emails with D. Ullmann. Attend on Court call re Receiver/other motions. Emails/discussions with Richter team.	6.00	895.00	5,370.00
04/29/2020	Pritesh Patel Attendance on court call for approval and doc access orders. Update call with CBRE re Toronto property. Call with interested party. Review and edits to revised retention letters. Review of funding request. Update call with TDS.	5.50	775.00	4,262.50
04/29/2020	Eric Finley Emails, calls, analysis in connection with insurance renewal, R&D update, cash management issues, 30 day goods claims.	2.50	415.00	1,037.50
04/29/2020	Eric Finley Review WEPP working paper, discuss same with K. Ho. Discussions and emails with Richter tax re CEWS. Finalize funding request, BBC, Receiver's certificate, share same with White Oak. Review and update employee listing for terminations.	5.50	415.00	2,282.50
04/29/2020	Kristina Ho Update WEPP calculation for group termination and revision to accrued vacation. Review and update receipts & disbursements summary for week ending April 26.	1.75	325.00	568.75
04/29/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Organize landlord inquiries with E. Finley.	3.00	175.00	525.00
04/29/2020	Jack Caylor Update receipt and disbursement summary for week beginning April 20. Call with K. Ho re same. Reformat and finalize documents pertaining to April 29 funding request. Emails with E. Finley re same.	2.50	175.00	437.50
04/30/2020	Pascale Lareau Verify email and calls received at creditor hotlines, update schedule of employee addresses, call CRA for sales tax information.	1.90	185.00	351.50
04/30/2020	Gilles Benchaya	5.75	895.00	5,146.25



Invoice No.: 20405188  
Date: 05/05/2020

Date	Name and Description	Hours	Rate	Amount
	Call with KLD on proposal & revised approach. Follow up with G. Carraway (IST) on proposal. Discussion with J. Paronto on store opening plan, employee communication plan, wholesale inventory sale. Update call with lenders to review budgets.			
04/30/2020	Adam Sherman Emails with D. Ullmann. Emails with TDS re D&O insurance, media requests, draft Orders, email to landlord counsel, other. Email from Osler draft Orders. Emails/discussions with Richter team. Email from Hi Knox Realty re leased premises.	1.50	895.00	1,342.50
04/30/2020	Pritesh Patel Call with Nygard re plan for retail reopening. Review of retail lease expiry and call on same. Calls with TDS re landlord issues. Call with OEC re in-transit. Update call with Lenders. Drafting comms re store openings. Call with CBRE re Toronto offers.	7.00	775.00	5,425.00
04/30/2020	Eric Finley Review WEPP working paper, provide comments and review termination and vacation accrual. Calls and emails with Hilco re wholesale sales, AR collections, IP sales, liquidation sales. Review 30 day goods and provide comments on same.	5.50	415.00	2,282.50
04/30/2020	Eric Finley Various emails and discussion re Landlord issues and review of leasing schedule, BBC submission, cash management system, invoice payment, AP schedule landlord access, wire transfers, store openings, insurance coverage, D&O liability.	3.50	415.00	1,452.50
04/30/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Review cash sweep mechanic built into receipts & disbursements model.	3.25	175.00	568.75
05/01/2020	Pascale Lareau Verify email and calls received at creditor hotlines, update schedule of employee addresses, verify wire transfer.	0.70	185.00	129.50
05/01/2020	Carol O'Donnell Verify bank for wire transfer, transfer from US general trust account to Nygard US account. Transfer funds from US account to Canadian account. Update GL's. Prepare wire transfers, Update. Prepare reallocations. Update creditor list and service list.	4.80	250.00	1,200.00

Invoice No.: 20405188  
Date: 05/05/2020

Date	Name and Description	Hours	Rate	Amount
05/01/2020	Mandy Wu Refine 5 week budget, revise and reconcile prof fees estimates and accruals; e-discovery proposal review	2.00	325.00	650.00
05/01/2020	Gilles Benchaya Contact suppliers re PPE. Call with KLD and lenders. Update with J. Schwarts on Covid government relief programs re Nygard. Hilco operational call. Update on subpoena status with Katten. Review latest updated 5 week CF.	5.50	895.00	4,922.50
05/01/2020	Adam Sherman Emails with G. Phoenix re Indo merchandise. Emails from Osler/TDS/Pitbalo re draft Orders. Emails with TDS re emails with Nygard counsel. Emails/discussions with Richter team.	1.70	895.00	1,521.50
05/01/2020	Pritesh Patel Call with Hilco/Nygard re retail reopening. Call with Hilco re in-transit. Call with TDS re landlords. Call with Katten re subpoena matters. Review summary from CBRE and call on same. Call with company re leases. Calls with team re PPE. Lender call re CF.	7.20	775.00	5,580.00
05/01/2020	Eric Finley Draft employee FAQ in preparation for store re-opening. Calls with Hilco in preparation for store re-opening. Email landlords re April 29 order and landlord order. Various calls/discussion with Company re employee hiring, pay, benefits Covid-19.	4.50	415.00	1,867.50
05/01/2020	Eric Finley Calls and discussion with Counsel and company re landlord issues and lease expiration. Call and emails with HUB in connection with insurance renewal, D&O insurance. Emails, discussions with company re PPE purchase. Various creditor inquiries and emails.	2.00	415.00	830.00
05/01/2020	Jack Caylor Various emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Organize landlord inquiries from the past month. Review employee FAQ letter and provide comments on same. Emails with E. Finley re same.	2.75	175.00	481.25
05/02/2020	Adam Sherman Emails with TDS re sale guidelines for liquidation sale, D. Ullmann communications.	0.20	895.00	179.00
05/02/2020	Pritesh Patel	1.00	775.00	775.00

Invoice No.: 20405188  
Date: 05/05/2020

Date	Name and Description	Hours	Rate	Amount
	Review and edits in response to D. Ullman. Call with B. Taylor re retail reopening, landlord issues. Correspondence with Osler re retention letters.			
05/03/2020	Gilles Benchaya Review employee communications.	0.75	895.00	671.25
05/03/2020	Pritesh Patel Call with Lenders re offers on Toronto property. Review and edits to employee FAQ.	2.00	775.00	1,550.00
<b>Fees Total</b>		<b>175.85</b>		<b>\$ 98,386.75</b>

Invoice No.: 20405188  
Date: 05/05/2020

---

## Remittance Form

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

---

## Invoice Summary

Sub-Total		<b>\$ 98,386.75</b>
Technology and Administrative Fees		4,919.34
GST/HST #885435842 RT0001		13,429.79
<b>Total Due</b>	<b>CAD</b>	<b>\$ 116,735.88</b>

---

## Payment Options

**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTTOR  
  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Credit Card** payments can be made by contacting us as indicated below.

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

---

### TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

---

### MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

---

### CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

# RICHTER

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

Date: 05/13/2020  
Invoice No.: 20405233  
Engagement No.: 2021900  
Payment Terms: Due on Receipt

Professional Services rendered to May 10, 2020. \$ 70,585.50

<b>Sub-Total</b>	70,585.50
<b>Technology and Administrative Fees</b>	3,529.28
GST/HST #885435842 RT0001	9,634.93
<b>Total Due</b>	<b>CAD \$ 83,749.71</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

[RICHTER.CA](http://RICHTER.CA)

Invoice No.: 20405233  
Date: 05/13/2020

---

**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Sherman	11.30	\$ 895.00	\$ 10,113.50
Carol O'Donnell	5.00	250.00	1,250.00
Eric Finley	36.75	415.00	15,251.25
Gilles Benchaya	14.00	895.00	12,530.00
Jack Caylor	21.75	175.00	3,806.25
Jenna Schwartz	0.30	490.00	147.00
Kristina Ho	1.00	325.00	325.00
Mandy Wu	2.50	325.00	812.50
Pritesh Patel	34.00	775.00	26,350.00
	<b>126.60</b>		<b>\$ 70,585.50</b>

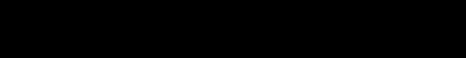
Invoice No.: 20405233  
Date: 05/13/2020

---

**Fee and Disbursement Details**

Date	Name and Description	Hours	Rate	Amount
05/04/2020	Mandy Wu Update the cash flow estimates, including reconciliation of professional fees for Lender professionals and receiver's Winnipeg counsel.	0.50	\$ 325.00	\$ 162.50
05/04/2020	Gilles Benchaya Update call with P. Patel. Review loan ledger and updated cashflow. Review PPE order and contact supplier. Review revised employee communication.	2.50	895.00	2,237.50
05/04/2020	Gilles Benchaya Discuss Toronto offers and revised analysis. Review IP election for Hilco. Call with M. Wu re fee update in wind down analysis. Status update Jay Stone re outstanding A/R.	2.00	895.00	1,790.00
05/04/2020	Adam Sherman Review/approve bank recs (\$CAN/\$US) for March 2020. Email with TDS re Nygard comments on Sale Approval Order. Emails/discussions with Richter team.	1.00	895.00	895.00
05/04/2020	Pritesh Patel Update call with CBRE re Toronto building, review comments from counsel on offers. Email to interested party re Toronto property. Email/call with TDS re responses from Nygard counsel on Orders. Call with Katten re subpoena. Update call with Richter team.	6.80	775.00	5,270.00
05/04/2020	Eric Finley Draft employee FAQ, share with company and update for comments. Calls and analysis re PPE order. Update WEPP working paper for partner review. Various calls with Hilco re IP sale, AR collection, liquidation sale. Various creditor inquiries.	4.50	415.00	1,867.50
05/04/2020	Eric Finley Various calls/emails re In-transit inventory, duty broker, employee FAQ, subpoena responses, rent, suppliers, 30 day goods, IP diligence and process, insurance renewal, insurance claim, disbursement schedule.	3.00	415.00	1,245.00
05/04/2020	Jack Caylor Various emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Emails with E. Finley re specific inquiries.	2.75	175.00	481.25
05/05/2020	Carol O'Donnell Communication with Creditors. Update Creditor list.	0.80	250.00	200.00
05/05/2020	Gilles Benchaya	2.00	895.00	1,790.00

Invoice No.: 20405233  
Date: 05/13/2020

Date	Name and Description	Hours	Rate	Amount
	Review KLD revised cost estimate. Call with E. Finley to discuss operations including store re-openings, employee calls, safety regs.			
05/05/2020	Gilles Benchaya Update call with lenders on KLD proposal. Call with P. Patel on landlord status and options.	1.00	895.00	895.00
05/05/2020	Gilles Benchaya 	2.00	895.00	1,790.00
05/05/2020	Adam Sherman Emails from TDS re Millennium Fashion, emails with Nygard counsel, communications with Tulikorpi counsel, other. Emails/discussions with Richter team. Review draft response/analysis re section 81 claims.	2.00	895.00	1,790.00
05/05/2020	Pritesh Patel Update call with CEO/CFO on retail openings, employee issues. Call with KLD re proposal. Call with OEC re intransit. Review of 30 day goods analysis with E.Finley. Call with interested party re Toronto property. Call with TDS re Order, landlord matters.	7.50	775.00	5,812.50
05/05/2020	Eric Finley 1 Niagara property tours. Update call with S. Hudda, K. Carkner re. Hilco process, vacation policy, gift cards, sales process, leases. Call with Hilco re IP sales process, diligence tracker. Emails with Hilco re liquidation sale, AR collections.	3.50	415.00	1,452.50
05/05/2020	Eric Finley Various calls/emails re Woodbridge security, employee vacation and benefit policy, IP diligence, various creditor calls and inquiries. Draft 30 day goods responses, emails and analysis re same.	4.00	415.00	1,660.00
05/05/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Call with Quadbridge re software licensing invoices. Emails with E. Finley and Nygard team re same.	2.75	175.00	481.25
05/05/2020	Jack Caylor Review and reconcile support received from company for May 6 funding request. Prepare funding request for lenders. Reformat and review 30 day goods claim letter for Indo Jordan. Emails with E. Finley re same.	3.25	175.00	568.75
05/06/2020	Carol O'Donnell	0.70	250.00	175.00



Invoice No.: 20405233  
Date: 05/13/2020

Date	Name and Description	Hours	Rate	Amount
	Transfer funds from US to CDN account, prepare wire transfer, update GL.			
05/06/2020	Gilles Benchaya Discussion with E. Finley and review of funding request. [REDACTED] A/R. Attendance on call with Lenders re funding.	2.50	895.00	2,237.50
05/06/2020	Adam Sherman Emails from TDS re Playacor Group (landlord). Emails from Osler/TDS re draft Orders. Email from TGF re TD Merchant Services. Emails/discussions with Richter team.	1.80	895.00	1,611.00
05/06/2020	Pritesh Patel Calls/correspondence with TDS re OEC, landlords, Gardena, Orders, etc. Call with Lenders re funding request. Calls/correspondence with re Toronto offers. Update calls with Nygard, Hilco re store opening, AR. Review WEPP schedule with Richter team.	8.00	775.00	6,200.00
05/06/2020	Eric Finley Call with Richter team re. WEPP calc. Review proposed outflows and finalize funding request to send to White Oak and call with Lenders re. same Call with Hilco and Company re. sales process kickoff. Finalize employee FAQ.	4.50	415.00	1,867.50
05/06/2020	Eric Finley At Niagara Street location re fire inspection. Various emails and calls re 30 days goods, Hilco IP, emails with TDS, vendor inquiries and creditors, landlord access, FedEx expenses, PPE purchases, cashflow projections, Hilco AR collections.	2.50	415.00	1,037.50
05/06/2020	Kristina Ho Call with E. Finley and P. Patel re review of WEPP calculation.	1.00	325.00	325.00
05/06/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Emails with E. Finley and K. Carkner re specific inquiries.	3.75	175.00	656.25
05/06/2020	Jack Caylor Update receipt and disbursement summary for week beginning April 27. Reformat and finalize documents pertaining to May 6 funding request. Emails with E. Finley re same. Review employee details for WEPP application. Emails with K. Ho re same.	3.00	175.00	525.00
05/07/2020	Mandy Wu	2.00	325.00	650.00

Invoice No.: 20405233  
Date: 05/13/2020

Date	Name and Description	Hours	Rate	Amount
	Review and reconcile estimates made in the CF model with actual expenses incurred, including Hilco security expenses, company payrolls and professional fees			
05/07/2020	Gilles Benchaya Follow up intro call for KLD with Nygard IT. Call Hilco Asset protection re invoicing and claim status on theft. Call IST re proposal update. Coordination with J. Paronto re: NY premises requirements.	1.50	895.00	1,342.50
05/07/2020	Adam Sherman Emails with TGF re TD Merchant Services. Emails with BLG, counsel for Safaaa Sweaters. Emails with TDS re emails with Nygard counsel on draft Orders, other. Emails/discussions with Richter team.	2.30	895.00	2,058.50
05/07/2020	Pritesh Patel Calls/correspondence with CBRE re revised offers. Call with Hilco re AR collections. Kick-off call with KLD/Nygard, email on same. Call with Richter team re TD reserve. Call with Katten re subpoena matters. Call with Colliers/HLC re environmentals.	7.20	775.00	5,580.00
05/07/2020	Eric Finley Call with Hilco re. AR collections strategy, IP sales process. Meeting with Company re. vacation accruals and incentive program. Update 81.1(1) claim letter. Various creditor calls and inquires.	4.00	415.00	1,660.00
05/07/2020	Eric Finley Various emails and calls re 30 day goods, cash management and credit cards, WEPPA, AR collections, security agreements, cheque payments, NY office, vacation accruals, insurance renewal, rent owing, IT security, subpoena.	3.50	415.00	1,452.50
05/07/2020	Jack Caylor Update and review language for WEPP letter. Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Emails with E. Finley re same.	3.50	175.00	612.50
05/08/2020	Carol O'Donnell Verify bank for wire transfers, update deposit. Transfer funds from the US to the CDN account. Prepare wire transfers, update. Update creditor list. Creditor communications. Preparation of letters to employees.	3.50	250.00	875.00
05/08/2020	Jenna Schwartz Queries re: wage subsidy	0.30	490.00	147.00

Invoice No.: 20405233  
Date: 05/13/2020

Date	Name and Description	Hours	Rate	Amount
05/08/2020	Gilles Benchaya Updates with E. Finley, J.Schwartz re wage subsidy program and status of relief eligibility.	0.50	895.00	447.50
05/08/2020	Adam Sherman Emails with BLG. Conference call with TDS re various matters. Emails with TDS re service list, communications with counsel for Millennium Fashions, status of Orders, other. Review/revise response to section 81 claims. Emails/discussions with Richter team.	3.20	895.00	2,864.00
05/08/2020	Pritesh Patel Call with TDS re outstanding issues on Apr 29 orders, landlord updates and other matters. Call with Katten re defamation action. Update call with Lenders re Toronto offers. Call with CEO re CC transactions, store openings, employee matters.	4.50	775.00	3,487.50
05/08/2020	Eric Finley Various emails, discussion and analysis re. Containers cleared customs, vacation pay, WEPPA, Enbridge deposit, TD holdback, Purolator deposits, security and Woodbridge, corporate credit cards, access to documents, relief program.	4.00	415.00	1,660.00
05/08/2020	Eric Finley Emails and discussion with Hilco re. IP sales process, NDAs to be signed. Review Hilco dataroom and provide comments on same. Finalize current week cheque rec for Receivership disbursements. Review 81.1(1) claims and letters.	3.25	415.00	1,348.75
05/08/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same. Organize and review documents pertaining to garnishee payments.	2.75	175.00	481.25
05/09/2020	Adam Sherman Emails/discussions with Richter team re response to section 81 claims. Emails with TDS re draft Orders, Gardena access request.	1.00	895.00	895.00
<b>Fees Total</b>		<b>126.60</b>		<b>\$ 70,585.50</b>

Invoice No.: 20405233  
Date: 05/13/2020

---

## Remittance Form

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

---

## Invoice Summary

Sub-Total		<b>\$ 70,585.50</b>
Technology and Administrative Fees		3,529.28
GST/HST #885435842 RT0001		9,634.93
<b>Total Due</b>	<b>CAD</b>	<b>\$ 83,749.71</b>

---

## Payment Options

**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer**      Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTTOR  
  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Credit Card**      payments can be made by contacting us as indicated below.

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

---

### TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

---

### MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

---

### CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

# RICHTER

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

Date: 05/20/2020  
Invoice No.: 20405256  
Engagement No.: 2021900  
Payment Terms: Due on Receipt

Professional Services rendered to May 17, 2020. \$ 66,835.75

<b>Sub-Total</b>	66,835.75
<b>Technology and Administrative Fees</b>	3,341.79
GST/HST #885435842 RT0001	9,123.08
<b>Total Due</b>	<b>CAD \$ 79,300.62</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

[RICHTER.CA](http://RICHTER.CA)

Invoice No.: 20405256  
Date: 05/20/2020

---

**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Sherman	6.60	\$ 895.00	\$ 5,907.00
Carol O'Donnell	5.30	250.00	1,325.00
Eric Finley	40.00	415.00	16,600.00
Gilles Benchaya	10.60	895.00	9,487.00
Jack Caylor	15.75	175.00	2,756.25
Mandy Wu	8.00	325.00	2,600.00
Pascale Lareau	4.30	185.00	795.50
Pritesh Patel	34.70	775.00	26,892.50
Vicky Coupal	4.50	105.00	472.50
	<b>129.75</b>		<b>\$ 66,835.75</b>

Invoice No.: 20405256  
Date: 05/20/2020

---

**Fee and Disbursement Details**


Date	Name and Description	Hours	Rate	Amount
05/11/2020	Vicky Coupal Update May termination letters for US and CAN employees, update mailing list.	0.75	\$ 105.00	\$ 78.75
05/11/2020	Gilles Benchaya Update with P. Patel on TO real estate offers, store openings and landlord discussions. Update on ediscovery initial collection work.	1.00	895.00	895.00
05/11/2020	Adam Sherman Emails with TDS re status of Sale Approval Order. Emails/discussions with Richter.	0.80	895.00	716.00
05/11/2020	Pritesh Patel Review of assessment of CC transactions, discussions on same. Emails to KLD re custodian accounts. Calls with interested party re Toronto. Discussions with CBRE on offers and next steps. Discussions with Richter team re employee matters, Hilco.	5.50	775.00	4,262.50
05/11/2020	Eric Finley Various emails and discussions re Hilco wholesale sales, landlord claims, corporate credit cards, security services, IP sales process, courier providers and deposits, vacation pay and WEPP, IT support, Grand Jury, termination letters.	4.50	415.00	1,867.50
05/11/2020	Eric Finley Conference calls with Nygard and Hilco re liquidation sale planning, introductions to district managers, PPE, signage, employee benefits. Prep and subsequent emails in connection with same. Update 81.1(1) claim letters. Call with Richter team re same.	3.50	415.00	1,452.50
05/11/2020	Jack Caylor Various emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same.	1.75	175.00	306.25
05/12/2020	Pascale Lareau Prepare bank reconciliation, pdf, update bank reconciliation file and follow-up for signature, filing document (bank accounts).	0.80	185.00	148.00
05/12/2020	Carol O'Donnell Transfer funds from US bank account to CDN bank account, prepare wire transfer. Update. Review WEPP with P. Lareau. Communications with Service Canada regarding WEPP.	2.80	250.00	700.00
05/12/2020	Vicky Coupal Review Termination letters of US and CDN employees, and follow up with E. Finley.	0.75	105.00	78.75
05/12/2020	Mandy Wu	2.50	325.00	812.50

Invoice No.: 20405256  
Date: 05/20/2020

Date	Name and Description	Hours	Rate	Amount
	Reconcile loan payment with company [REDACTED] and adjust collection forecast.			
05/12/2020	Gilles Benchaya Revised CF analysis and impact of delayed openings. Discussion re collection issues for e-discovery.	1.00	895.00	895.00
05/12/2020	Adam Sherman Emails with TDS re communications with landlords, Review/approve wire. Email from Dillard's. Emails with Richter team.	1.00	895.00	895.00
05/12/2020	Pritesh Patel Call with TDS re landlord order. Calls with CBRE re revised offers and review and sign counter. [REDACTED] Call with Colliers, review of LOI re Inkster. Discussions with Richter team re stores.	7.30	775.00	5,657.50
05/12/2020	Eric Finley Review Hilco retention proposal and draft retention letters for retail employees. Various emails and discussions with Hilco re IP sales process, liquidation strategy and resource needed, FFE sales, AR collection. Update funding request and BBC documents.	5.00	415.00	2,075.00
05/12/2020	Eric Finley Various emails and discussions re employee termination letters and messaging, insurance coverage, cash management, employee retention, staffing issues, WEPP, DC and store opening, FFE sale, courier deposits, security services.	3.50	415.00	1,452.50
05/12/2020	Jack Caylor Review and reconcile support received from company for May 13 funding request. Prepare funding request for lenders. Prepare and review employee retention letters. Update receipt and disbursement summary for week beginning May 4.	5.50	175.00	962.50
05/13/2020	Pascale Lareau Verify emails and calls to creditor hotlines, updated schedule of employees addresses.	0.40	185.00	74.00
05/13/2020	Mandy Wu Review facilities ledger received, update facility ledger tracker and match disbursements with funding request & details expense items.	1.00	325.00	325.00
05/13/2020	Gilles Benchaya Discussion K Carkner re visa settlement. [REDACTED]	1.30	895.00	1,163.50



Invoice No.: 20405256  
Date: 05/20/2020

Date	Name and Description	Hours	Rate	Amount
05/13/2020	Gilles Benchaya 	1.80	895.00	1,611.00
05/13/2020	Adam Sherman Emails/call with D. Ullmann. Emails/discussions with Richter team. Review updated letter section 81 claims. Review analysis re TD Merchant Services. Email from TDS re landlord terms order.	1.50	895.00	1,342.50
05/13/2020	Pritesh Patel Call with Colliers to review LOI. Correspondence with TDS re Winnipeg APS. Call with Katten re subpoena matters. Review of funding request. Calls with CBRE re Toronto signback. Call with TDS re Landlord Order, review and comments on same.	6.50	775.00	5,037.50
05/13/2020	Eric Finley Various emails and analysis re IP process and buyers list, landlord inquiries, WEPP, creditor calls and inquiries, funding request review, invoice review with company, cash management, TD security deposit, 81.1 claims, store opening operations & PPE.	4.50	415.00	1,867.50
05/13/2020	Eric Finley Finalize BBC and funding request and submit to White Oak. Review Hilco dataroom and buyers list re IP sales process, provide comment on same. Finalize employee termination letters, various discussions and emails with company re same.	3.00	415.00	1,245.00
05/13/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, suppliers etc. Summarize inquiries and track progress of same. Emails with E. Finley re specific inquiries.	2.75	175.00	481.25
05/13/2020	Jack Caylor Finalize and organize documents pertaining to May 13 funding request. Analyze and consolidate the Richter and Hilco potential buyers list. Call with WR Display and Packaging re bags, tags etc. needed for liquidation.	2.75	175.00	481.25
05/14/2020	Pascale Lareau Verify email and call, updated schedule of employees addresses, mailing to the employees.	3.10	185.00	573.50
05/14/2020	Carol O'Donnell Prepare cheques. Preparation of mailing of letters to employees.	2.20	250.00	550.00

Invoice No.: 20405256  
Date: 05/20/2020

Date	Name and Description	Hours	Rate	Amount
05/14/2020	Vicky Coupal Review email instruction from E. Finley, split designated letters into individual letters, rename and protect, and save on network; follow up on changes re missing emails.	3.00	105.00	315.00
05/14/2020	Mandy Wu Update CF model to May 13, including review facilities ledger, adjust forecasted expenses and true up payroll, rent, freight, utilities etc. payments, reconcile professional bills, payments and update accruals.	4.50	325.00	1,462.50
05/14/2020	Gilles Benchaya [REDACTED] discussion with P. Patel on same.	2.00	895.00	1,790.00
05/14/2020	Gilles Benchaya Work with M. Wu on information flow and key assumptions re cash flow.	1.00	895.00	895.00
05/14/2020	Adam Sherman Emails with TDS re Playacor Group, section 81 claims, Case Conference for Access Order, other. Emails/discussions with Richter team. Review Nygard Notice of Motion, including Fenske Affidavit.	1.80	895.00	1,611.00
05/14/2020	Pritesh Patel Review and comments re Inkster APS, calls with TDS, Colliers on same. Sign Inkster counter. Numerous calls with buyer, CBRE, TDS re Toronto APS, review and signback same. Calls with Richter team re stores, IP, employee matters. Update call with TDS.	6.80	775.00	5,270.00
05/14/2020	Eric Finley Various emails and analysis re landlord access, employee and staffing issues, employee termination, financial analysis provided to Hilco, trademarks, employee corporate cards, cash management, Ecom security, vendor deposits and negotiations.	4.50	415.00	1,867.50
05/14/2020	Eric Finley Finalize 81.1 letters and submit responses to claimants. Finalize retail store retention letters and share with company. Calls, emails with Hilco and interested parties re IP process, NDAs, FFE sales, employee retention. Various creditor calls/inquiries.	3.50	415.00	1,452.50
05/14/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same.	1.50	175.00	262.50
05/15/2020	Carol O'Donnell Discussion regarding WEPP.	0.30	250.00	75.00

Invoice No.: 20405256  
Date: 05/20/2020

Date	Name and Description	Hours	Rate	Amount
05/15/2020	Gilles Benchaya 	2.50	895.00	2,237.50
05/15/2020	Adam Sherman Emails from TDS re entered General Order, Nygard Notice of Motion, landlord access request, other. Emails with Richter team re section 81 claims, TD Merchant Services, etc.	1.50	895.00	1,342.50
05/15/2020	Pritesh Patel Review signback re Toronto, calls with TDS, CBRE, Lenders on same. Revise and sign revised offer. Calls with Richter team re creditor inquiries, store reopenings. Correspondence with interested parties re misc assets. Call with E. Finley re insurance.	5.50	775.00	4,262.50
05/15/2020	Eric Finley Calls, discussions and analysis re. Insurance coverage, termination letters, WEPP, IP sales process and diligence questions, vendor deposits and inquiries, staffing matters, employee retention and compensation, FFE sales, landlord access.	4.00	415.00	1,660.00
05/15/2020	Eric Finley Update WEPP schedule for employee terminations, calls with Richter team re same. Finalize TD security deposit analysis and draft email re same. Calls and emails with Hilco re IP process, interested parties.	4.00	415.00	1,660.00
05/15/2020	Jack Caylor Various phone calls and emails responding to Richter hotline inquiries re creditors, employees, supplier etc. Summarize inquiries and track progress of same.	1.50	175.00	262.50
05/16/2020	Pritesh Patel Review emails from TDS re Fenske motion and affidavit, doc access order. Call with TDS to discuss next steps. Review offer on Notre Dame properties, emails to Colliers on same.	1.80	775.00	1,395.00
05/17/2020	Pritesh Patel Calls with Katten and TDS re doc access order and subpoena matters.	1.30	775.00	1,007.50
<b>Fees Total</b>		<b>129.75</b>		<b>\$ 66,835.75</b>

Invoice No.: 20405256  
Date: 05/20/2020

---

## Remittance Form

Richter Advisory Group Inc., Receiver re: Nygard International Partnership et al  
181 Bay Street, Suite 3510  
Toronto, ON M5J 2T3

---

## Invoice Summary

Sub-Total		\$ 66,835.75
Technology and Administrative Fees		3,341.79
GST/HST #885435842 RT0001		9,123.08
Total Due	CAD	<b>\$ 79,300.62</b>

---

## Payment Options

**At this time, we ask that payment not be made by cheque.  
Please use one of the payment options below. We appreciate your collaboration.**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTTOR  
  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Credit Card** payments can be made by contacting us as indicated below.

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

---

### TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3510  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

---

### MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

---

### CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

**This page left intentionally blank**



**THOMPSON  
DORFMAN  
SWEATMAN**

242 Hargrave Street, Suite 1700  
Winnipeg MB R3C 0V1  
Canada  
Tel (204) 957-1930  
Fax (204) 934-0570  
www.tdslaw.com  
general email: info@tdslaw.com

---

April 22, 2020

Richter Advisory Group Inc.  
Re: Receiver Nygard International Partnership  
Bay Wellington Tower  
3510 - 181 Bay Street  
Toronto ON M5J 2T3

Attention: Pritesh Patal, Partner

Invoice No. 608905 – ending April 19, 2020

Re: Claim against Nygard International Partnership Receivership  
Our Matter No. 65803 0173004 G.B. TAYLOR

---

**REMITTANCE COPY**

Total Fees	\$	61,517.50
Total Disbursements	\$	6.25
Total GST/HST	\$	3,076.19
Total RST	\$	4,306.23
 Total Due This Invoice	 \$	 68,906.17

Please return this page with your payment payable to Thompson Dorfman Sweatman LLP.  
GST Registration No. 121757413

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.



**THOMPSON  
DORFMAN  
SWEATMAN**

242 Hargrave Street, Suite 1700  
Winnipeg MB R3C 0V1  
Canada  
Tel (204) 957-1930  
Fax (204) 934-0570  
www.tdslaw.com  
general email: info@tdslaw.com

April 22, 2020

Richter Advisory Group Inc.  
Re: Receiver Nygard International Partnership  
Bay Wellington Tower  
3510 - 181 Bay Street  
Toronto ON M5J 2T3

Attention: Pritesh Patal, Partner

Invoice No. 608905 – ending April 19, 2020

Re: Claim against Nygard International Partnership Receivership  
Our Matter No. 65803 0173004 G.B. TAYLOR

Disbursements:

Paid to	Imaging	\$	6.25	*
Total Disbursements		\$	6.25	
*GST/HST on Taxable Disbursements		\$	0.31	

Our fees for all professional services:

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
April 13, 2020	R. MCFAD YEN	E-mail from Dacks, G.B. Taylor regarding conference call regarding document access, update; e-mail from E. Finley, G.B. Taylor regarding landlord responses; e-mail to G.B. Taylor, P. Patel regarding Grand Jury subpoena response; e-mail from G.B. Taylor re class action stay; conference call with Osler team, C. Howden, J. Amato, G.B. Taylor regarding document access order; e-mail from, e-mail to articling student, G.B. Taylor re Service List additions; e-mail from, e-mail to P. Patel	2.40



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		regarding KERP; e-mail to, e-mail from Osler team regarding KERP; e-mail from G.B. Taylor, P. Patel regarding recognition order; e-mail from M. Citak regarding landlord issue; e-mail from D. Mitchell, G.B. Taylor regarding sale guidelines; e-mail from, e-mail to G.B. Taylor, A. Sherman, articling student regarding draft Court materials regarding liquidation agreement, guidelines, document access, KERP; e-mail from G.B. Taylor regarding US recognition order documents;	
April 13, 2020	DMM	E-mail from counsel; reviewing titles; e-mails from Hilco; e-mail from Osler; e-mail exchange with client; e-mail from Hilco; reviewing exhibits to consulting agreement; e-mail to client;	1.50
April 13, 2020	G.B. TAYLOR	E-mail correspondence; consider issues regarding hearing materials; update regarding registration of notices of receivership; CH 15 proceeding matters; subpoena response matters; conference call regarding access order J. Dacks, C. Howden, J. Amato, J. Hall, R. McFadyen; Hilco matters; landlord notice matters; telephone discussion with D. Mitchell; conference call J. Hall, M. Rosensaft; review revised Ch 15 order and follow up; [REDACTED]; [REDACTED]; [REDACTED]; [REDACTED]; follow up regarding Hilco sale guidelines; telephone discussion with G. Benchaya regarding Dillards; review Ch 15 filings by lenders, Jane Doe plaintiffs, P. Nygard;	6.90





<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
April 13, 2020	MML	Telephone call to 1431 Associates LLC; e-mail to 1431 Associates LLC regarding landlord notice; Telephone call to Canadian Reit Choice Properties regarding landlord contact information; Voice mail to First Capital Leasing Department re contact information; e-mail to Linda Galissiere, Emilio Biscelgila regarding landlord notice; e-mail exchange with Vern DaRe regarding landlord notice and service list; e-mail exchange with Vicki Andreacchi and Allison Drennan regarding Landlord Notice and service list; e-mail to R. McFadyen and G.B. Taylor regarding e-mail exchange with Vicki Andreacchi and Allison Drennan; e-mail to R. McFadyen and G.B. Taylor regarding et Vern DaRe; TT 2366829 Ontario Ltd.; preparing Landlord Service List; preparing Main Service List; email to G.B. Taylor and R. McFadyen regarding Landlord Notice Update; e-mail from R. MCFADYEN regarding update on KERP; e-mail from Dave Rosenblat regarding update on KERP; e-mail exchange with R. McFadyen regarding brief, Notice of Motion and Orders;	2.80
April 13, 2020	AP	E-mails from and to G.B. Taylor; e-mail to client reporting on receiver notices;	0.20
April 14, 2020	R. MCFADYEN	E-mail from, telephone call from M. Citak regarding landlord issues; e-mail from G.B. Taylor regarding recognition order issues; e-mail from G.B. Taylor regarding access to Gardena properties; e-mail from G.B.	5.00



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		<p>Taylor regarding extent of Receivership Order; e-mail from G.B. Taylor, M. Rosensaft regarding document access; e-mail to, e-mail from G.B. Taylor, articling student regarding landlord issues, Service List; e-mail from Justice Edmond regarding case conference memorandum, hearing date; e-mail to, e-mail from D. Giles regarding motion to withdraw in Nygard International action; telephone call from G.B. Taylor regarding draft Court materials; [REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]; e-mail from D. Mitchell regarding sale guidelines; e-mail from A. Sherman regarding draft Receiver's Report; conference call with J. Hall, M. Rosensaft, P. Patel, G.B. Taylor regarding Grand Jury subpoena; [REDACTED]</p> <p>[REDACTED] reviewing and revising draft Notice of Motion for sale approval, records access, KERP; e-mail from W. Onchulenko, J. Dacks regarding deadlines from case conference memo;</p>	
April 14, 2020	DMM	E-mails from counsel; revising sale guidelines; e-mail to counsel; e-mail exchange with counsel; reviewing order; telephone call to counsel; revising sale guidelines; e-mail to Hilco; e-mail to client;	2.40
April 14, 2020	G.B. TAYLOR	E-mail correspondence; follow up with J. Hall regarding Ch 15 proceeding; follow up with Nygard counsel re Jane Doe provision, Gardena access, extent of Receivership Order; follow up	6.70



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		regarding subpoena matters, timing of production; landlord notice matters; telephone discussion with P. Patel regarding access order, Winnipeg listing arrangements; revisions to access order; telephone discussion with J. Dacks; review Case Management Conference Memorandum; review revised KERP; telephone discussion with R. McFadyen; review revised Ch 15 order; telephone discussion with D. Mitchell regarding sale guidelines; conference call re subpoena;	
April 14, 2020	MML	E-mail from G.B. Taylor regarding ch. 15 proceedings; e-mail from G.B. Taylor regarding access issues; e-mail from G.B. Taylor regarding extent of receivership order; e-mail exchange with Ian Maricheau re service list; e-mail to R. McFadyen and G.B. Taylor regarding E-mail exchange with Mr. Marcheau regarding service list; Preparing landlord service list; e-mail exchange with R. McFadyen and G.B. Taylor regarding letter to landlords; letter to and from office regarding preparing letter to landlords regarding landlord notice; preparing letter to Calloway REIT; preparing letter to Choice Properties REIT; preparing letter to Toulon Capital; preparing letter to First Capital; preparing Landlord Notice and Receivership Order regarding letter to landlords; e-mail from R. McFadyen regarding telephone call from Michel Citak; e-mail from R. McFadyen regarding e-mail from Cathy Hildebrand; [REDACTED]; [REDACTED]; e-mail from Ross McFadyen regarding	4.60



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		Case Conference Memorandum; Reviewing Case Conference memorandum; e-mail from Wayne Onchulenko regarding case conference memorandum;	
April 15, 2020	R.AM	E-mail from G.B. Taylor regarding form of Documents Access Order; e-mail from, e-mail to G. B. Taylor regarding draft First Report; reviewing and revising draft First Report; e-from, e-mail to G. B. Taylor regarding information from R. Dean Affidavit; reviewing and revising draft Notice of Motion regarding consulting agreement, sale approval, draft sale approval order; e-mail to, e-mail from, telephone call from G.B. Taylor, articling student regarding draft Notice of Motion, sale approval order; e-mail from and voice from R. Desgagnes regarding logistics and freight creditor; e-mail from P. Patel, D. Rosenblat regarding draft KERP; reviewing and considering draft Receiver's Report; conference all with G.B. Taylor, Richter team regarding draft Receiver's Report; r [REDACTED] [REDACTED] [REDACTED] [REDACTED]; e-mail from Justice Edmond, W. Onchulenko regarding case conference memorandum; e-mail to, e-mail from Richter, Osler team regarding draft Notice of Motion for regarding consulting agreement, sale approval, draft Sale Approval Order;	6.50
April 15, 2020	DMM	E-mail from client; e-mail from Hilco; e-mails from counsel; e-mail exchange with Oslers; reviewing file	3.30



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		regarding security documents; e-mail to counsel; revising Colliers listing agreement; e-mail exchange with client; e-mail exchange with Hilco; revising consulting agreement; e-mail exchange with counsel; telephone call to counsel; revising listing agreement; e-mail to counsel and client; e-mail exchange with client; revising listing agreement; e-mail to counsel; e-mail to Oslers; e-mail to client; e-mail from Oslers; telephone call to Oslers; telephone call to counsel; telephone call to client; e-mail to Oslers; e-mail to client;	
April 15, 2020	G.B. TAYLOR	E-mail correspondence; review J. Hall message, [REDACTED] access order matters; review and revise draft First Report of the Receiver; follow up regarding Access Order, and circulate; review and revise draft Notice of Motion; telephone conference with P. Patel, A. Sherman, E. Finley, R. McFadyen; Hilco agreement matters; consider revised Recognition Order and follow up; Case Management Conference update from Justice Edmond; review and comment on Colliers listing agreement; telephone discussions with R. McFadyen, D. Mitchell, M. LaBossiere; review and revise draft Sale Approval Order; various telephone discussions with P. Patel, J. Dacks, D. Mitchell; Hilco augmentation matters;	8.70
April 15, 2020	MML	E-mail from G.B. Taylor re evaluating KERP; E-mail exchange with R. McFadyen and G.B. Taylor regarding revised Notice of Motion (Sale Approval, KERP and Record	6.30



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		Access); Preparing CompareDoc order (April revisions); E-mail exchange with G.B. TAYLOR regarding technical issues; Telephone call from G.B. Taylor regarding document language; telephone call to Annette Chammartin; e-mail from Annette Chammartin; telephone call to G.B. Taylor regarding e-mail from Annette Chammartin; e-mail exchange with G.B. Taylor regarding e-mail from Mr. Amato re Order; e-mail from Catherine Howden regarding Order; e-mail from Justice Edmond regarding Case Conference Memorandum; E-mail exchange with G.B. Taylor regarding formatting issues regarding Order; Preparing Order with formatting; Research concerning workers' compensation board priority; e-mail exchange with R. McFadyen regarding CompareDocs of original sale approval order to modified; E-mail exchange with R. McFadyen regarding e-mail from Jeremy Dacks regarding CompareDocs; preparing CompareDocs Approval Order; e-mail from R. McFadyen regarding first report comments and actions; e-mail from R. McFadyen regarding e-mail to Osler regarding Sale Approval Order;	
April 16, 2020	RAM	E-mail from, e-mail to A. Sherman regarding addition to Service List; revising and update Service List; e-mail from G.B. Taylor, J. Dacks regarding access to Gardena, California premises; e-mail from D. Giles regarding update on Federal Court action; e-mail from D. Rosenblat regarding draft Notice of	3.50



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		<p>Motion for, Sale Approval Order; revising draft Notice of Motion for, Sale Approval Order; e [REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED] preparing draft form of general Order, KERP approval; e-mail from P. Patel regarding freight forwarder issue; voice mail from, conference with G.B. Taylor regarding filing of documents; e-mail to Justice Edmond regarding filing of materials; e-mail from, e-mail to articling student regarding draft Motion Brief; e-mail from G.B. Taylor, D. Mitchell regarding NDA; e-mail from E. Finley regarding OrientWorks claim, inquiries; Compiling list of pleadings in application file; e-mail to W. Onchulekno regarding missing Affidavit; e-mail to D. Jackson regarding missing Affidavit; e-mail from G.B. Taylor regarding updated draft Report;</p>	
April 16, 2020	DMM	<p>E-mail from client; e-mail to client; e-mail to counsel; e-mail from counsel; telephone call to counsel; reviewing consulting agreement; e-mail to client; e-mail exchange with client; telephone call to counsel; e-mail from Hilco; e-mail from Osler; e-mail to counsel; telephone call to counsel; telephone call to client; e-mail to Hilco and Osler; e-mail to counsel ;</p>	1.80
April 16, 2020	G.B. TAYLOR	<p>E-mail correspondence; Ch 15 Recognition Order comments; review documents, revise draft First Report; review Katten US litigation summary; conference call P. Patel, G. Benchaya, J. Hall, M. Rosensaft, S.</p>	11.40



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		Reisman regarding subpoena response; Hilco agreement matters, telephone discussion with D. Mitchell; hearing matters; review Osler Notice of Motion, Order markup; various telephone discussions with D. Mitchell, P. Patel; OAS matters;	
April 16, 2020	MML	Preparing draft Brief; e-mail exchange with R. McFadyen regarding draft brief; e [REDACTED]; [REDACTED]; e-mail exchange with Ross McFadyen and G.B. Taylor regarding list of documents regarding Richter website; e-mail from R. McFadyen regarding request for pleadings; e-mail from R. McFadyen regarding request for affidavit; e-mail from G.B. Taylor regarding First Report comments; e-mail from R. McFadyen regarding General Order, Notice of Motion and Document access Order; revising General Order and Notice of Motion; e-mail from Adam Sherman regarding First Report; e-mail from R. MCFadyen regarding confidential appendices to First Report;	2.70
April 17, 2020	RAM	E-mail from, e-mail to G. B. Taylor, D. Mitchell regarding draft Notice of Motion for regarding Sale approval; e-mail from A. Richter regarding draft First Report; e-mail from, e-mail to G.B. Taylor regarding redacting Consultant Agreement; e-mail from D. Jackson regarding Affidavit of J. Jacyk; e-mail to, e-mail from W. Onchulenko regarding court filings; e-mail from R. DesGagnes regarding update; e-mail	3.80





<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		to, e-mail from E. Finley regarding OrientWorks inquiry; e-mail from G.B. Taylor regarding Documents and Electronic Files Access Order; telephone call to J. Harvey regarding update; E-filing Notice of Motion for sale approval and other relief; revising and update Service List; e-mail to Service Lists regarding Notice of Motion for sale approval, other relief; e-mail from, e-mail to P. Patel, A. Sherman regarding Consulting Agreement redaction; e-mail from, voice mail to W. Haight regarding update; preparing draft Affidavit of Service; e-mail to Richter team regarding filed Notice of Motion for sale approval, KERP; e-mail from A. Sherman regarding TD Bank merchant issues;	
April 17, 2020	DMM	E-mail exchange with client; e-mail with counsel; reviewing diligence searches regarding officers and directors; e-mail to counsel; e-mail exchange with Oslers; preparing non-disclosure agreement; e-mail exchange with client;	2.50
April 17, 2020	G.B. TAYLO R	E-mail correspondence; revise and circulate draft Documents and Electronic Files Access Order; revise and circulate Notice of Motion; telephone discussion with R. Desgagnes (OEC counsel); review documents and correspondence files, revise draft First Report, including matters re A. Rubinfeld, scope of Order; Gardena Access; document access; follow up with Nygard counsel regarding Access Order; telephone discussion with OEC counsel; telephone conference W.	7.60



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		Onchulenko, D. Magisano; service, hearing matters;	
April 17, 2020	MML	E-mail exchange with G.B. Taylor re searching e-mails; e-mail from G.B. Taylor re Abe Rubinfeld; e-mail from G.B. Taylor regarding WO US counsel comments re Order; e-mail from G.B. Taylor regarding marked up Order; revising markup Order; e-mail from G.B. Taylor regarding Order; e-mail from David Jackson regarding Affidavit of Jami Jacyk; e-mail from G.B. Taylor regarding Notice of Motion; revising Notice of Motion markup; e-mail exchange with R. McFadyen regarding Affidavit of Jami Jacyk; e-mail from R. McFadyen regarding e-mail to Wayne Onchulenko regarding Affidavits; e-mail from R. McFadyen regarding consulting agreement; e-mail from Adam Sherman regarding draft report; e-mail from Cheryl Laniuk regarding filing; e-mail from R. McFadyen regarding service of documents to landlords and service list; e-mail from Richard Desgagnes regarding service; e-mail exchange with G.B. Taylor and R. McFadyen regarding documents regarding Richter website;	1.80
April 18, 2020	RAM	E-mail from, e-mail to A. Sherman, P. Patel regarding draft First Report; e-mail from, e-mail to G.B. Taylor regarding draft First Report; reviewing, considering and revising draft First Report; conference call with A. Sherman, P. Patel, E. Finley, G.B. Taylor regarding draft First Report; e-mail exchange with J. Aiello, W. Haight regarding acknowledgement of service, Nygard	4.60



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		actions; [REDACTED]; e-mail from E. Finley regarding goods in transit; e-mail from P. Patel regarding receivership documents for website; e-mail to articling student regarding documents for website; e-mail from, e-mail to J. Aiello, W. Haight regarding Nygard Litigation, service list; preparing summary of fees for Report; revising and update Service List; revising and update KERP;	
April 18, 2020	DMM	E-mail exchange with Oslers; e-mail exchange with client; reviewing listing agreement; e-mail to client; e-mails from counsel; reviewing First Report of Receiver; e-mails from counsel;	2.50
April 18, 2020	GBT	E-mail correspondence; review revised draft Report and circulate mark-up; conference call P. Patel, A. Sherman, E. Finley, R. McFadyen; [REDACTED] telephone discussion with J. Hall; receivership order scope matters; OEC claim matters;	6.60
April 18, 2020	MML	E-mail exchange with G..B. Taylor and R. McFadyen regarding documents regarding Richter website; e-mail exchange with Adam Sherman, Pritesh Patel, Eric Finley regarding documents regarding Richter website; e-mail exchange with Eric Finley regarding sharefile; preparing documents regarding sharefile.; e-mail exchange with Eric Finley and Kristina Ho regarding documents; e-mail from D. Mitchell regarding updated report; review	1.30



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		updated report; e-mail from Jeremy Dacks regarding report;	
April 19, 2020	RAM	Preparing updated fee and time summary for report; e-mail from, e-mail to V. DaRe regarding landlord issues, Sale Guidelines; e-mail from J. Aiello regarding Nygard International litigation; e-mail from D. Rosenblat regarding comments on First Report; revising and considering revisions to First Report; e-mail from, e-mail to Richter team regarding revisions to First Report; e-mail to, e-mail from D. Mitchell security opinions; conference call with G.B. Taylor, Richter team regarding draft First Report; e-mail to P. Patel, A. Sherman, E. Finley regarding security opinions; e-mail from, e-mail to G.B. Taylor, articling student regarding pleadings; reviewing and revising draft Motion Brief; [REDACTED]; e-mail to, e-mail from P. Patel, A. Sherman, G.B. Taylor regarding KERP;	11.00
April 19, 2020	DMM	E-mails from counsel; reviewing opinions; finalize TDS Opinion; e-mail exchange with counsel;	1.20
April 19, 2020	GBT	E-mail correspondence; review comments on draft First Report; telephone discussion with P. Patel; conference call P. Patel, A. Sherman, E. Finley, R. McFadyen; revise and circulate further draft of First Report;	8.20
April 19, 2020	MML	E-mail exchange with G.B. Taylor and R. McFadyen regarding documents regarding Richter website and Nygard documents; e-mail exchange with R. McFadyen	1.70

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.



**THOMPSON  
DORFMAN  
SWEATMAN**

242 Hargrave Street, Suite 1700  
Winnipeg MB R3C 0V1  
Canada  
Tel (204) 957-1930  
Fax (204) 934-0570  
www.tdslaw.com  
general email: info@tdslaw.com

---

May 4, 2020

Richter Advisory Group Inc.  
Re: Receiver Nygard International Partnership  
Bay Wellington Tower  
3510 - 181 Bay Street  
Toronto ON M5J 2T3

Attention: Pritesh Patal, Partner

Invoice No. 609833

Re: Claim against Nygard International Partnership Receivership  
Our Matter No. 65803 0173004 GBT

---

**REMITTANCE COPY**

Total Fees	\$	50,380.00
Total Disbursements	\$	891.35
Total GST/HST	\$	2,558.57
Total RST	\$	3,526.60
 Total Due This Invoice	 \$	 57,356.52

Please return this page with your payment payable to Thompson Dorfman Sweatman LLP.

GST Registration No. 121757413

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.



**THOMPSON  
DORFMAN  
SWEATMAN**

242 Hargrave Street, Suite 1700  
Winnipeg MB R3C 0V1  
Canada  
Tel (204) 957-1930  
Fax (204) 934-0570  
www.tdslaw.com  
general email: info@tdslaw.com

May 4, 2020

Richter Advisory Group Inc.  
Re: Receiver Nygard International Partnership  
Bay Wellington Tower  
3510 - 181 Bay Street  
Toronto ON M5J 2T3

Attention: Pritesh Patal, Partner

Invoice No. 609833

Re: Claim against Nygard International Partnership Receivership  
Our Matter No. 65803 0173004 GBT

Disbursements:

Paid to	Court Fees PAYEE: McFadyen, Ross A.; REQUEST#: 298912; DATE: 4/20/2020. - Reimbursement for Filing Notice of Motion in Queen's Bench	\$	100.00	
Paid to	Long Distance	\$	1.71	*
Paid to	Imaging	\$	712.00	*
Paid to	Postage	\$	77.64	*
Total Disbursements		\$	891.35	
*GST/HST on Taxable Disbursements		\$	39.57	

Our fees for all professional services:

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
April 20, 2020	RAM	E-mail from, e-mail to G.B. Taylor regarding draft Motion Brief; reviewing and revising draft Motion Brief; e-mail from E. Finley regarding issues regarding goods in transit; e-mail from, e-mail to, telephone call from P. Patel regarding KERP details; [REDACTED]; e-	10.50



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		mail from, e-mail to E. Finley regarding draft First Report, appendices; e-mail from Registrar regarding filed Notice of Motion; e-mail from, e-mail to M. Citak regarding proposed sale guidelines; e-mail to, e-mail from J. Dacks regarding KERP; e-mail to J. Dacks, D. Rosenblat, C. Howden regarding draft Brief; telephone call to J. Dacks regarding draft Brief; conference call with P. Patel, G.B. Taylor regarding finalizing First Report; revising and finalize First Report; Efiling First Report; e-mail to Service List regarding First Report;	
April 20, 2020	DMM	E-mail from counsel; e-mail from client; reviewing form of consulting agreement; e-mail exchange with client; e-mail exchange with counsel; reviewing notice of motion;	1.30
April 20, 2020	GBT	E-mail correspondence; [REDACTED] [REDACTED] First Report, Brief, hearing matters; telephone discussion with R. McFadyen; review and consider Gardena access arrangements; various follow-ups with Nygard counsel; subpoena matters; further revisions to First Report; conference call P. Patel, J. Hall, M. Rosensaft; follow up regarding Gardena access; conference call P. Patel, R. McFadyen; various telephone discussions with R. McFadyen; filing and service matters; conference call P. Patel, G. Benchaya re Dillard's, Gardena; follow up regarding California, Gardena health orders;	8.30
April 20, 2020	MML	E-mail exchange with Bruce Taylor regarding mortgage debenture; e-mail	2.40





<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		exchange with Bruce Taylor regarding City of Gardena Orders; e-mail exchange with Ross McFadyen regarding service of Notice of Motion and First Report; preparation of letter;	
April 21, 2020	RAM	E-mail from, e-mail to L. Galessiere regarding Sale Guidelines, landlord issues; attending at Court Registry regarding filing of Receiver's report; e-mail from, e-mail to S. Lotta regarding Receiver's report; e-mail to additional Service List parties regarding First Report of the Receiver; e-mail from, e-mail to P. Patel regarding KERP; e-mail from, e-mail to Court Registry regarding filing of First Report; [REDACTED]; conference call with P. Patel, G.B. Taylor regarding KERP, other issues; e-mail exchange with D. Rosenblat, J. Dacks, G.B. Taylor regarding KERP; [REDACTED] e-mail from G.B. Taylor, G. Benchaya, P. Patel regarding access to Gardena properties; conference call with D. Rosenblat, G.B. Taylor regarding KERP issues; [REDACTED]; e-mail from G.B. Taylor regarding document access issues; revising and finalize Receiver's Brief; [REDACTED]; e-mail to J. Hall regarding amended complaint; [REDACTED];	4.70



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
April 21, 2020	DMM	E-mail from client; reviewing final listing agreement; e-mail from Oslers; e-mail to client;	0.40
April 21, 2020	GBT	E-mail correspondence; Gardena landlord matters; Dillard's matters ; telephone discussion with G. Benchaya; KERP matters, conference call P. Patel, R. McFadyen; hearing matters; consider landlord issues; [REDACTED]; conference call D. Rosenblat, R. McFadyen; review W. Onchulenko document access comments, and respond, follow up with client; further Gardena landlord matters; review amended Jane Doe complaint;	6.80
April 21, 2020	MML	E-mail exchange with Ross McFadyen re service of materials; E-mail exchange with Pritesh Patel re website documents; E-mail exchange with Eric Finley and Kristina Ho re website documents; E-mail exchange with Ross McFadyen re blackline sale guidelines; Preparation of blackline sale guidelines; travel to and from office re Letter for service of Notice of Motion and First Report; E-mail exchange with Connie Haw re Letter for service; e-mail from Bruce Taylor re 24 hour request; e-mail from Bruce Taylor re Nygard Document Disclosure; e-mail from Bruce Taylor re Gardena Properties Access; e-mail from Pritesh Patel re Gardena Properties Access; e-mail from Bruce Taylor re Hudda and Carkner;	2.80
April 22, 2020	BDT	E-mail from and to Ross McFadyen, review legislation and guidance notes, telephone call to Ross McFadyen to discuss;	1.20



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
April 22, 2020	RAM	<p>Revising and update Service List; e-mail from G.B. Taylor, P. Patel, J. Hall regarding amended Class Action Complaint; [REDACTED]</p> <p>[REDACTED]</p> <p>e-mail from Registrar regarding filing of Motion Brief; e-mail from M. Citak regarding landlord inquiry; e-mail exchange with P. Patel, A. Sherman, G.B. Taylor, J. Dacks regarding landlord issues; e-mail exchange with G.B. Taylor, P. Patel, J. Dacks regarding document access issues; e-mail from W. Onchulenko regarding Notice of Motion for records access, Affidavit of G. Fenske; e-mail from, e-mail to W. Onchulenko regarding Service List; e-mail from G.B. Taylor regarding Dillard's issues; reviewing and considering materials regarding Dillard's issue; e-mail from E. Finley regarding TD Bank position, cash management system; reviewing and considering information regarding Nygard International Ltd.; [REDACTED]</p> <p>[REDACTED] e-mail from, e-mail to L. Galessiere, M. Wasserman regarding landlord issues; e-mail from G.B. Taylor, articling student regarding Chapter 15 pleadings; telephone call to G.B. Taylor regarding Dillard's issue, scope of receivership; e-mail to M.D. Zacharias, G.B. Taylor regarding Dillard's issue;</p>	3.50
April 22, 2020	DMM	E-mail from client regarding listing agreement; e-mail from Quebec counsel; e-mail exchange with Quebec counsel; e-mail to counsel regarding	0.80



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		listing agreement; e-mail exchange with counsel;	
April 22, 2020	GBT	E-mail correspondence; [REDACTED], Jane Doe Amended Complaint matters; hearing matters; Gardena access matters; telephone discussion with W. Onchulenko; telephone discussion with J. Dacks; document access matters; TD account matters; follow up regarding Examination for Discovery NDA; review sale guidelines; telephone discussions with P. Patel; landlord issues; Dillard's matters; follow up regarding D&O coverage tail; telephone discussion with R. McFadyen regarding Dillard's;	5.20
April 22, 2020	MML	E-mail from Linda Galessiere regarding landlord issues; e-mail from Ross McFadyen regarding landlord issues; e-mail from Marc Wasserman regarding landlord issues; e-mail exchange with Bruce Taylor and Ross McFadyen regarding Chapter 15 documents; e-mail exchange with Jerry Hall regarding Chapter 15 documents; e-mail exchange with Bruce Taylor and Ross McFadyen regarding hearing preparation;	0.60
April 23, 2020	RAM	E-mail from, e-mail to G.B. Taylor regarding preparing for Receiver's motion; e-mail from G.B. Taylor, L. Galessiere regarding conference call regarding Landlord issues; conference call with G.B. Taylor, L. Galessiere, Osler team regarding Landlord issues; [REDACTED]; e-mail from R. Desgagnes regarding update; e-mail from G.B. Taylor regarding revisions to draft Order	2.60



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		regarding document access; [REDACTED] [REDACTED] [REDACTED]; e-mail from G.B. Taylor regarding Nygard Enterprises insurance; e-mail from P. Patel, G.B. Taylor regarding landlord issues;	
April 23, 2020	DMM	E-mail from counsel; revising non-disclosure agreement; e-mail exchange with counsel; e-mail from counsel; reviewing sale guidelines; e-mail to counsel; e-mail from counsel; e-mail to client; e-mail from client; reviewing changes to non-disclosure agreement; revising non-disclosure agreement; telephone call to counsel; e-mail to client; e-mail exchange with Oslers; e-mail exchange with counsel;	2.20
April 23, 2020	GBT	E-mail correspondence; hearing matters; prepare landlord call, follow up with Galissiere issues; review NEL D&O insurance; conference call L. Galissiere, E. Lamek, M. Wasserman, J. Dacks, D. Rosenblat, C. Howden, R. McFadyen; Jessica; report to client; review OEC documents, follow up with R. Desgagnes, P. Patel; NDA matters; inventory cap considerations; conference call Marc Bibeau, Francois Beauchamp, Linden Bibeau, Richard Desgagnes; follow up with client regarding OEC; follow up regarding warehouse retail inventory estimate; telephone discussion with P. Patel; follow up with D. Magisano re D&O coverage; revise and circulate draft document access order; follow up with J Hall regarding recognition order;	7.00



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
April 23, 2020	MML	E-mail exchange with Bruce Taylor regarding conference call with Linda Galessiere; e-mail exchange with Bruce Taylor and Ross McFadyen regarding hearing preparation; e-mail from Bruce Taylor regarding call to landlords; e-mail from Drew Mitchell regarding Hilco Agreement; e-mail from Pritesh Patel regarding Hilco Agreement; e-mail from Bruce Taylor regarding landlord issue; e-mail from Bruce Taylor regarding Access Order; e-mail from Bruce Taylor regarding Notice of Motion; e-mail exchange with Bruce Taylor regarding Recognition Order; e-mail from Jerry Hall regarding Notice of Motion;	0.70
April 24, 2020	RAM	E-mail from L. Galessiere regarding landlord issues; e-mail exchange with G.B. Taylor, M. Wasserman, J. Dacks, C. Howden, P. Patel regarding landlord issues; conference call with G. B. Taylor, M. Wasserman, P. Patel. C. Howden regarding landlord issues; conference call with P. Patel, A. Sherman, G.B. Taylor regarding landlord issues, document access, D&O insurance; preparing draft email to D. Ullmann r [REDACTED] e-mail from, e-mail to M. Citak regarding landlord issues, liquidation sales; e-mail from R. Desgagnes, G.B. Taylor regarding in-transit inventory; e-mail to, e-mail from P. Patel, A. Sherman, G.B. Taylor regarding draft email to D. Ullmann; e [REDACTED] [REDACTED] Finalizing Affidavit of Service; telephone call from G.B. Taylor regarding email from others;	3.50



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
April 24, 2020	DMM	E-mail exchange with counsel; reviewing file; e-mail to counsel; reviewing licence agreement; e-mail to counsel; e-mail exchange with Oslers;	1.30
April 24, 2020	GBT	E-mail correspondence; landlord matters; review policies, D&O insurance considerations, telephone discussion with E. Finley; conference call J. Dacks, D. Rosenblat, C. Howden, R. McFadyen; follow up with Nygard counsel regarding D&O matters; conference call P. Patel, A. Sherman, R. McFadyen; prepare and circulate draft response to L. Galissiere; receipt and review of OEC/CRSA counsel letter, and circulate; subpoena response matters; telephone discussion with D. Rosenblat regarding NEL, OEC; telephone discussion with D. Magisano; hearing matters; telephone conference P. Patel, J. Hall, M. Rosensaft regarding subpoena production; telephone discussion with P. Patel; telephone discussion with R. McFadyen regarding Ullman response; follow up with L. Galissiere; telephone discussion with D. Magisano; revise and circulate draft Receiver letter to Dillard's; [REDACTED] D. Mitchell message;	8.20
April 24, 2020	MML	E-mail from Bruce Taylor regarding OEC Motion; e-mail from Pritesh Patel regarding OEC Motion; letter re OEC; e-mail from Linda Galessiere regarding revisions; e-mail from Ross McFadyen regarding OEC Motion; e-mail from Dave Rosenblat regarding Order; reviewing Order; e-mail from Bruce Taylor regarding e-mail to Linda Galessiere regarding revisions;	0.80



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		e-mail from Bruce Taylor regarding Nygard trademark agreement; e-mail from Adam Sherman regarding Nygard trademark agreement;	
April 25, 2020	RAM	E-mail exchange with G.B. Taylor, Osler team regarding conference call regarding landlord issues; [REDACTED] [REDACTED] e-mail from W. Onchulenko regarding Affidavit of G. Fenske, Motion Brief, Notice of Motion of P. Nygard, respondents; reviewing and considering Affidavit of G. Fenske, Motion Brief, Notice of Motion of P. Nygard, respondents; conference call with Osler team, G.B. Taylor regarding landlord issues, responding materials; e-mail to G.B. Taylor, articling student regarding responding materials; reviewing and considering authorities, memoranda regarding privilege, access to documents; e-mail exchange with G.B. Taylor, articling student regarding privilege, draft Documents and Records Access Order; e-mail from P. Patel regarding G. Fenske regarding deletion of records; e-mail from, e-mail to G.B. Taylor, J. Dacks, D. Rosenblat regarding draft email regarding landlord issues; e-mail from D. Rosenblat regarding directors and officers insurance;	3.30
April 25, 2020	DMM	EF counsel; e-mail from client; e-mail from counsel;	0.30
April 25, 2020	GBT	E-mail correspondence; document access order matters; consider L. Galissiere draft order provisions and circulate; receive and review Nygard Notice of Motion, Fenske Affidavit and circulate; consider hearing issues	6.60





<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		and prepare hearing; telephone discussions with P. Patel; telephone discussion with R. Desgagnes; conference call M. Wasserman, J. Dacks, D. Rosenblat, C. Howden, R. McFadyen; electronic files deletion matters; prepare draft response to L. Galissiere and circulate; telephone discussion with P. Patel; consider landlord matters and respond; consider privilege matters and revise draft Order and circulate; follow up regarding further revisions to L. Galissiere message;	
April 25, 2020	MML	E-mail exchange with Bruce Taylor regarding Notice of Motion, Affidavit and Brief of Respondents; reviewing materials; e-mail exchange with Ross McFadyen and Bruce Taylor regarding materials;	2.60
April 26, 2020	RAM	E-mail from GBT regarding landlord issues; e-mail from G.B. Taylor regarding in-transit goods; e-mail from G.B. Taylor regarding potential supplementary report and Brief; conference call with G.B. Taylor, articling student regarding privilege issues, landlord issues; e-mail to G.B. Taylor, articling student regarding supplementary Brief, privilege case; e-mail to P. Patel, A. Sherman regarding privilege issue; e-mail from, e-mail to articling student regarding supplementary Brief; reviewing and revising draft supplementary Brief regarding records access; e-mail from A. Sherman regarding draft supplementary Report;	3.60
April 26, 2020	DMM	E-mails from counsel; e-mail from Oslers; e-mail from Pitblado;	0.30



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
April 26, 2020	GBT	E-mail correspondence; finalize and circulate L. Galessiere response, other landlord matters; document access order matters, follow up regarding amendment to draft Order; privilege considerations; review Nygard court materials; consider supplemental report, Brief; consider Order regarding in-transit inventory; prepare and circulate draft message to Nygard counsel regarding NEL, D&O coverage, Falcon Lake property; telephone discussion with R. McFadyen, M. Labossiere; conference call P. Patel, A. Sherman, E. Finley, M. Labossiere; follow up regarding NEL, file deletion matters; prepare and circulate draft Order wording re OEC/CRSA concerns; telephone discussions with J. Dacks, M. Labossiere; further revisions to Documents and Electronic Files Access Order, and circulate; consider draft Supplementary Report;	6.60
April 26, 2020	MML	Conference call with Bruce Taylor and Ross McFadyen regarding privilege issues; conference call with Bruce Taylor, Pritesh Patel, Adam Sherman and Eric Finley regarding supplementary report; e-mail exchange with Bruce Taylor and Ross McFadyen regarding privilege issues; e-mail exchange with Ross McFadyen and Bruce Taylor regarding GE case; e-mail exchange with Ross McFadyen and Bruce Taylor regarding supplementary Brief; e-mail exchange with Bruce Taylor regarding privilege issues; reviewing law regarding privilege issues; telephone call to Bruce Taylor regarding privilege issues; preparation of Supplementary Brief; e-mail exchange with Ross	7.20



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		McFadyen regarding Supplementary Brief; e-mail exchange with Ross McFadyen and Bruce Taylor regarding revised Brief; reviewing Supplementary Brief;	
Total Fees			\$ 50,380.00
GST/HST on Fees			\$ 2,519.00
RST on Fees			\$ 3,526.60
Total Fees, Disbursements and Taxes			\$ 57,356.52

GST Registration No. 121757413

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.



**THOMPSON  
DORFMAN  
SWEATMAN**

242 Hargrave Street, Suite 1700  
Winnipeg MB R3C 0V1  
Canada  
Tel (204) 957-1930  
Fax (204) 934-0570  
www.tdslaw.com  
general email: info@tdslaw.com

---

May 5, 2020

Richter Advisory Group Inc.  
Re: Receiver Nygard International Partnership  
Bay Wellington Tower  
3510 - 181 Bay Street  
Toronto ON M5J 2T3

Attention: Pritesh Patal, Partner

Invoice No. 609920 – ending May 3, 2020

Re: Claim against Nygard International Partnership Receivership  
Our Matter No. 65803 0173004 GBT

---

**REMITTANCE COPY**

Total Fees	\$	40,309.50
Total Disbursements	\$	200.79
Total GST/HST	\$	2,025.52
Total RST	\$	2,821.67
 Total Due This Invoice	 \$	 45,357.48

Please return this page with your payment payable to Thompson Dorfman Sweatman LLP.

GST Registration No. 121757413

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.



**THOMPSON  
DORFMAN  
SWEATMAN**

242 Hargrave Street, Suite 1700  
Winnipeg MB R3C 0V1  
Canada  
Tel (204) 957-1930  
Fax (204) 934-0570  
www.tdslaw.com  
general email: info@tdslaw.com

May 5, 2020

Richter Advisory Group Inc.  
Re: Receiver Nygard International Partnership  
Bay Wellington Tower  
3510 - 181 Bay Street  
Toronto ON M5J 2T3

Attention: Pritesh Patal, Partner

Invoice No. 609920 – ending May 3, 2020

Re: Claim against Nygard International Partnership Receivership  
Our Matter No. 65803 0173004 GBT

Disbursements:

Paid to	Companies Office Online	\$	5.00	*
Paid to	Long Distance	\$	0.54	*
Paid to	Imaging	\$	195.25	*
Total Disbursements			\$	200.79
*GST/HST on Taxable Disbursements			\$	10.04

Our fees for all professional services:

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
April 7, 2020	KL V	Research concerning document review and privilege issues; e-mail exchange with G.B. Taylor and R. McFadyen;	2.40
April 23, 2020	MDZ	[REDACTED];	0.40
April 24, 2020	MDZ	[REDACTED];	3.40



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
April 27, 2020	RAM	E-mail from G.B. Taylor, articling student regarding draft Supplementary Brief; reviewing and revising draft Supplementary Brief; e-mail from G.B. Taylor regarding draft Supplementary Report; reviewing draft Supplementary Report; e-mail to A. Sherman, E. Finley, P. Patel regarding draft Supplementary Report; e-mail from L. Galessiere regarding landlord issues, draft Sale Approval Order; e-mail exchange with articling student, G.B. Taylor regarding further Landlord Notice; revising and update Service Lists; E-filing Affidavit of Service, Supplementary Brief, Supplementary Report; e-mail from J. Harvey regarding Orientworks claim; e-mail from, e-mail to M. Citak regarding landlord issues; e-mail from, e-mail to R. Desgagnes regarding freight forwarder position; preparing draft Supplementary Affidavit of Service;	3.50
April 27, 2020	DMM	E-mail from client; reviewing form of non disclosure agreement; e-mail to client;	0.30
April 27, 2020	GBT	E-mail correspondence; review and comment on draft Supplemental Brief; follow up regarding OEC matters; follow up with L. Galessiere; landlord, Sale Approval Order matters; consider revised orders; [REDACTED]; [REDACTED]; D&O insurance matters; telephone discussion with J. Dacks, D. Rosenblat; telephone discussions with R. McFadyen; prepare hearing; Winnipeg listing matters; conference call P. Patel, E. Finley; review and revise draft Landlord Notice; review Term Sheet and follow up with P. Patel; consider subpoena production	8.50



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		<p>matters; telephone discussion with M. Labossiere; follow up regarding NEL carve out, consider and revise proposed wording; follow up regarding NPL matters, Vaughan property; further matters re Supplementary Report; telephone discussion with G. Benchaya regarding Dillard's; [REDACTED]; [REDACTED]; telephone discussion with R. McFadyen regarding hearing matters; [REDACTED]; [REDACTED]; review court materials;</p>	
April 27, 2020	MML	<p>E-mail from G.B. Taylor regarding carriers; e-mail exchange with G.B. Taylor and R. McFadyen regarding Supplementary Brief; e-mail exchange with G.B. Taylor and R. McFadyen regarding Landlord Notice; preparation of Landlord Notice; e-mail exchange with R. McFadyen and G.B. Taylor regarding Landlord Notice; telephone call to G.B. Taylor regarding Landlord Notice; reviewing and revising Landlord Notice; e-mail exchange with Pritesh Patel, Adam Sherman and Eric Finley regarding Landlord Notice; e-mail from Richard Desgagnes; e-mail from Linda Galessiere regarding landlord issues; e-mail from G.B. Taylor regarding hearing; e-mail from Eric Finley regarding file log; e-mail from Linda Galessiere regarding revisions; e-mail from Richard Desgagnes regarding revisions; e-mail from G.B. Taylor regarding D&amp;O Order; e-mail from Eric Finley regarding D&amp;O Order; e-mail from G.B. Taylor regarding e-mail from Mike Rosensaft; e-mail from Mike Rosensaft regarding deletion of records; e-mail from R. McFadyen regarding e-mail to Mike</p>	4.20



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		Rosensaft regarding deletion of records; e-mail from R. McFadyen regarding e-mail to Mike Rosensaft regarding deletion of records; e-mail to LL service list and counsel to LL regarding Landlord Notice;	
April 28, 2020	ABF	E-mail from E. Finley regarding draft termination letter for review; e-mail to and e-mail from R. McFadyen;	0.20
April 28, 2020	RAM	E-mail from R. Desgagnes regarding draft Order; e-mail from M. Citak regarding draft Order; E-filing Supplementary Affidavit of Service; [REDACTED] [REDACTED] [REDACTED]; e-mail from Registrar regarding confirmation of filing of documents; revising draft Orders; prepare comparison version to draft Orders; e-mail from, e-mail to articling student regarding revisions to Landlord Service List; e-mail from, e-mail to E. Finley, A. Frost regarding employee termination; e-mail from, e-mail to R. Desgagnes regarding update; e-mail to Justice Edmond regarding comparison version of draft Orders; e-mail to P. Patel, A. Sherman, E. Finley, G. Benchaya, J. Hall regarding draft Orders; e-mail from, e-mail to J. Dacks re: update; e-mail exchange with E. Finley, articling student re: Landlord Service List; preparing submission regarding documents, authorities, service; e-mail from D. Ullmann r [REDACTED] [REDACTED];	6.00
April 28, 2020	DMM	E-mail from counsel; reviewing searches; e-mail to counsel re: directors and officers;	0.60
April 28, 2020	GBT	E-mail correspondence; Vaughan	12.60





<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		property matters; various telephone discussions with J. Dacks, D. Rosenblat; review court materials and prepare hearing; telephone discussion with W. Onchulenko; various telephone discussions with P. Patel; telephone conferences with M. Forte, R. Desgagnes, P. Patel; telephone conference with W. Onchulenko, D. Magisano; discussions with R. McFadyen;	
April 28, 2020	MML	<p>E-mail from G.B. Taylor regarding Vaughn properties; e-mail from G.B. Taylor regarding insurance renewal; e-mail exchange with Verna Bulley and Matt Tweedie regarding Landlord Service List; preparation of Landlord Service List; e-mail exchange with R. McFadyen and G.B. Taylor regarding e-mail exchange with Ms. Bulley and Mr. Tweedie; e-mail from R. McFadyen regarding affidavit of service; e-mail from Domenico Magisano regarding D&amp;O; [REDACTED]</p> <p>[REDACTED] e-mail from G.B. Taylor regarding e-mail exchange with Domenico Magisano regarding carveouts; e-mail exchange with Nick Pittarelli regarding service information; preparation of landlord service list; e-mail exchange with G.B. Taylor and R. McFadyen regarding March Order; e-mail from Dave Rosenblat regarding debenture; [REDACTED]; e-mail exchange with R. McFadyen regarding landlord notice; e-mail exchange with G.B. Taylor and R. McFadyen regarding comparison Orders; e-mail exchange with Eric Finley regarding landlord letter; preparation of main service list;</p>	3.30



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
April 29, 2020	ABF	Reviewing and revising draft termination letter for employees on temporary lay-off; e-mail to P.E. Finley regarding draft termination letter; e-mail from and e-mail to P. Patel regarding draft letter to employees to extend employment; reviewing and revising draft letter to employees to extend employment	1.40
April 29, 2020	RAM	E-mail from E. Finley regarding Service List; e-mail from J. Wuthmann regarding appearance; e-mail from G.B. Taylor regarding response to D. Ullmann; e-mail to D. Ullmann regarding response regarding [REDACTED] e-mail from A. Frost regarding termination letters; e-mail from, e-mail to C. Howden regarding draft Sale Approval Order; e-mail from, e-mail to M. Forte regarding appearance; e-mail from, e-mail to P. Patel, G.B. Taylor, A. Frost regarding employee retention; attending at hearing of Receiver's motion; reviewing and revising draft employee letters; attending at teleconference hearing regarding Receiver's motion; revising draft forms of Order;	5.80
April 29, 2020	GBT	E-mail correspondence; review court materials and prepare argument; telephone discussion with W. Onchulenko, D. Magisano; various telephone discussions with P. Patel; various telephone discussions with J. Dacks; attend (by telephone) at Manitoba Court of Queen's Bench hearing re Sale Approval Order, Documents and Electronic Files Access Order, and General Order, and make submissions; attend (by telephone) for Reasons for Decision;	8.70
April 29, 2020	MML	E-mail exchange with Eric Finley	5.30



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		regarding service list; e-mail exchange with Ross McFadyen and G.B. Taylor regarding service list; preparation of main service list; attend teleconference hearing; e-mail exchange with R. McFadyen and G.B. Taylor regarding Orders; e-mail exchange with G.B. Taylor regarding briefs;	
April 30, 2020	ABF	E-mail from and e-mail to R. McFadyen and P. Patel and others regarding draft letters	0.60
April 30, 2020	RAM	E-mail from G.B. Taylor regarding reporter inquiry; e-mail from, e-mail to P. Patel regarding employee agreements; revising draft employee agreements; e-mail to D. Rosenblat regarding draft employee agreements; [REDACTED] [REDACTED] [REDACTED]; e-mail from D. Ullmann r [REDACTED] [REDACTED]; [REDACTED] [REDACTED] [REDACTED]; e-mail from E. Finley, P. Patel, A. Sherman regarding landlord issues; [REDACTED] [REDACTED] [REDACTED] [REDACTED]; e-mail from, e-mail to G.B. Taylor regarding draft Orders; revising draft Orders; e-mail to Richter team, Osler team regarding draft Orders; e-mail to E. Cooke regarding landlord issue;	2.80
April 30, 2020	GBT	E-mail correspondence; telephone discussions with J. Dacks; revise Orders; voice message to W. Onchulenko; lease extension, OEC matters; review documents; conference call P. Patel, M. Forte, R. Desgagnes re OEC, CRSA matters; telephone discussion with P. Patel; further	6.20



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		revisions to General Order and circulate; document matters; conference call P. Patel, E. Finley, R. McFadyen, M. Labossiere; telephone discussion W. Onchulenko; general insurance matters; further revisions to General Order re Gardena access, Osler comments;	
April 30, 2020	MML	E-mail from G.B. Taylor regarding Media Inquiry; e-mail exchange with Eric Finley regarding Landlord Service List; e-mail from Eric Finley regarding lease renewal; e-mail exchange with Eric Finley regarding Website Documents; e-mail from Pritesh Patel regarding rent default notices; e-mail from Eric Finley regarding e-mail from Evan Cooke; e-mail exchange with Eric Finley regarding Landlord Service List; e-mail exchange with R. McFadyen regarding Landlord Service List; preparation of Landlord Service List and Main Service List; conference call with G.B. Taylor, R. McFadyen, Pritesh Patel and Eric Finley regarding leases; e-mail from G.B. Taylor regarding NEL and NPL; e-mail from G.B. Taylor regarding Orders; e-mail from R. McFadyen regarding e-mail to Evan Cooke; e-mail from Jeremy Dacks regarding draft orders; e-mail exchange with G.B. Taylor and R. McFadyen regarding Order provisions regarding privilege; reviewing Order;	3.70
May 1, 2020	RAM	E-mail from, e-mail to articling student regarding Service Lists; e-mail exchange with J. Dacks, D. Rosenblat, G.B. Taylor regarding draft General Order; e-mail exchange with G.B. Taylor, articling student regarding draft General Order; revising draft General Order; e-mail from E. Cooke	3.30



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		regarding update; e-mail from M. Rosensaft regarding subpoena update; e-mail to counsel regarding draft forms of Order; e-mail from, e-mail to Justice Edmond regarding draft Orders; e-mail from, e-mail to articling student; e-mail from E. Finley regarding CRSA notices; conference call with G.B. Taylor, D. Mitchell, articling student regarding Landlord Terms, going back to Court; e-mail from P. Patel regarding employee terms; e-mail from, e-mail to L. Galessiere regarding form of Orders; conference call with Katten, Richter regarding subpoena update; e-mail from L. Galessiere regarding draft Sale Approval Order; e-mail from, e-mail to regarding draft Sale Approval Order; [REDACTED]; [REDACTED];	
May 1, 2020	DMM	E-mail exchange with counsel; conference call with counsel;	0.50
May 1, 2020	GBT	E-mail correspondence; further matters regarding draft orders, Gardena access; consider Landlord Terms Order motion; insurance matters; conference call P. Patel, J. Hall, M. Rosensaft, R. McFadyen;	2.80
May 2, 2020	RAM	Revising draft Sale Approval Order. General Order; e-mail to W. Onchulenko, D. Magisano regarding draft Orders; e-mail to M. Citak regarding draft Orders; [REDACTED]; [REDACTED]; e-mail exchange with G.B. Taylor, P. Patel regarding draft email to D. Ullmann; e-mail to D. Ullmann; e-mail from G.B. Taylor, J. Hall regarding landlord rent; e-mail from, e-mail to G.B. Taylor, D. Mitchell, articling student regarding	1.40



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		limited recourse;	
May 2, 2020	GBT	E-mail correspondence; Order, Ullman matters; telephone discussion with P. Patel; follow up with J. Hall regarding US proceedings, landlord matters; review Credit Agreement, consider recourse limits;	1.20
May 3, 2020	DMM	E-mails from counsel; e-mail to counsel;	0.20
May 3, 2020	GBT	E-mail correspondence; document production considerations; consider landlord terms motion; Order matters;	1.10
Total Fees			\$ 40,309.50
GST/HST on Fees			\$ 2,015.48
RST on Fees			\$ 2,821.67
Total Fees, Disbursements and Taxes			\$ 45,357.48

GST Registration No. 121757413

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.



**THOMPSON  
DORFMAN  
SWEATMAN**

242 Hargrave Street, Suite 1700  
Winnipeg MB R3C 0V1  
Canada  
Tel (204) 957-1930  
Fax (204) 934-0570  
www.tdslaw.com  
general email: info@tdslaw.com

---

May 12, 2020

Richter Advisory Group Inc.  
Re: Receiver Nygard International Partnership  
Bay Wellington Tower  
3510 - 181 Bay Street  
Toronto ON M5J 2T3

Attention: Pritesh Patal, Partner

Invoice No. 610354 – ending May 10, 2020

Re: Claim against Nygard International Partnership Receivership  
Our Matter No. 65803 0173004 GBT

---

**REMITTANCE COPY**

Total Fees	\$	18,255.00
Total Disbursements	\$	3.04
Total GST/HST	\$	912.90
Total RST	\$	1,277.85
 Total Due This Invoice	 \$	 20,448.79

Please return this page with your payment payable to Thompson Dorfman Sweatman LLP.

GST Registration No. 121757413

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.



**THOMPSON  
DORFMAN  
SWEATMAN**

242 Hargrave Street, Suite 1700  
Winnipeg MB R3C 0V1  
Canada  
Tel (204) 957-1930  
Fax (204) 934-0570  
www.tdslaw.com  
general email: info@tdslaw.com

May 12, 2020

Richter Advisory Group Inc.  
Re: Receiver Nygard International Partnership  
Bay Wellington Tower  
3510 - 181 Bay Street  
Toronto ON M5J 2T3

Attention: Pritesh Patal, Partner

Invoice No. 610354 – ending May 10, 2020

Re: Claim against Nygard International Partnership Receivership  
Our Matter No. 65803 0173004 GBT

Disbursements:

Paid to	Long Distance	\$	0.54	*
Paid to	Imaging	\$	2.50	*
Total Disbursements			\$	3.04
*GST/HST on Taxable Disbursements			\$	0.15

Our fees for all professional services:

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
May 1, 2020	MML	E-mail exchange with G.B. Taylor regarding draft Order; e-mail from Jeremy Dacks regarding draft Order; e-mail exchange with G.B. Taylor and R. McFadyen regarding general Order; e-mail exchange with Eric Finley regarding Landlord List; e-mail exchange with Eric Finley regarding Landlord Notice; e-mail from R. McFadyen regarding General Order; e-mail from Catherine Howden regarding Order; e-mail from Jeremy Dacks regarding Order; e-mail	3.10





<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		exchange with Matt Tweedie regarding Motion; e-mail from Evan Cooke regarding rent; e-mail from Justice Edmond regarding Orders; e-mail exchange with G.B. Taylor regarding document access; e-mail from R. McFadyen regarding draft Orders; e-mail from R. McFadyen regarding Orders; e-mail from R. McFadyen regarding e-mail to Justice Edmond; e-mail from Richard Desgagnes regarding Orders; e-mail exchange with G.B. Taylor, D. Mitchell and R. McFadyen regarding conference call; conference call with G.B. Taylor, R. McFadyen, D. Mitchell; e-mail from Linda Galessiere regarding landlords; e-mail from R. McFadyen regarding e-mail to Linda Galessiere regarding Orders;	
May 2, 2020	MML	E-mail from R. McFadyen regarding draft orders; e-mail from Mr. Magisano regarding draft orders; e-mail from Wayne Onchulenko regarding draft orders; e-mail from R. McFadyen regarding e-mail to Michael Citak; e-mail from R. McFadyen regarding e-mail to Mr. Ullmann; e-mail from Pritesh Patel regarding orders; e-mail from R. McFadyen regarding orders; e-mail from G.B. Taylor regarding credit agreement; e-mail exchange with R. McFadyen, D. Mitchell and G.B. Taylor regarding enforcement costs; e-mail from G.B. Taylor regarding Toronto buildings;	0.90
May 4, 2020	RAM	E-mail from G.B. Taylor, W. Onchulenko, D. Ullmann, C. Howden, D. Rosenblat regarding approval as to form of Orders; e-mail from, e-mail to G.B. Taylor regarding reasons for	4.00



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		decision; e-mail from, e-mail to M. Rosensaft regarding Affidavit of R. Dean, corporate organization chart; e-mail from, e-mail to G.B. Taylor regarding conference calls to discuss forms of Orders; e-mail to Court regarding Reasons for Decision of Justice Edmond; e-mail from, e-mail to, voice mail from, voice mail to D. Ullmann regarding form of Order; e-mail from P. Patel, D. Mitchell regarding offers regarding Niagara street; revising draft forms of Order; conference call with W. Onchulenko, D. Magisano, G.B. Taylor regarding draft forms of Order; e-mail from W. Onchulenko regarding draft form of Order; conference call with G.B. Taylor, P. Patel, articling student regarding forms of Order; e-mail from, e-mail to P. Patel regarding employment letters; conference call with Osler team regarding draft forms of Order; preparing draft email to D. Magisano, W. Onchulenko regarding draft forms of Order;	
May 4, 2020	DMM	E-mail from client; reviewing purchase agreements; conference call with counsel; e-mail to client;	2.30
May 4, 2020	GBT	E-mail correspondence; follow up with counsel; circulate, review and consider Nygard counsel revisions to General Order; decision matters; subpoena matters; review [REDACTED]; review OEC, CRSA affidavit, consider lien, branding issues; conference call J. Hall, M. Rosensaft, P. Patel; review and consider proposed Nygard counsel edits to Orders; conference call W. Onchulenko, D. Magisano, R. McFadyen, M. LaBossiere; various	5.60



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		telephone discussions with R. McFadyen, M. LaBossiere; telephone discussion P. Patel, R. McFadyen, M. LaBossiere; telephone discussion J. Hall, M. Rosensaft; telephone conference J. Dacks, D. Rosenblat, C. Howden, R. McFadyen, M. Labossiere; [REDACTED]; [REDACTED];	
May 4, 2020	MML	E-mail exchange with G.B. Taylor and R. McFadyen regarding Orders; E-mail exchange with Gord McKinnon and R. McFadyen regarding conference call with Wayne Onchulenko and Dom Magisano; E-mail exchange with G.B. Taylor, R. McFadyen, Wayne Onchulenko and Dom Magisano regarding conference call re orders; E-mail from Vern DaRe regarding Landlords; E-mail from R. McFadyen and G.B. Taylor regarding e-mail from David Ullmann; E-mail from G.B. Taylor regarding General Order; E-mail exchange with Michael Rosensaft, G.B. Taylor, R. McFadyen, Jerry Hall, and Pritesh Patel regarding Subpoena; E-mail from Catherine Howden regarding Orders; E-mail from Dave Rosenblat regarding orders; Conference call with G.B. Taylor, R. McFadyen, Wayne Onchulenko, and Dom Magisano regarding orders; Conference call with G.B. Taylor, R. McFadyen and Pritesh Patel; Conference call with G.B. Taylor, Jeremy Dacks, Catherine Howden and Dave Rosenblat; E-mail exchange with G.B. Taylor and R. McFadyen regarding brand waiver; e-mail from G.B. Taylor regarding e-mail to Osler re privilege; e-mail from Jerry Hall; [REDACTED]; [REDACTED]; research carrier lien and	11.30



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		brand waiver; e-mail exchange with G.B. Taylor, R. McFadyen and Pritesh Patel re Sale Approval Order; e-mail from G.B. Taylor re document production matters; e-mail from G.B. Taylor and R. McFadyen regarding e-mail to Dom Magisano and Wayne Onchulenk; research carrier lien and waiver; research criminal proceedings and disclosure by receiver; e-mail to R. McFadyen and G.B. Taylor regarding research carrier liens and waiver; e-mail to R. McFadyen and G.B. Taylor regarding research privilege issues;	
May 5, 2020	RAM	E-mail from C. Howden regarding previous Orders; e-mail from articling student regarding privilege issues, right of sale for shippers; e-mail from R. Basil regarding claim of Millennium Fashion; e-mail to P. Patel, A. Sherman, G.B. Taylor regarding claim of Millennium Fashion; e-mail from, e-mail to, telephone call to D. Ullmann regarding draft orders; e-mail from, e-mail to G.B. Taylor, articling student regarding draft forms of Order; voice mail from J. Aiello regarding Orders regarding Nygard International litigation; e-mail to D. Magisano, W. Onchulenko regarding draft form of Orders; e-mail to Richter, Osler team regarding draft form of Orders; e-mail to P. Patel, A. Sherman regarding call from D. Ullmann;	1.90
May 5, 2020	DMM	E-mail exchange with client; reviewing file; e-mail to client; e-mail from counsel; e-mail to counsel; e-mail from counsel; reviewing trademark summary;	1.00



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
May 5, 2020	GBT	E-mail correspondence; OEC/CRSA matters; consider and revise draft response to Nygard counsel regarding Orders; telephone discussion with M. Forte; branding matters; telephone discussion with J. Dacks; telephone discussion with P. Patel; telephone conference with R. Desgagnes, M. Forte, P. Patel; telephone discussion with P. Patel; consider issues regarding OEC/CRSA remedies; consider landlord terms, hearing dates;	4.60
May 5, 2020	MML	E-mail exchange with G.B. Taylor and R. McFadyen regarding Orders; e-mail to R. McFadyen and G.B. Taylor regarding research privilege issues; e-mail exchange with G.B. Taylor and R. McFadyen regarding branding; e-mail from R. McFadyen regarding Millenium Fashion of NJ, Inc.; e-mail exchange with G.B. Taylor and R. McFadyen regarding Orders; e-mail from R. McFadyen regarding e-mail to Dom Magisano and Wayne Onchulenko; e [REDACTED]; [REDACTED]; conference call with R. McFadyen and G.B. Taylor; research carrier liens and branding;	4.30
May 6, 2020	RAM	E-mail from G.B. Taylor regarding freight logistics claims; voice mail to, telephone call from J. Aiello regarding Nygard International claim; e-mail from, e-mail to D. Mitchell regarding Hilco inquiry regarding approval Order; e-mail from G.B. Taylor, Osler regarding landlord issues; e-mail from, e-mail to J. Dacks regarding settling forms of Orders; e-mail from E. Finley regarding claim of PR firm; e-mail to, e-mail from W. Onchulenko, D.	2.50



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		Magisano regarding forms of Orders; e-mail from M. Rosensaft regarding privilege claims; e-mail from G.B. Taylor regarding Documents and Electronic Files Access Order; conference call with P. Patel, G.B. Taylor, articling student regarding landlord issues, privilege issues;	
May 6, 2020	DMM	E-mail from Hilco; e-mail to counsel; e-mail from counsel; e-mail to Hilco;	0.30
May 6, 2020	MML	E-mail from G.B. Taylor regarding OEC/CRSA; e-mail from Eric Finley regarding action of PR firm; e-mail from G.B. Taylor regarding e-mail to Osler regarding Hilco sale process; conference call with G.B. Taylor and R. McFadyen; conference call with G.B. Taylor, R. McFadyen, Catherine Howden, Dave Rosenblat, Jeremy Dacks and Karin Sachar; e-mail from G.B. Taylor regarding leases; e-mail exchange with G.B. Taylor regarding NPL leases; reviewing Leases; e-mail exchange with G.B. Taylor regarding Landlord Chart; e-mail from G.B. Taylor regarding e-mail to Emilio Bisceglia regarding store closure and rent; e-mail from Pritesh Patel regarding leases; e-mail from R. McFadyen regarding e-mail to Dom Magisano and Wayne Onchulenko; e-mail from Wayne Onchulenko regarding orders; e-mail from Dom Magisano regarding orders; conference call with G.B. Taylor, R. McFadyen and Pritesh Patel regarding privilege; e-mail from G.B. Taylor regarding Subpoena; e-mail exchange with G.B. Taylor and R. McFadyen regarding conference call with Linda Galessiere; e-mail exchange with Jerry Hall, G.B. Taylor and R. McFadyen regarding	4.70



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		privilege; e-mail from G.B. Taylor regarding e-mail to Mario Forte and Richard Desgagnes regarding merchandise; e-mail from R. McFadyen regarding e-mail to Dom Magisano and Wayne Onchulenko;	
May 7, 2020	RAM	E-mail from G.B. Taylor regarding landlord terms; conference call with G.B. Taylor, articling student regarding landlord terms, privilege issues; e-mail from, e-mail to J. Hall, M. Rosensaft, G.B. Taylor regarding privilege issues; e-mail from, e-mail to P. Patel, A. Sherman regarding privileged documents; conference call with P. Patel, J. Hall, M. Rosensaft regarding privilege issues; e-mail from R. Desgagnes regarding branded goods; e-mail from, e-mail to P. Patel, G.B. Taylor, articling student regarding branded good; voice mail from W. Onchulenko regarding draft Orders; [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] e-mail from, e-mail to W. Onchulenko, D. Magisano regarding draft forms of Order; e-mail to J. Dacks, D. Rosenblat, C. Howden regarding draft forms of Order;	3.20
May 7, 2020	DMM	E-mail exchange with counsel; e-mail from counsel;	0.20
May 7, 2020	GBT	E-mail correspondence; telephone conference with R. McFadyen, M. LaBossiere re landlord terms, document order; various matters;	1.20
May 7, 2020	MML	Conference with R. McFadyen and G.B. Taylor regarding landlord issues; e-mail exchange with R. McFadyen	2.30



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		and Jerry Hall regarding privilege issues; conference call with R. McFadyen, Jerry Hall and Michael Rosensaft; e-mail from Richard Desgagnes regarding carrier issues; e-mail from Pritesh Patel regarding OEC/CRSA; e-mail from D. Mitchell regarding listing; e-mail from R. McFadyen regarding e-mail to Pritesh Patel regarding OEC/CRSA; e-mail from D. Mitchell regarding listing; e-mail from R. McFadyen regarding e-mail to Pritesh Patel regarding OEC/CRSA; e-mail from R. McFadyen regarding e-mail to Wayne Onchulenko; e-mail from R. McFadyen regarding general order; e-mail from R. McFadyen regarding e-mail to Jeremy Dacks, Catherine Howden and Dave Rosenblat regarding orders;	
May 8, 2020	RAM	Conference call with A. Sherman, P. Patel, articling student regarding general update regarding privilege issues, forms of Order, Gardena properties, OEC / CRSA issue; e-mail from P. Patel, D. Mitchell regarding Niagara offers; e-mail from, e-mail to J. Dacks, D. Rosenblat, C. Howden regarding conference call, draft Orders; e-mail from, e-mail to W. Onchulenko regarding General Order, access to Gardena properties; voice mail from W. Onchulenko regarding access to Gardena properties; conference call with J. Dacks, D. Rosenblat, C. Howden regarding forms of Order; e-mail from, e-mail to A. Sherman, articling student regarding additions to Service List; e-mail from, e-mail to R. Basil regarding sale of merchandise; e-mail to P. Patel, A. Sherman regarding sale of	3.40





<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		merchandise; e-mail from, e-mail to W. Onchulenko regarding draft Orders; e-mail from D. Ullmann regarding update; finalizing Sale Approval Order; E-filing Sale Approval Order; e-mail to P. Patel, A. Sherman regarding update; e-mail exchange with L. Galessiere, articling student regarding landlord issues;	
May 8, 2020	DMM	E-mail exchange with client; e-mails to counsel; reviewing revised offers to purchase; telephone call to counsel; e-mail exchange with counsel; e-mail to client;	2.20
May 8, 2020	MML	E-mail from R. McFadyen regarding draft orders; e-mail from Dave Rosenblat regarding draft orders; e-mail from Catherine Howden regarding draft orders; e-mail from Jeremy Dacks regarding draft orders; e-mail from R. McFadyen regarding service list; e-mail from R. McFadyen regarding main service list; e-mail from R. McFadyen regarding Millenium Fashions; e-mail from R. McFadyen regarding sale approval order; e-mail from Dave Rosenblat regarding scope of order; e-mail from R. McFadyen regarding sale approval Order; e-mail from R. McFadyen regarding e-mail to Pritesh Patel and Adam Sherman regarding General Order; e-mail exchange with R. McFadyen and Linda Galessiere regarding call;	1.30
May 9, 2020	RAM	E-mail from C. Howden, J. Dacks, D. Rosenblat regarding form of Order; conference call with L. Galessiere, articling student regarding landlord terms; conference with articling student regarding draft Landlord	1.20



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		Notice regarding terms; e-mail from W. Onchulenko regarding Gardena access; e-mail to P. Patel, A. Sherman, G.B. Taylor, articling student regarding update on landlord terms, Gardena access; e-mail from L. Galessiere regarding landlord terms;	
May 9, 2020	DMM	[REDACTED]; e-mail to client and counsel;	1.00
May 9, 2020	MML	Conference call with R. McFadyen and Linda Galessiere regarding landlord issues; telephone call from R. McFadyen regarding landlord issues and landlord notice;	0.70
Total Fees			\$ 18,255.00
GST/HST on Fees			\$ 912.75
RST on Fees			\$ 1,277.85
Total Fees, Disbursements and Taxes			\$ 20,448.79

GST Registration No. 121757413

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.



**THOMPSON  
DORFMAN  
SWEATMAN**

242 Hargrave Street, Suite 1700  
Winnipeg MB R3C 0V1  
Canada  
Tel (204) 957-1930  
Fax (204) 934-0570  
www.tdslaw.com  
general email: info@tdslaw.com

---

May 20, 2020

Richter Advisory Group Inc.  
Re: Receiver Nygard International Partnership  
Bay Wellington Tower  
3510 - 181 Bay Street  
Toronto ON M5J 2T3

Attention: Pritesh Patel, Partner

Invoice No. 610600 – ending May 17, 2020

Re: Claim against Nygard International Partnership Receivership  
Our Matter No. 65803 0173004 GBT

---

**REMITTANCE COPY**

Total Fees	\$	45,332.50
Total Disbursements	\$	152.95
Total GST/HST	\$	2,274.27
Total RST	\$	3,173.28
 Total Due This Invoice	 \$	 50,933.00

Please return this page with your payment payable to Thompson Dorfman Sweatman LLP.

GST Registration No. 121757413

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.



**THOMPSON  
DORFMAN  
SWEATMAN**

242 Hargrave Street, Suite 1700  
Winnipeg MB R3C 0V1  
Canada  
Tel (204) 957-1930  
Fax (204) 934-0570  
www.tdslaw.com  
general email: info@tdslaw.com

May 20, 2020

Richter Advisory Group Inc.  
Re: Receiver Nygard International Partnership  
Bay Wellington Tower  
3510 - 181 Bay Street  
Toronto ON M5J 2T3

Attention: Pritesh Patel, Partner

Invoice No. 610600 – ending May 17, 2020

Re: Claim against Nygard International Partnership Receivership  
Our Matter No. 65803 0173004 GBT

Disbursements:

Paid to	Companies Office Online	\$	25.00	*
Paid to	Legal Data Resources Corp.	\$	66.00	*
Paid to	Imaging	\$	61.95	*
Total Disbursements			\$	152.95
*GST/HST on Taxable Disbursements			\$	7.64

Our fees for all professional services:

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
May 10, 2020	MML	E-mail from Linda Galessiere regarding augmentation issue;	0.10
May 11, 2020	RAM	E-mail from D. Ullmann regarding wire information for trust funds; e-mail from, e-mail to D. Rosenblat regarding update; conference call with G.B. Taylor, D. Mitchell, articling student regarding update; e-mail to Justice Edmond's assistant regarding settling terms of Order; e-mail from, e-mail to J. Dacks, D. Rosenblat	1.40



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		regarding landlord terms, sale of Toronto property; e-mail from, e-mail to M. Rosensaft regarding update; e-mail from P. Patel, G.B. Taylor regarding termination of laid off employees;	
May 11, 2020	DMM	E-mail exchange with client; e-mail exchange with counsel; preparing for conference call with counsel; conference call with counsel; e-mail to client;	1.20
May 11, 2020	GBT	E-mail correspondence; conference call R. McFadyen, D. Mitchell. M. LaBossiere; employee matters; landlord notice, landlord terms order matters;	1.90
May 11, 2020	MML	E-mail exchange with Eric Finley regarding landlords; e-mail from Dave Rosenblat regarding order; conference call with G.B. Taylor, R. McFadyen and Drew Mitchell; e-mail from Dave Rosenblat regarding order; e-mail from R. McFadyen regarding order; e-mail from Jeremy Dacks regarding Order; e-mail from R. McFadyen regarding e-mail to Jeremy Dacks regarding Landlord Terms;	1.20
May 12, 2020	RAM	E-mail from G. Benchaya regarding Dillard's issue; e-mail to G.B. Taylor regarding Dillard's issue; e-mail from M. Rosensaft, P. Patel regarding response to Grand Jury Subpoena; e-mail from, e-mail to G.B. Taylor, P. Patel regarding landlord terms; e-mail from, e-mail to Trial Coordinator regarding call to settle terms of Orders; e-mail exchange with W. Onchulenko, D. Magisano, G.B. Taylor regarding conference call to settle order; conference with articling	4.80



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		student regarding landlord terms; e-mail from, e-mail to articling student regarding draft Landlord Terms; e-mail from, e-mail to D. Ullmann regarding trust funds; e-mail from, e-mail to J. Dacks regarding current draft forms of Orders; revising draft Landlord Notice, proposed terms; e-mail to P. Patel, A. Sherman, G.B. Taylor, articling student regarding draft Landlord Notice, proposed terms;	
May 12, 2020	DMM	E-mails from counsel; e-mail exchange with client; reviewing offer provisions; e-mail exchange with counsel; reviewing licence agreement; e-mail to counsel; e-mail exchange with counsel; reviewing offer to purchase;	2.10
May 12, 2020	GBT	E-mail correspondence; order matters; landlord terms matters; conference call P. Patel, R. McFadyen, M. LaBossiere; telephone discussion with P. Patel, [REDACTED] conference call arrangements; case conference matters; employee termination matters; 2.3	2.30
May 12, 2020	MML	Conference call with G.B. Taylor, R. McFadyen and Pritesh Patel regarding landlord terms; e-mail from G.B. Taylor regarding Gardena access; preparation of landlord notice; e-mail from R. McFadyen regarding case conference; [REDACTED] [REDACTED] e-mail exchange iwth Jeremy Dacks, Catherine Howden, R. McFadyen and G.B. Taylor regarding case conference; e-mail exchange with Jeremy Dacks, Catherine Howden, Dave Rosenblat, R. McFadyen and G.B. Taylor regarding call re privilege;	4.40



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		e-mail exchange with R. McFadyen regarding landlord terms;	
May 13, 2020	RAM	<p>[REDACTED]</p> <p>[REDACTED]; e-mail from G.B. Taylor, articling student regarding landlord terms, draft Order; conference call with G.B. Taylor, M. Rosensaft, regarding Grand Jury Subpoena; e-mail from Trial Coordinator, Justice Edmond's assistant regarding forms of Order; conference call with G.B. Taylor, J. Dacks, J. Amato, C. Howden regarding forms of Order; e-mail exchange with G.B. Taylor, articling student regarding draft Landlord Terms Order; conference call with P. Patel, G.B. Taylor, articling student regarding draft Landlord Terms Order; e-mail exchange with Justice Edmond regarding draft forms of Order; e-mail exchange with G.B. Taylor, J. Dacks regarding Documents and Electronic Files Access Order; preparing draft email to Justice Edmond regarding position of Receiver; revising draft Landlord Terms Order; e-mail to J. Dacks, M. Wasserman, D. Rosenblat, C. Howden regarding draft landlord terms order; e-mail to P. Patel, A. Sherman regarding draft landlord terms order; e-mail from W. Onchlenko regarding draft Brief; reviewing and considering draft Brief;</p>	6.00
May 13, 2020	DMM	<p>E-mail exchange with client; [REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED];</p> <p>e-mail exchange with client; e-mail exchange with counsel;</p>	5.20



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
May 13, 2020	GBT	E-mail correspondence; consider draft Landlord Notice; prepare and circulate draft Landlord Terms Order terms; revise draft terms; conference call M. Rosensaft, P. Patel, R. McFadyen, M. LaBossiere; telephone discussion with G. Benchaya re Dillard's matters; conference call J. Amato, J. Dacks, C. Howden, R. McFadyen, M. LaBossiere; conference call P. Patel, R. McFadyen, M. LaBossiere regarding Landlord Terms Order, [REDACTED]; edit and circulate revised draft Landlord Terms Order; prepare case conference, consider forms of orders, matters related to Documents and Electronic Files Access Order, General Order; consider draft summary to Justice Edmond; various telephone discussions with R. McFadyen, D. Mitchell; [REDACTED] prepare and circulate draft message to W. Onchulenko, D. Magisano; further revisions to draft Landlord Terms Order; review Onchulenko Motion Brief;	10.20
May 13, 2020	MML	E-mail exchange with G.B. Taylor regarding landlord terms; e-mail exchange with G.B. Taylor and R. McFadyen regarding landlord terms order; preparation of landlord terms order; conference call with G.B. Taylor, R. McFadyen, Catherine Howden, Jeremy Dacks and John Amato regarding privilege; e-mail exchange with G.B. Taylor, R. McFadyen, Pritesh Patel regarding landlord terms order; e-mail from Cathy Hildebrand regarding case conference; e-mail exchange with Eric Finely regarding landlords; e-mail from Justice Edmond regarding	6.80





<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		position of parties; e-mail exchange with R. McFadyen and G.B. Taylor regarding landlord terms order; e-mail from R. McFadyen regarding e-mail to Justice Edmond; e-mail from G.B. Taylor regarding CBC article; reviewing CBC article; e-mail to Jeremy Dacks, Marc Wasserman, Catherine Howden and Dave Rosenblat regarding CBC article; e-mail to Pritesh Patel, Eric Finley and Adam Sherman regarding CBC article; e-mail from G.B. Taylor regarding e-mail to Wayne Onchulenko and Dom Magisano regarding general order; e-mail from Brittini Van Dasselaar regarding Motion Brief of the Respondents; reviewing Motion Brief of Respondents; e-mail exchange with G.B. Taylor and R. McFadyen regarding motion brief authorities; research motion brief authorities; e-mail to G.B. Taylor and R. McFadyen regarding motion brief authorities; Teams call with R. McFadyen regarding authorities and common interest privilege;	
May 14, 2020	RAM	Conference call with J. Dacks, D. Rosenblat, C. Howden, G.B. Taylor, articling student regarding dealing with Brief of Respondents, motion to settle form of Order; attending at case conference before Justice Edmond regarding settling Order; e-mail from E. Bisceglia regarding update; e-mail to, e-mail from D. Ullmann regarding update; e-mail from, e-mail to articling student regarding landlord service list; e-mail from W. Onchulenko regarding Affidavit of G. Fenske regarding update; revising draft forms of Orders; e-mail from, e-mail to E. Finley, P. Patel regarding draft letters	4.20



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		regarding supplier re-possession of goods; e-mail to J. Dacks, C. Howden, G.B. Taylor regarding revised draft forms of Order; e-mail exchange with D. Magisano, W. Onchulenko regarding draft forms of Order; e-mail from, e-mail to, articling student regarding documents for Receiver's website; e-mail from G.B. Taylor regarding landlord terms; e-mail from D. Rosenblat regarding draft landlord terms; e-mail from G.B. Taylor, articling student regarding landlord terms, further Landlord Notice; e-mail from M. Rosensaft, G.B. Taylor regarding Grand Jury Subpoena; Finalizing and e-filing form of General Order; e-mail to L. Galessiere, J. Wuthmann regarding draft Landlord Terms Order;	
May 14, 2020	DMM	E-mails from client; [REDACTED] [REDACTED] [REDACTED] [REDACTED]; conference call with client; revising offers; conference call with client; revising offers; e-mail exchange with client; [REDACTED] e-mail exchange with client; e-mail exchange with counsel; reviewing credit agreement and security regarding leases; e-mail to counsel; telephone call from client; [REDACTED] [REDACTED]	6.70
May 14, 2020	GBT	E-mail correspondence; letter from Playacor counsel, follow up; review Onchulenko Brief, M. LaBossiere case analyses, prepare case conference; review draft Colliers agreement; conference call J. Dacks, C. Howden, R. McFadyen, M. LaBossiere; attend	7.40



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		and conduct case conference Justice Edmond; telephone discussion with J. Dacks; telephone discussion with R. McFadyen; consider edits to Documents Order; report to clients re status of Orders; Gardena matters; [REDACTED] [REDACTED] telephone discussion with D. Mitchell; consider edits to Landlord Terms Order; landlord notice matters; review Fenske May 13 affidavit; further matters re draft Landlord Terms Order; telephone discussions with P. Patel; review revised building offers; review Gardena Landlord Waivers, follow up regarding surrender; subpoena document disclosure matters;	
May 14, 2020	MML	Conference call with G.B. Taylor, R. McFadyen and Pritesh Patel regarding landlord terms; e-mail from G.B. Taylor regarding Gardena access; preparation of landlord notice; e-mail from R. McFadyen regarding case conference; [REDACTED] [REDACTED] e-mail exchange with Jeremy Dacks, Catherine Howden; R. McFadyen and G.B. Taylor regarding case conference; e-mail exchange with Jeremy Dacks, Catherine Howden, Dave Rosenblat, R. McFadyen and G.B. Taylor regarding call regarding privilege; e-mail exchange with R. McFadyen regarding landlord terms;	4.40
May 15, 2020	RAM	E-mail from Registrar re: General Order; e-mail to P. Patel, A. Sherman, G.B. Taylor regarding General Order; e-mail from, e-mail to J. Dacks regarding Sale Approval Order; e-mail from D. Magisano, G.B. Taylor regarding draft language regarding	3.00



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		Documents Order; telephone call to, e-mail from, e-mail to G.B. Taylor, articling student regarding draft Documents Order; e-mail to J. Dacks, D. Rosenblat, C. Howden regarding draft Documents Order; e-mail from, e-mail to E. Finley, articling student regarding landlord issues; e-mail from, telephone call from, e-mail to J. Dacks regarding form of Documents Order; e-mail from L. Galessier regarding landlord terms; reviewing and considering Affidavit of G. Fenske, Notice of Motion for lift stay; reviewing and considering information regarding Gardena leases, waivers; e-mail from G.B. Taylor regarding Gardena leases;	
May 15, 2020	DMM	E-mail exchange with client; [REDACTED] e-mail to client; e-mail from client; [REDACTED] telephone call to client; [REDACTED]; e-mail to client;	1.40
May 15, 2020	GBT	E-mail correspondence; [REDACTED] [REDACTED] [REDACTED] review D. Magisano revised draft Document Order; prepare and circulate further revisions to draft Document Order; consider Gardena Notice of Motion and follow up with counsel; Riocan request; Gardena motion matters; t [REDACTED] [REDACTED] [REDACTED] review Fenske May 13 affidavit, consider issues regarding Gardena motion;	5.80
May 16, 2020	RAM	E-mail from, e-mail to P. Patel, G.B. Taylor regarding Gardena lease information; e [REDACTED] [REDACTED]	0.80



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		<p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]; e-mail from D. Magisano regarding Documents order; e-mail exchange with G.B. Taylor, articling student regarding Documents order; reviewing Affidavit of G. Fenske, information regarding Gardena properties;</p>	
May 16, 2020	GBT	<p>E-mail correspondence; follow up with Katten regarding document production, Manitoba orders, Gardena motion; review Fenske Affidavit, lease files and consider issues; follow up with P. Patel regarding Fenske affidavit matters; [REDACTED]</p> <p>[REDACTED];</p> <p>[REDACTED] Documents Order matters; consider D. Magisano comments; consider privilege agreement; telephone discussion with P. Patel;</p>	6.20
May 17, 2020	RAM	<p>E-mail from G.B. Taylor, articling student regarding update [REDACTED]</p> <p>[REDACTED]; conference call with J.Hall, P. Patel, G.B. Taylor, articling student regarding Gardena issues, Documents order; e-mail from G. B. Taylor regarding Winnipeg properties; e-mail from, e-mail to G.B. Taylor regarding conference call; conference call with M. Rosensaft, P. Patel, G.B. Taylor, articling student regarding Documents order; e-mail from G.B. Taylor, D. Mitchell regarding credit card issue; e-mail from, e-mail from L. Galessiere regarding landlord terms; e-mail to</p>	2.50



<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>
		G.B. Taylor, articling student regarding landlord terms;	
May 17, 2020	DMM	E-mail exchange with counsel; telephone call to counsel; e-mails from counsel; reviewing Credit Agreement; reviewing receiver's report; e-mail to counsel; e [REDACTED] [REDACTED] [REDACTED] [REDACTED]; e-mail to client; e-mails from counsel; e-mail exchange with counsel;	2.90
May 17, 2020	GBT	E-mail correspondence; [REDACTED] [REDACTED] follow up with White Oak counsel regarding Gardena matters; prepare conference call; conference call P. Patel, J. Hall, R. McFadyen, M. LaBoissiere; follow up with W. Onchulenko regarding Notre Dame property; telephone discussion with J. Dacks; P. Nygard use of Notre Dame premises; [REDACTED]; conference call P. Patel, J. Hall, M. Rosenshaft, R. McFadyen, M. LaBossiere; landlord terms matters;	3.90
Total Fees			\$ 45,332.50
GST/HST on Fees			\$ 2,266.63
RST on Fees			\$ 3,173.28
Total Fees, Disbursements and Taxes			\$ 50,933.00

GST Registration No. 121757413

Interest will be charged at the rate of 7% per annum on unpaid invoices calculated from a date that is one month after the date of this invoice.

**This page left intentionally blank**

April 15, 2020

**VIA EMAIL: gbenchaya@richterconsulting.com**

**Gilles Benchaya**  
**Partner**  
**Richter Advisory Group Inc.**  
**200 South Wacker Drive, Suite 3100**  
**Chicago, IL 60606**

**Re: Nygard Chapter 15 Proceeding**

Dear Gilles:

I hope this letter finds you and yours healthy and safe.

Attached please find our Billing Statement for services rendered and expenses incurred in connection with Nygard Chapter 15 Proceeding for the period of **March 25, 2020** through and including **April 15, 2020** (the “Fee Period”) in the amount of **\$124,361.35**. Please note, that this amount is net of a \$25,000 discount on our fees as previously discussed. As a courtesy, I did not bill the Receiver for all of my time during the Fee Period.

In addition, as a courtesy to you, we wrote off the time of any Katten personnel who billed 2.00 hours or less during the Fee Period.

The work we performed during the Fee Period included, among other things:

- Preparing for and attending emergency hearing on motion seeking provisional relief;
- Preparing for and hearing on recognition of Canadian proceeding as foreign main proceeding under U.S. Bankruptcy Code, including negotiating with several parties regarding objections and inquiries about scope of recognition relief;
- Attending to issues regarding litigation against the Debtors in U.S. courts, including the grand jury subpoena and class action lawsuit;
- Attending to various labor and employment issues that the Debtors are facing;
- Preparing revisions to proposed order granting recognition, both before and after recognition hearing;



April 15, 2020  
Page 2

- Preparing response to limited objection to recognition filed by Peter Nygard nad reviewing other statements and objections filed regarding the recognition hearing;
- Researching and analyzing circumstances in which courts have refused to extend the automatic stay to non-debtor parties in pending litigation;
- Reviewing and revising document access order and conferring with various interested parties regarding same;
- Attending to issues regarding Gardena properties, including access to California facility and payment of rent;
- Analyzing potential claims by and against vendors (*e.g.*, Dillard's Inc.) and related matters and conferring with the Receiver regarding same;
- Analyzing privilege and conflict issues with respect to grand jury subpoena and third-party access to privileged materials pursuant to a court order; and
- Attending to calls, correspondence and other matters in respect to all of the foregoing.

We would appreciate the processing of the attached Billing Statement for payment at your earliest convenience. If you have any questions, please feel free to contact me at (212) 940-8700 or at sreisman@katten.com.

It is our privilege and pleasure to be of service, and we appreciate and value the trust and confidence you have placed in us.

Be safe, be smart, be healthy, be kind, be generous, be patient, be healthy and be positive.

My best.

Sincerely,



Steven J. Reisman

Attachment

cc: Jerry Hall, Esq. (w/attachment, By Email: jerry.hall@katten.com)  
(Katten Muchin Rosenman LLP)

# Katten

Direct Billing Inquiries to:  
**Lisa Quintana**  
212-940-8573  
lisa.quintana@katten.com

**575 Madison Avenue**  
**New York, NY 10022-2585**

April 15, 2020

Richter Advisory Group Inc.  
Attn: Gilles Benchaya  
200 South Wacker Drive, Suite 3100  
Chicago, IL 60606

Invoice No. 1301616906  
Client No. 393878  
Matter No. 00001

FEIN: 36-2796532

**Re: Nygard Chapter 15 Proceeding** (393878.00001)

For legal services rendered through April 15, 2020 .....	\$148,170.00
Less: Courtesy Discount .....	(25,000.00)
Sub-Total Fees:	\$123,170.00
Disbursements and other charges.....	\$1,191.35

**CURRENT INVOICE TOTAL: \$124,361.35**

Disbursements and other charges incurred which have not yet been posted as of the above date will be billed at a later date.

Katten Muchin Rosenman LLP is an Illinois limited liability partnership including professional corporations that has elected to be governed by the Illinois Uniform Partnership Act (1997).  
Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

**PROFESSIONAL SERVICES**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
25 Mar 20	Hall, Jerry L.	Prepare for and attend hearing of provisional relief motion (including pre-hearing call with S. Reisman and C. Giglio) (1.40); revise provisional relief order (.70); email with J. Bregman regarding provisional relief order (.40); confer with C. Giglio and S. Reisman regarding provisional relief order (.50); call among G. Benchaya, P. Patel and S. Reisman regarding receivership and provisional relief order (.50)	3.50
25 Mar 20	Reisman, Steven	Review documentation and prepare for hearing on provisional relief in connection with Nygard chapter 15 as well as discussions with J. Hall and C. Giglio prior to and following today's hearing; participate in today's provisional relief hearing and next steps regarding same; discussion with G. Benchaya, P. Patel and J. Hall regarding provisional relief granted and strategy (2.80)	2.80
25 Mar 20	Giglio, Cindi	Prepare for and attend first day preliminary hearing (1.40); review terms of order and discuss same with J. Hall (1.20)	2.60
25 Mar 20	Rosella, Michael	Attend hearing pre-call with Katten team and discuss dial-in lines for hearing with M. Siena (.50); discuss service issues with M. Siena (.30)	0.80
25 Mar 20	Christensen, Lisa	Review emails from M. Gyves and E. Finley regarding employee [REDACTED] issues (.30); conference with K. Saracene regarding same (.70)	1.00
25 Mar 20	Gyves, Michelle	Analyze [REDACTED] attendant to furlough (.30)	0.30
26 Mar 20	Hall, Jerry L.	Call with B. Taylor regarding document access and related matters (.90); revise document access order (.80); email and call with C. Giglio regarding same (.40); research regarding [REDACTED] issues (grand jury subpoena, document access order) (1.20); review and serve provisional order (.30)	3.60
26 Mar 20	Reisman, Steven	Follow-up regarding possible retention of auctioneer and security person and next steps regarding chapter 15 and feedback on proposed interim order and relief and status (1.10)	1.10
26 Mar 20	Giglio, Cindi	Call to discuss Access Order and related follow up with J. Hall; review and revise same (2.30)	2.30
26 Mar 20	Rosella, Michael	Review case law and scholarly articles [REDACTED] and discuss with J. Hall (1.00)	1.00
26 Mar 20	Christensen, Lisa	Review provisions in [REDACTED] (.50)	0.50
27 Mar 20	Hall, Jerry L.	Call and email with E. Spiro, C. Giglio and others regarding class action lawsuit (.60)	0.60
27 Mar 20	Reisman, Steven	Follow-up regarding class action and discussion with J.	0.30

**PROFESSIONAL SERVICES**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
		Hall regarding same (.30)	
27 Mar 20	Giglio, Cindi	Call regarding class action and related follow up (.70)	0.70
27 Mar 20	Rosella, Michael	Continue to review case law and scholarly articles on whether [REDACTED] and prepare email summary for J. Hall (.60)	0.60
27 Mar 20	Christensen, Lisa	Conference with Richter group and Nygard human resources group regarding [REDACTED] (1.00); draft notice to employees regarding same (1.20)	2.20
28 Mar 20	Hall, Jerry L.	Email among P. Patel, B. Taylor and others regarding Gardena DC and other matters (.20)	0.20
28 Mar 20	Reisman, Steven	Continued follow-up regarding matters related to premises, chapter 15 and stay of class action and matters with respect to employment issues (.40)	0.40
29 Mar 20	Hall, Jerry L.	Email and call among B. Taylor, C. Giglio, P. Patel, S. Reisman and others regarding Gardena properties and related matters (1.30); call with S. Reisman and C. Giglio regarding receivership issues (.20); draft email regarding coordinating access to Gardena properties (.40); email among P. Patel, B. Taylor and others regarding document and property access and related matters (.30)	2.20
29 Mar 20	Reisman, Steven	Review emails in preparation for today's conference call with Canadian counsel for receiver as well as representatives of Richter in connection with receivership and discussion [REDACTED] and next steps in connection with all of the foregoing; review emails from counsel in preparation for conference call; follow-up with J. Hall and C. Giglio regarding next steps (2.70)	2.70
29 Mar 20	Giglio, Cindi	Call with Canadian counsel and receiver related to Gardena property; review and comment on email with respect to same (2.40)	2.40
30 Mar 20	Rosensaft, Michael M.	Call regarding grand jury subpoena (.50)	0.50
30 Mar 20	Hall, Jerry L.	Call with M. Rosensaft and C. Giglio regarding litigation issues (.50); email with E. Spiro, C. Harwood and others regarding class action litigation and related matters (.30); review provisional and proposed recognition order regarding certain real estate, document and litigation matters (1.10)	1.90
30 Mar 20	Reisman, Steven	Update regarding matters related to Nygard including status of access to California facility review correspondence related to California property and responding to inquiry from potential purchaser; follow-up and review of emails regarding Nygard Matter and	0.70

**PROFESSIONAL SERVICES**  
Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
		next steps (.70)	
30 Mar 20	Giglio, Cindi	Call with M. Rosensaft and J. Hall to discuss issues related to subpoena and transition of litigation to Katten (.40)	0.40
31 Mar 20	Hall, Jerry L.	Call and email among B. Taylor, G. Benchaya, P. Patel, S. Reisman and others (1.00); email among E. Finley, M. Gyves and others regarding employee matters (.30)	1.30
31 Mar 20	Reisman, Steven	Attend to matters regarding Nygard and participate in call regarding potential interest in property, obligation to make lease payment and [REDACTED] and strategy [REDACTED] and matters related to maximizing value of assets, retention of Hilco and next steps (2.60)	2.60
31 Mar 20	Christensen, Lisa	Review email from E. Finley and J. Hall (.10)	0.10
31 Mar 20	Gyves, Michelle	Review and analyze issues related to payment of final wages and vacation (.50)	0.50
01 Apr 20	Hall, Jerry L.	Call with B. Taylor regarding document access and related matters (.30); review revised document access order (.50); email with C. Giglio regarding litigation issues (.20)	1.00
01 Apr 20	Gyves, Michelle	Analyze issues related to [REDACTED] requirements under receivership and prepare advice regarding same (1.50)	1.50
02 Apr 20	Hall, Jerry L.	Revise document access order (regarding non-debtor document addition) (.80); email with M. Gyves, P. Patel and others regarding employee matters (.30); research regarding certain wage claims (.50)	1.60
02 Apr 20	Gyves, Michelle	Review, analyze and respond to inquiry regarding wage and accrued vacation liability (.50)	0.50
03 Apr 20	Rosensaft, Michael M.	Prepare for and have call with client regarding subpoena and civil action (1.80); call with counsel for Peter Nygard regarding subpoena (.80)	2.60
03 Apr 20	Hall, Jerry L.	Call among G. Benchaya, B. Taylor, M. Rosensaft and S. Reisman regarding grand jury subpoena and related matters (1.50); call and email with M. Rosensaft regarding grand jury subpoena (.20); email with G. Benchaya regarding grand jury subpoena (.20); email with F. Torres regarding Blueprint litigation (.30)	2.20
03 Apr 20	Reisman, Steven	Participate in extensive conference call regarding Nygard litigation issues with participants including G. Benchaya, P. Patel, M. Rosensaft and B. Taylor Canadian counsel for receiver; discussion of issues on call related to grand jury subpoena, class action, stay of litigation, gathering of documentation and information and responding to document request of United States Attorney's office in connection with grand jury subpoena and follow-up regarding matters related to same (2.40)	2.40
04 Apr 20	Hall, Jerry L.	Review revised document access order (.60); email	0.80

**PROFESSIONAL SERVICES**  
Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
04 Apr 20	Reisman, Steven	with S. Reisman and M. Rosensaft regarding document review and related matters (.20) Attend to matters regarding document production issues and review of proposed electronic files access order from B. Taylor of TTS law firm in Manitoba as well as follow-up discussions with Katten team regarding same (.80)	0.80
05 Apr 20	Rosensaft, Michael M.	Analyze Canada order regarding document accessibility (.80); summarize grand jury status (.30)	1.00
05 Apr 20	Hall, Jerry L.	Revise talking points regarding [REDACTED] and related matters (.30); email among M. Rosensaft and S. Reisman regarding talking points (.20); review revised document access order (.40); email among M. Rosensaft and S. Reisman regarding document access order (.30)	1.20
05 Apr 20	Reisman, Steven	Attend to review of proposed correspondence to secured lenders regarding Nygard and Nygard Inc. and addressing US Attorneys office in the Southern District of NY grand jury subpoena and follow-up exchange of emails with M. Rosensaft and others regarding comments to feedback to secured lenders (1.10); review revised document access order and comments from M. Rosensaft as well as follow-up discussions with J. Hall and responding to draft of proposed order (.70)	1.80
06 Apr 20	Rosensaft, Michael M.	Prepare for and have call with client regarding Canadian order and grand jury subpoena (1.30); review Canadian order (.80)	2.10
06 Apr 20	Hall, Jerry L.	Email with G. Benchaya, B. Taylor and others regarding document access order (.40); call with M. Rosensaft regarding document access order, grand jury subpoena and related matters (.90); call with M. Rosensaft and B. Taylor regarding document access order (.60); email with D. Magisano regarding Gardena property (.10); email with B. Taylor regarding letter addressing Shanghai employees and related matters (.20)	2.10
06 Apr 20	Reisman, Steven	Update regarding matters related to grand jury subpoena and status of responding to same and discussions regarding same (.40)	0.40
07 Apr 20	Rosensaft, Michael M.	Call with client regarding subpoena (.60); call with prosecutors regarding subpoena (.80); review subpoena and orders (.60)	2.00
07 Apr 20	Hall, Jerry L.	Call with J. Bregman regarding stay issues (.60); call with G. Benchaya (.70); call with B. Taylor regarding access order (.40); revise access order (.10); email with G. Gutzler regarding assets of estate (.30); email with M. Rosella regarding outstanding litigation matters (.20); call among M. Rosensaft and B. Taylor regarding subpoena (.40); review limited objection of	3.00

**PROFESSIONAL SERVICES**  
Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
07 Apr 20	Reisman, Steven	P. Nygard (.30) Continued follow-up regarding matters related to stay of litigation, on going litigation, next steps in connection with application of stay and responding to grand jury subpoena and emails and follow-up regarding same (1.10)	1.10
07 Apr 20	Rosella, Michael	Coordinate with Katten Library to conduct pending litigation search involving the Nygard Debtors in the United States, review results, and discuss with J. Hall (.70)	0.70
08 Apr 20	Rosensaft, Michael M.	Prepare for and have call with lender regarding grand jury subpoena (.60)	0.60
08 Apr 20	Hall, Jerry L.	Call with G. Gutzler and C. Giglio regarding allegations of theft against P. Nygard (.40); call among J. Amato, J. Divack and M. Rosensaft regarding subpoena and related matters (.70); call with M. Rosensaft regarding production options (.30); call among P. Patel, G. Benchaya, B. Taylor, C. Giglio and others regarding class action litigation, subpoena and related matters (1.30)	2.70
08 Apr 20	Reisman, Steven	Participate in conference call with Canadian counsel and receiver regarding Nygard matter and recent findings and update on litigation and strategy (.80)	0.80
08 Apr 20	Reisman, Steven	Participate in conference call with G. Benchaya, P. Patel and B. Taylor regarding matters related to ongoing litigation and strategy [REDACTED] (only participated for portion of call) and follow-up related to same (.80)	0.80
08 Apr 20	Giglio, Cindi	Call with J. Hall to discuss strategy, [REDACTED] call with clients and Canadian counsel regarding strategy for issues related to class action (2.20)	2.20
09 Apr 20	Hall, Jerry L.	Email with G. Gutzler regarding investigation (.20); draft response to limited objection of P. Nygard (2.00); email with F. Torres regarding Blueprint litigation (.20); research regarding [REDACTED] (2.60); email with M. Rosella regarding [REDACTED] research (.30); call with G. Gutzler regarding class action litigation (.40)	5.70
09 Apr 20	Reisman, Steven	Attend to matters regarding responding to potential objections in connection with final recognition order and update on blue print litigation and implications of automatic stay and review of emails regarding same as well as follow-up regarding preparation for final recognition hearing (1.80)	1.80
09 Apr 20	Giglio, Cindi	Attention to call with Class Action attorney and related issues (.70)	0.70
09 Apr 20	Rosella, Michael	Review limited objection to recognition filed by P. Nygard and circulate cases cited therein to J. Hall (.50); research whether [REDACTED]	2.50

**PROFESSIONAL SERVICES**  
Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
		[REDACTED] and prepare email summary with research for J. Hall (1.70); review recognition order and provisional relief order [REDACTED] and discuss with J. Hall (.30)	
10 Apr 20	Rosensaft, Michael M.	Analyze issues for response to grand jury subpoena (.40)	0.40
10 Apr 20	Hall, Jerry L.	Review revised response to limited objection (.50); review additional research regarding [REDACTED] (2.10); research regarding class action lawsuit funding and merits (.60); email among K. Nic, P. Patel and others regarding request for access to premises (.20); email with C. Egleson regarding revisions to the proposed recognition order (.20)	3.60
10 Apr 20	Reisman, Steven	Review Nygard limited objections and follow-up regarding strategy related to same (.40)	0.40
10 Apr 20	Giglio, Cindi	Review and comment on response to Nygard limited objection and call to address same (.70)	0.70
10 Apr 20	Rosella, Michael	Research case law where [REDACTED] [REDACTED] prepare email summary for J. Hall; discuss same with J. Hall (2.30)	2.30
11 Apr 20	Hall, Jerry L.	Call and email with B. Taylor regarding response to limited objection (.40); call and email with S. Reisman regarding response to limited objection (40); revise response to limited objection (multiple iterations) (1.90); email from J. Bregman regarding Blueprint litigation (.10); email with P. Patel, B. Taylor and others regarding Blueprint litigation (.10); revise proposed recognition order (.80)	3.70
11 Apr 20	Rosella, Michael	Review and revise proposed recognition order and discuss with J. Hall (1.20)	1.20
12 Apr 20	Hall, Jerry L.	Email with P. Patel, G. Benchaya, S. Reisman and others regarding revised recognition order (.40); further revise recognition order (.80)	1.20
12 Apr 20	Reisman, Steven	Continued work on matters related to upcoming recognition hearing and preparation for final recognition hearing and review of objection and prepare for argument in connection with final recognition and review of statutes and supporting case law (2.30)	2.30
12 Apr 20	Rosella, Michael	Prepare notice of revised recognition order and discuss with J. Hall (1.00); revise calendar invitations for upcoming hearing to include dial-in information for all phone lines (.30); review and revise response to P.	2.00



**PROFESSIONAL SERVICES**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
13 Apr 20	Rosensaft, Michael M.	Nygard objection and prepare document for filing (.70)	1.30
13 Apr 20	Hall, Jerry L.	Call with client regarding subpoena (.50); analyze issues for production of documents (.80) Draft and revise proffer (1.70); draft and revise argument outline (including review of relevant Bankruptcy code section and proposed recognition order (2.80); call among B. Taylor, J. Amato and others regarding document access order and related issues (1.30); call with S. Schneier regarding defamation action (.20); calls with G. Benchaya to prepare for possible testimony and cross-examination and related matters (2.30); review statement by lenders (.40); revise recognition order and notice regarding same (.80); review objection by class action plaintiffs (.50); call with S. Esserman, S. Reisman and others (.80); call with B. Taylor and M. Rosensaft regarding subpoena and document access (.90)	11.70
13 Apr 20	Reisman, Steven	Participate in chapter 15 hearing preparation with G. Benchaya and J. Hall and follow-up regarding matters related to same; participate in update call regarding grand jury subpoena and review notes for portion of call I missed; participation in call with S. Esserman regarding litigation related to minors and request for stay by receivers in connection with class action litigation and position of receiver in connection with same and responding to inquiries from class action counsel; preparation for tomorrow's chapter 15 hearing and review materials in preparation for same (3.30); continued review of outline for tomorrow's hearing as well as objection of class plaintiffs and objection of Nygard and follow-up regarding final recognition order (1.50)	4.80
13 Apr 20	Rosella, Michael	Review and revise Revised Proposed Recognition Order, and prepare Notice and Revised Proposed Order for filing (.70); discuss filing with J. Hall and M. Siena and coordinate filing (.30)	1.00
14 Apr 20	Hall, Jerry L.	Prepare for and attend recognition hearing (including pre-hearing call with S. Reisman and C. Giglio) (3.50); call and email with B. Lainchak regarding bank activities (.30); call with S. Reisman and G. Benchaya regarding recognition order and Dillard's matters (.40); call with G. Benchaya regarding Dillard's claims and related matters (.50); call with M. Rosensaft regarding grand jury subpoena (.30); call with F. Torrence regarding Blueprint litigation (.30); revise recognition order (.50); email among several regarding comments	7.40

**PROFESSIONAL SERVICES**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
14 Apr 20	Reisman, Steven	and objections to recognition order (.50); call with B. Taylor, M. Rosensaft, P. Patel and others regarding grand jury subpoena and related matters (.90); email among P. Patel, B. Taylor and others regarding RICO action (.20)	4.70
14 Apr 20	Giglio, Cindi	Review materials in preparation for Nygard final recognition hearing as well as draft of presentation and draft of proposed proffer for G. Benchaya and follow-up regarding matters related to same (1.30); attend by telephone hearing on final recognition hearing in connection with Nygard entities receivership recognition of foreign Canadian receiving before Judge Bernstein and review materials while waiting almost 2 hours for Judge Bernstein to call our matter (2.20); review mark up of final recognition order and comments from J. Bregman on behalf of IP claimants and S. Esserman on behalf of class action claimants and follow-up regarding J. Hall regarding matters related to same (.70); follow-up regarding grand jury subpoena and related documentation and document production (.30)	3.20
14 Apr 20	Rosella, Michael	Prepare for and attend recognition hearing (3.20)	0.20
		Review Katten records to determine scope of initial conflicts review (.20)	
<b>TOTALS:</b>			<b>138.50</b>

**SUMMARY OF PROFESSIONAL SERVICES**

Matter 00001: Nygard Chapter 15 Proceeding

	<b>Attorney or Assistant</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
45200	Christensen, Lisa	3.80	835.00	\$3,173.00
44904	Giglio, Cindi	15.20	1,045.00	\$15,884.00
45288	Gyves, Michelle	2.80	950.00	\$2,660.00
44155	Hall, Jerry L.	61.20	1,080.00	\$66,096.00
44842	Reisman, Steven	32.70	1,325.00	\$43,327.50
45177	Rosella, Michael	12.30	565.00	\$6,949.50
43195	Rosensaft, Michael M.	10.50	960.00	\$10,080.00
<b>TOTAL:</b>		<b>138.50</b>		<b>\$148,170.00</b>

**DISBURSEMENTS**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Description</b>	<b>Amount</b>
20 Mar 20	VENDOR: Hall, Jerry L. INVOICE#: 4072123703202024 DATE: 3/20/2020 after hours taxi home Date Incurred: 03/09/20	76.52
30 Mar 20	VENDOR: Federal Express Corp. INVOICE#: 696448581 DATE: 3/23/2020 From: Jerry Hall To: 1431 Associates LLC 1185 AVENUE OF THE AMERICAS FL 10,NEW YORK NY,10036 US: On: 3/19/2020; Tracking ID: 391248465940	11.63
30 Mar 20	VENDOR: Federal Express Corp. INVOICE#: 696448581 DATE: 3/23/2020 From: Jerry Hall To: STARR Indemnity 399 PARK AVE FL 2,NEW YORK NY,10022 US: On: 3/19/2020; Tracking ID: 391249689320	11.63
30 Mar 20	VENDOR: Federal Express Corp. INVOICE#: 696448581 DATE: 3/23/2020 From: Jerry Hall To: Burberry Limited 444 Madison Avenue, Suite 436,NEW YORK NY,10022 US: On: 3/19/2020; Tracking ID: 391249583179	11.63
30 Mar 20	VENDOR: Federal Express Corp. INVOICE#: 696448581 DATE: 3/23/2020 From: Jerry Hall To: Zurich American Insurance Company 1299 ZURICH WAY,SCHAUMBURG IL,60196 US: On: 3/19/2020; Tracking ID: 391249649360	24.90
30 Mar 20	VENDOR: Federal Express Corp. INVOICE#: 696448581 DATE: 3/23/2020 From: Jerry Hall To: Chico's Brand Investments Inc. 11215 METRO PKWY,FORT MYERS FL,33966 US: On: 3/19/2020; Tracking ID: 391249615064	28.85
30 Mar 20	VENDOR: Federal Express Corp. INVOICE#: 696448581 DATE: 3/23/2020 From: Jerry Hall To: Enterprise Aviation Bermuda Ltd. 1 YAWL ST,MARINA DEL REY CA,90292 US: On: 3/19/2020; Tracking ID: 391249515440	38.73
31 Mar 20	VENDOR: Federal Express Corp. INVOICE#: 697145171 DATE: 3/30/2020 From: Jerry Hall To: Letitia James, Attorney General Office of the Attorney General 120 BROADWAY,NEW YORK CITY NY,10271 US: On: 3/21/2020; Tracking ID: 391275336716	11.63
31 Mar 20	VENDOR: Federal Express Corp. INVOICE#: 697145171 DATE: 3/30/2020 From: Jerry Hall To: Chico's Brand Investments Inc. 11215 METRO PKWY,FORT MYERS FL,33966 US: On: 3/20/2020; Tracking ID: 391266417421	16.52
31 Mar 20	VENDOR: Federal Express Corp. INVOICE#: 697145171 DATE: 3/30/2020 From: Jerry Hall To: Burberry Limited 444 Madison Avenue, Suite 436,NEW YORK NY,10022 US: On: 3/20/2020; Tracking ID: 391266384827	9.87
31 Mar 20	VENDOR: Federal Express Corp. INVOICE#: 697145171 DATE: 3/30/2020 From: Jerry Hall To: Zurich American Insurance Company 1299	16.21

**DISBURSEMENTS**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Description</b>	<b>Amount</b>
	ZURICH WAY,SCHAUMBURG IL,60196 US: On: 3/20/2020; Tracking ID: 391266452456	
31 Mar 20	VENDOR: Federal Express Corp. INVOICE#: 697145171 DATE: 3/30/2020	9.87
	From: Jerry Hall To: STARR Indemnity 399 PARK AVE FL 2,NEW YORK NY,10022 US: On: 3/20/2020; Tracking ID: 391266486763	
31 Mar 20	VENDOR: Federal Express Corp. INVOICE#: 697145171 DATE: 3/30/2020	23.91
	From: Jerry Hall To: Enterprise Aviation Bermuda Ltd. 1 YAWL ST,MARINA DEL REY CA,90292 US: On: 3/20/2020; Tracking ID: 391266345657	
31 Mar 20	VENDOR: Federal Express Corp. INVOICE#: 697145171 DATE: 3/30/2020	30.83
	From: Jerry Hall To: California Office of Attorney Gen. Dept. of Justice 1300 I ST,SACRAMENTO CA,95814 US: On: 3/21/2020; Tracking ID: 391275547086	
31 Mar 20	VENDOR: Federal Express Corp. INVOICE#: 697145171 DATE: 3/30/2020	9.87
	From: Jerry Hall To: 1431 Associates LLC 1185 AVENUE OF THE AMERICAS FL 10,NEW YORK NY,10036 US: On: 3/20/2020; Tracking ID: 391266232963	
31 Mar 20	VENDOR: Federal Express Corp. INVOICE#: 324554034 DATE: 3/24/2020	47.12
	From: JERRY HALL To: DAN HYDE, SR. MGR ORLANDO CORPORATION 6205 AIRPORT ROAD,MISSISSAUGA ON,L4V1E3 CA: On: 3/19/2020; Tracking ID: 391248384092	
31 Mar 20	Westlaw Legal Research: NUSSBAUM,JAKE on 03/24/2020	47.44
31 Mar 20	Westlaw Legal Research: GALERMAN,CHASE on 03/11/2020	94.87
31 Mar 20	Westlaw Legal Research: ROSELLA,MICHAEL on 03/27/2020	40.47
01 Apr 20	VENDOR: Rosella, Michael INVOICE#: 4108969504011814 DATE: 4/1/2020 After hours cab home Date Incurred: 03/06/20	12.37
01 Apr 20	VENDOR: Rosella, Michael INVOICE#: 4108969504011814 DATE: 4/1/2020 After hours cab home Date Incurred: 03/07/20	11.37
01 Apr 20	VENDOR: Rosella, Michael INVOICE#: 4108969504011814 DATE: 4/1/2020 After hours cab home Date Incurred: 03/09/20	10.80
01 Apr 20	VENDOR: Rosella, Michael INVOICE#: 4108969504011814 DATE: 4/1/2020 Cab to U.S. Trustee's Office Date Incurred: 03/10/20	21.72
01 Apr 20	VENDOR: Rosella, Michael INVOICE#: 4108969504011814 DATE: 4/1/2020 Cab from U.S. Trustee's Office to Katten Office Date Incurred: 03/10/20	28.89
01 Apr 20	VENDOR: Rosella, Michael INVOICE#: 4108969504011814 DATE: 4/1/2020 Telephonic appearance at court hearing Date Incurred: 03/25/20	70.00
01 Apr 20	VENDOR: Hall, Jerry L. INVOICE#: 4098923304011814 DATE: 4/1/2020 Telephonic appearance at Court Hearing Date Incurred: 03/25/20	70.00
03 Apr 20	VENDOR: Federal Express Corp. INVOICE#: 324741334 DATE: 3/31/2020	38.69
	From: JERRY HALL To: DAN HYDE, SR. MGR ORLANDO CORPORATION 6205 AIRPORT ROAD,MISSISSAUGA	

**DISBURSEMENTS**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Description</b>	<b>Amount</b>
03 Apr 20	ON,L4V1E3 CA: On: 3/20/2020; Tracking ID: 391266181112 VENDOR: Federal Express Corp. INVOICE#: 324741334 DATE: 3/31/2020 From: JERRY HALL To: ROYAL & SUN ALLIANCE INSURANCE COMPANY OF CANADA 18 YORK ST., SUITE 800,TORONTO	38.69
03 Apr 20	ON,M5J2T8 CA: On: 3/20/2020; Tracking ID: 391266538834 VENDOR: Federal Express Corp. INVOICE#: 324741334 DATE: 3/31/2020 From: JERRY HALL To: BISHARA TEXTILE AND GARMENT MFG CO INDUSTRIAL ZONE B2 EGYPT, P.O.,MASR WE EL SUDAN STREET,RAMADAN EG: On: 3/19/2020; Tracking ID: 391248164349	61.59
03 Apr 20	VENDOR: Federal Express Corp. INVOICE#: 324741334 DATE: 3/31/2020 From: JERRY HALL To: BRAUSE INVESTMENTS, INC. EDSO NYGARD PROPERTIES LTD. 1771 INKSTER BLVD.,ATTN: LEGAL DEPARTMENT,WINNIPEG MB,R2X1R3 CA: On: 3/19/2020; Tracking ID: 391248540515	47.12
03 Apr 20	VENDOR: Federal Express Corp. INVOICE#: 324741334 DATE: 3/31/2020 From: JERRY HALL To: ROYAL & SUN ALLIANCE INSURANCE COMPANY OF CANADA 18 YORK ST., SUITE 800,TORONTO	46.75
03 Apr 20	ON,M5J2T8 CA: On: 3/19/2020; Tracking ID: 391249736570 VENDOR: Federal Express Corp. INVOICE#: 324741334 DATE: 3/31/2020 From: JERRY HALL To: BISHARA TEXTILE AND GARMENT MFG CO INDUSTRIAL ZONE B2 EGYPT, P.O.,MASR WE EL SUDAN STREET,RAMADAN EG: On: 3/20/2020; Tracking ID: 391265427996	54.17
03 Apr 20	VENDOR: Federal Express Corp. INVOICE#: 324741334 DATE: 3/31/2020 From: JERRY HALL To: BRAUSE INVESTMENTS, INC. EDSON NYGARD PROPERTIES LTD. 1771 INKSTER BLVD.,ATTN: LEGAL DEPARTMENT,WINNIPEG MB,R2X1R3 CA: On: 3/20/2020; Tracking ID: 391266272956	38.69
08 Apr 20	VENDOR: Hall, Jerry L. INVOICE#: 4117395504082137 DATE: 4/8/2020 Telephone charges for calls with client in Canada Charges for calls from 2/24/20 to 3/23/20 Date Incurred: 04/08/20	25.00
08 Apr 20	VENDOR: Hall, Jerry L. INVOICE#: 4117395504082137 DATE: 4/8/2020 Telephone charges for calls with client in Canada Telephone charges from 3/24/20 to 3/31/20 Date Incurred: 04/08/20	53.00
<b>TOTAL:</b>		<b>\$1,191.35</b>

**SUMMARY OF DISBURSEMENTS**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Description</b>	<b>Amount</b>
Database/Library Research Services	182.78
Courier	628.90
Out of Town Travel	239.67
Court Costs	\$140.00
<b>TOTAL:</b>	<b>\$1,191.35</b>

**MATTER TOTAL:           \$149,361.35**

# Katten

575 Madison Avenue  
New York, NY 10022-2585

## REMITTANCE

Please include this remittance advice with your payment to ensure proper account crediting

**Attorney:** 44842 - Steven Reisman  
**Client:** 393878 - Richter Advisory Group Inc.  
**Matter:** 00001 - Nygard Chapter 15 Proceeding

**Invoice No.:** 1301616906  
**Invoice Date:** 15 Apr 20

**Current Invoice Charges:** \$124,361.35

### Wire Instructions:

Reference: 393878.00001

JP Morgan Chase Bank  
1211 Avenue of the Americas, 39th Floor  
New York, New York 10036  
ABA #021000021  
Swift Code: CHASUS33

For Credit To: Katten Muchin Rosenman LLP  
Operating Account  
Account #967343933

When wiring a payment please fax a copy of the Remittance to Jean Monteforte at 212-940-7175

Please direct any billing inquiries to Lisa Quintana at 212-940-8573 or e-mail [lisa.quintana@katten.com](mailto:lisa.quintana@katten.com)

May 13, 2020

**VIA EMAIL: gbenchaya@richterconsulting.com**

**Gilles Benchaya**  
**Partner**  
**Richter Advisory Group Inc.**  
**200 South Wacker Drive, Suite 3100**  
**Chicago, IL 60606**

**Re: Nygard Chapter 15 Proceeding**

Dear Gilles:

I hope this letter finds you and yours healthy and safe.

Attached please find our Billing Statement for services rendered and expenses incurred in connection with Nygard Chapter 15 Proceeding for the period of **April 9, 2020** through and including **May 8, 2020** (the "Fee Period") in the amount of **\$72,706.76**.

As a courtesy to you and to be sensitive on our fees, I have not billed a substantial portion of my time for this engagement.

The work we performed during the Fee Period included, among other things:

- Attending to multiple issues regarding litigation and claims by and against the Debtors in U.S. courts, including the grand jury subpoena, class action lawsuit, alleged trademark infringement claims, defamation action and Blueprint litigation;
- Preparing for and attending a final hearing on recognition of the Canadian proceeding as a foreign main proceeding under the U.S. Bankruptcy Code, including attending to several inquiries regarding the scope of the relief sought;
- Responding to formal and informal objections to the proposed order granting recognition of the Canadian receivership proceeding as a foreign main proceeding, including preparing revisions to the proposed order;
- Reviewing and discussing the draft complaint and amended complaint regarding the Debtors' pending RICO action against L. Bacon; and



May 13, 2020  
Page 2

- Attending to calls, correspondence and other matters in respect to all of the foregoing.

We would appreciate the processing of the attached Billing Statement for payment at your earliest convenience. If you have any questions, please feel free to contact me at (212) 940-8700 or at [sreisman@katten.com](mailto:sreisman@katten.com).

It is our privilege and pleasure to be of service, and we appreciate and value the trust and confidence you have placed in us.

Be safe, be smart, be healthy, be kind, be generous, be patient, be healthy and be positive.

My best.

Sincerely,



Steven J. Reisman

Attachment

cc: Jerry Hall, Esq. (w/attachment, By Email: [jerry.hall@katten.com](mailto:jerry.hall@katten.com))  
(Katten Muchin Rosenman LLP)

# Katten

Direct Billing Inquiries to:  
**Lisa Quintana**  
212-940-8573  
lisa.quintana@katten.com

**575 Madison Avenue**  
**New York, NY 10022-2585**

May 13, 2020

Richter Advisory Group Inc.  
Attn: Gilles Benchaya  
200 South Wacker Drive, Suite 3100  
Chicago, IL 60606

Invoice No. 1301621621  
Client No. 393878  
Matter No. 00001

FEIN: 36-2796532

**Re: Nygard Chapter 15 Proceeding** (393878.00001)

For legal services rendered through May 8, 2020.....	\$71,779.50
Disbursements and other charges.....	\$927.26

**CURRENT INVOICE TOTAL:** \$72,706.76

Disbursements and other charges incurred which have not yet been posted as of the above date will be billed at a later date.

Katten Muchin Rosenman LLP is an Illinois limited liability partnership including professional corporations that has elected to be governed by the Illinois Uniform Partnership Act (1997).  
Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

**PROFESSIONAL SERVICES**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
09 Apr 20	Reisman, Steven	Review objection to recognition proceeding and strategy regarding dealing with same as well as follow-up	0.80
10 Apr 20	Reisman, Steven	Update regarding matters related to Nygard, limited objection and final relief	1.60
14 Apr 20	Rosensaft, Michael M.	Attend to calls with client regarding subpoena; address issues for response to subpoena	2.40
15 Apr 20	Rosensaft, Michael M.	Prepare for and have call with lenders regarding subpoena; call with counsel regarding same	2.60
15 Apr 20	Hall, Jerry L.	Attend call among J. Amato, M. Rosensaft, P. Patel and others regarding grand jury subpoena; email with F. Torrence regarding recognition order; revise receiver report; email with B. Leinbach, B. Taylor and others regarding recognition order; call with M. Rosensaft regarding grand jury subpoena	3.80
15 Apr 20	Reisman, Steven	Follow-up regarding matters related to comments on final recognition order, status of litigation and stay; discussions with J. Hall regarding same	0.80
16 Apr 20	Siena, Marie	File certificate of service on the court's docket; attend to emails regarding the same	0.30
16 Apr 20	Rosensaft, Michael M.	Prepare for and have call with lenders regarding subpoena; call with client	1.90
16 Apr 20	Hall, Jerry L.	Attend call among M. Rosensaft, B. Taylor, P. Patel and others regarding subpoena and related matters; revise recognition order; email and call with B. Leinbach regarding recognition order; email with J. Bregman regarding recognition order; email and call with F. Torrence regarding recognition order; review certificate of service (response to objection of P. Nygard)	3.00
17 Apr 20	Rosensaft, Michael M.	Prepare for and have call with US Attorney's Office	0.70
17 Apr 20	Hall, Jerry L.	Attend to calls and email with B. Leinbach regarding recognition order; call and email with P. Patel and others regarding recognition order, litigation hold and related matters; call with J. Divack regarding recognition order and bank requests regarding same; call and email with F. Torrence regarding recognition order	2.50
18 Apr 20	Hall, Jerry L.	Attend call with B. Taylor regarding Sitrek and related matters; email among D. Ross, P. Patel and others regarding certain litigation matters	0.50
19 Apr 20	Hall, Jerry L.	Review receivership website regarding Chapter 15 filings (per request of P. Patel)	0.20
20 Apr 20	Rosensaft, Michael M.	Attend call with client regarding subpoena; produce documents for subpoena	0.80
20 Apr 20	Hall, Jerry L.	Attend call with B. Leinbach regarding recognition order; email with S. Shaw, F. Torrence and others regarding recognition order; revise notice of presentment; revise recognition order; call among M.	2.90

**PROFESSIONAL SERVICES**  
Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
		Rosensaft, P. Patel and others regarding grand jury subpoena; email among S. Reisman and M. Rosella regarding notice of presentment; email with D. Ross regarding certain litigation against L. Bacon; email with P. Patel regarding [REDACTED] and related intellectual property; review fee spreadsheet (from P. Patel) for receivership motion	
20 Apr 20	Nussbaum, Jake	Draft cover letter for first production to government; meet with M. Rosensaft to discuss [REDACTED]	1.30
20 Apr 20	Reisman, Steven	[REDACTED] prepare documents for production	0.70
20 Apr 20	Rosella, Michael	Update regarding matters related to Nygard, subpoena, status of matters regarding document production and grand jury investigation as well as follow-up	5.30
		Prepare notice of presentment for revised proposed recognition order; discuss objection deadline and potential hearing date with J. Hall; prepare revisions to revised proposed recognition order to incorporate J. Hall comments and discuss notice language; review Local Bankruptcy Rules on timing for notices of presentment; prepare notice of presentment and revised proposed recognition order for filing and discuss with J. Hall and M. Siena; coordinate filing process with M. Siena; review and revise certificate of service and discuss with M. Siena	
20 Apr 20	Lawrence, Carl M.	Review and process for production to the government materials responsive to subpoena; coordinate with J. Nussbaum regarding same	0.50
21 Apr 20	Siena, Marie	Finalize certificate of service; file certificate of service on court's docket; attend to emails regarding same	0.30
21 Apr 20	Hall, Jerry L.	Email with C. Barrett regarding notice of presentment; review [REDACTED] from G. Benchaya and email regarding same; email with J. Halter regarding infringement allegations (Burberry) (including review of attachments regarding alleged infringement)	1.80
22 Apr 20	Hall, Jerry L.	Review class action amended complaint; email with P. Patel, B. Taylor and others regarding same; call and email with J. Halter regarding Burberry infringement allegations; email among P. Patel, M. Rosensaft and others regarding grand jury subpoena; review receivership website and email with M. LaBossiere regarding chapter 15 pleadings	2.70
23 Apr 20	Hall, Jerry L.	Call and email with F. Stevens regarding recognition order and related matters; review local rules regarding objections; call from B. Leinbach regarding recognition order; call with G. Benchaya; review Receiver's motion (from B. Taylor) and email with B. Taylor regarding same; email with A. Renfro regarding Blueprint litigation and stipulation; review limited objection to recognition order; review recognition	2.80

**PROFESSIONAL SERVICES**  
Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
		order	
23 Apr 20	Giglio, Cindi	Discussions with J. Hall related to proposed order	0.40
24 Apr 20	Rosensaft, Michael M.	Prepare for and participate in call regarding production of materials in response to grand jury subpoena	1.00
24 Apr 20	Hall, Jerry L.	Attend call with P. Patel, M. Rosensaft and others regarding subpoena and related matters; email and call among D. Ross and others regarding amended complaint (RICO action against L. Bacon); review draft first amended complaint and related pleadings (RICO action against L. Bacon)	1.90
25 Apr 20	Hall, Jerry L.	Review revised document access order; email among B. Taylor and others regarding same	0.70
26 Apr 20	Hall, Jerry L.	Email among P. Patel, J. Dacks, B. Taylor, M. Rosensaft and others regarding grand jury subpoena and related matters	0.40
27 Apr 20	Rosensaft, Michael M.	Attend call with US Attorney's office regarding production; review materials for production	3.30
27 Apr 20	Hall, Jerry L.	Call and email with M. Rosensaft regarding subpoena; email among D. Ross, P. Patel and others regarding RICO litigation; email among R. McFadyen and others regarding recently filed pleading (receivership proceeding)	1.60
28 Apr 20	Brady, Rick	Rename files in bates sequence order for production	0.90
28 Apr 20	Rosensaft, Michael M.	Call with US Attorney's Office regarding production; review materials for production	3.00
28 Apr 20	Hall, Jerry L.	Review documents regarding [REDACTED] grand jury subpoena); email with M. Rosensaft regarding grand jury subpoena	1.20
28 Apr 20	Nussbaum, Jake	Organize and prepare second production of documents in response to government subpoena; draft cover letter describing contents of production and instructions for accessing it	1.00
28 Apr 20	Lawrence, Carl M.	Review and prepare additional materials responsive to subpoena for production to government; coordinate with litigation support and J. Nussbaum regarding same	1.30
29 Apr 20	Rosensaft, Michael M.	Attend call regarding grand jury production with prosecutors; communications with client; review Canadian agreement	1.50
30 Apr 20	Rosensaft, Michael M.	Address issues for grand jury production	0.50
30 Apr 20	Hall, Jerry L.	Attend call with M. Rosensaft regarding grand jury subpoena; email with P. Patel and others regarding grand jury subpoena	0.20
01 May 20	Rosensaft, Michael M.	Prepare for and have call with client regarding production; analyze issues regarding [REDACTED]	2.20
01 May 20	Hall, Jerry L.	Call among P. Patel, M. Rosensaft and others regarding grand jury subpoena and related matters; email among D. Ross, P. Patel and others regarding RICO action	0.80
01 May 20	Reisman, Steven	Update regarding US Attorney's office subpoena document production and status	0.30

**PROFESSIONAL SERVICES**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Attorney or Assistant</b>	<b>Description</b>	<b>Hours</b>
02 May 20	Hall, Jerry L.	Email with B. Taylor and S. Reisman regarding rent issues	0.20
02 May 20	Reisman, Steven	Correspond with J. Hall and B. Taylor regarding rent issues	0.20
04 May 20	Rosensaft, Michael M.	Call with US Attorney's Office regarding subpoena; communications with client regarding document sharing order, electronic vendor, and subpoena; review materials for production in response to subpoena	4.90
04 May 20	Hall, Jerry L.	Call with P. Patel, M. Rosensaft and others regarding grand jury subpoena; call with B. Taylor and M. Rosensaft regarding document access order; call with M. Rosensaft regarding document production and related matters	1.00
04 May 20	Nussbaum, Jake	Draft cover letter for third production of documents in response to DOJ subpoena	0.30
05 May 20	Rosensaft, Michael M.	Call regarding [REDACTED] in response to subpoena	0.50
05 May 20	Hall, Jerry L.	Email with G. Benchaya regarding document vendors and related matters; email with C. Egleson and others regarding defamation action; email with P. Patel, B. Taylor and others regarding defamation action	0.30
06 May 20	Rosensaft, Michael M.	Call with client regarding grand jury subpoena	0.70
06 May 20	Hall, Jerry L.	Call with C. Egleson and others regarding defamation litigation; email with P. Patel, B. Taylor and others regarding defamation litigation; email with B. Taylor and others regarding document access order and related matters	0.90
07 May 20	Rosensaft, Michael M.	Call regarding document order; communication with US Attorney's Office; organize materials for production	2.10
07 May 20	Hall, Jerry L.	Call and email among P. Patel, M. Rosensaft and others regarding document access order, grand jury subpoena and related matters	0.70
08 May 20	Hall, Jerry L.	Call and email with P. Patel; call and email with M. Rosensaft regarding defamation action	0.40
<b>TOTALS:</b>			<b>74.60</b>

**SUMMARY OF PROFESSIONAL SERVICES**

Matter 00001: Nygard Chapter 15 Proceeding

	<b>Attorney or Assistant</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
42817	Brady, Rick	0.90	300.00	\$270.00
44904	Giglio, Cindi	0.40	1,045.00	\$418.00
44155	Hall, Jerry L.	30.50	1,080.00	\$32,940.00
45649	Lawrence, Carl M.	1.80	420.00	\$756.00
44618	Nussbaum, Jake	2.60	565.00	\$1,469.00
44842	Reisman, Steven	4.40	1,325.00	\$5,830.00
45177	Rosella, Michael	5.30	565.00	\$2,994.50

**SUMMARY OF PROFESSIONAL SERVICES**

Matter 00001: Nygard Chapter 15 Proceeding

	<b>Attorney or Assistant</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
43195	Rosensaft, Michael M.	28.10	960.00	\$26,976.00
41782	Siena, Marie	0.60	210.00	\$126.00
	<b>TOTAL:</b>	<b>74.60</b>		<b>\$71,779.50</b>

**DISBURSEMENTS**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Date</b>	<b>Description</b>	<b>Amount</b>
14 Apr 20	VENDOR: Federal Express Corp. INVOICE#: 697786811 DATE: 4/6/2020 From: Jerry Hall To: 1431 Associates LLC 1431 BROADWAY,NEW YORK NY,10018 US: On: 3/19/2020; Tracking ID: 391249475281	11.63
14 Apr 20	VENDOR: Federal Express Corp. INVOICE#: 324907036 DATE: 4/7/2020 From: JERRY HALL To: AIG INSURANCE COMPANY OF CANADA 120 BREMNER BLVD. SUITE 2200,TORONTO ON,M5J0A8 CA: On: 3/20/2020; Tracking ID: 391266581433	38.69
14 Apr 20	VENDOR: Federal Express Corp. INVOICE#: 324907036 DATE: 4/7/2020 From: JERRY HALL To: AIG INSURANCE COMPANY OF CANADA 120 BREMNER BLVD. SUITE 2200,TORONTO ON,M5J0A8 CA: On: 3/19/2020; Tracking ID: 391249770932	46.75
17 Apr 20	VENDOR: Reisman, Steven J. INVOICE#: 4123714804171822 DATE: 4/17/2020 Court Call/Court Solutions Court Solution charge for Nygard Hearing on 3/25/2020 Date Incurred: 03/25/20	70.00
17 Apr 20	VENDOR: Reisman, Steven J. INVOICE#: 4123714804171822 DATE: 4/17/2020 Court Call/Court Solutions Court Solutions charge for Nygard hearing on 4/14/2020 Date Incurred: 04/14/20	70.00
20 Apr 20	VENDOR: Federal Express Corp. INVOICE#: 698358645 DATE: 4/13/2020 From: Jerry Hall To: 1431 Associates LLC 1431 BROADWAY,NEW YORK NY,10018 US: On: 3/20/2020; Tracking ID: 391266311258	13.61
22 Apr 20	VENDOR: Hall, Jerry L. INVOICE#: 4132421604222035 DATE: 4/22/2020 Telephonic Appearance at court hearing Date Incurred: 04/14/20	70.00
23 Apr 20	Westlaw Legal Research: Rosella, Michael on 3/05/20	135.35
24 Apr 20	VENDOR: Rosella, Michael INVOICE#: 4132412104241908 DATE: 4/24/2020 Telephonic appearance at court hearing Date Incurred: 04/14/20	70.00
28 Apr 20	PAYEE: Arkadin Inc.; REQUEST#: 847464; DATE: 4/28/2020. - To record Arkadin Teleconferencing charges, Inv #INUS200300693 dated 03/31/2020; Conference call for Jerry L. Hall on 3/29/20. Conf ID 24521385	46.05
30 Apr 20	Westlaw Legal Research: ROSELLA,MICHAEL on 04/09/2020	355.18
<b>TOTAL:</b>		<b>\$927.26</b>

**SUMMARY OF DISBURSEMENTS**

Matter 00001: Nygard Chapter 15 Proceeding

<b>Description</b>	<b>Amount</b>
Database/Library Research Services	490.53
Messenger Services	110.68
Court Costs	326.05
<b>TOTAL:</b>	<b>\$927.26</b>

**MATTER TOTAL: \$72,706.76**



# Katten

575 Madison Avenue  
New York, NY 10022-2585

## REMITTANCE

Please include this remittance advice with your payment to ensure proper account crediting

**Attorney:** 44842 - Steven Reisman  
**Client:** 393878 - Richter Advisory Group Inc.  
**Matter:** 00001 - Nygard Chapter 15 Proceeding

**Invoice No.:** 1301621621  
**Invoice Date:** 13 May 20

**Current Invoice Charges:** \$72,706.76

### Wire Instructions:

Reference: 393878.00001

JP Morgan Chase Bank  
1211 Avenue of the Americas, 39th Floor  
New York, New York 10036  
ABA #021000021  
Swift Code: CHASUS33

For Credit To: Katten Muchin Rosenman LLP  
Operating Account  
Account #967343933

When wiring a payment please fax a copy of the Remittance to Jean Monteforte at 212-940-7175

Please direct any billing inquiries to Lisa Quintana at 212-940-8573 or e-mail [lisa.quintana@katten.com](mailto:lisa.quintana@katten.com)