



Court File No: *CV-18-597987-000*

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

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

**AND IN THE MATTER OF ROCKPORT BLOCKER, LLC, THE ROCKPORT GROUP HOLDINGS, LLC, TRG 1-P HOLDINGS, LLC, TRG INTERMEDIATE HOLDINGS, LLC, TRG CLASS D, LLC, THE ROCKPORT GROUP, LLC, THE ROCKPORT COMPANY, LLC, DRYDOCK FOOTWEAR, LLC, DD MANAGEMENT SERVICES LLC AND ROCKPORT CANADA ULC (THE "DEBTORS")**

**APPLICATION OF ROCKPORT BLOCKER, LLC, UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED**

**NOTICE OF APPLICATION  
(Returnable May 16, 2018)**

**TO THE RESPONDENTS**

**A LEGAL PROCEEDING HAS BEEN COMMENCED** by the applicant. The claim made by the applicant appears on the following page.

**THIS APPLICATION** will come on for a hearing before a Judge presiding over the Commercial List on Wednesday, May 16, 2018 at 2:00 p.m., or so soon thereafter as the Application may be heard, at 330 University Avenue, Toronto, Ontario.

**IF YOU WISH TO OPPOSE THIS APPLICATION**, to receive notice of any step in the application or to be served with any documents in the application, you or an Ontario lawyer acting for you must forthwith prepare a notice of appearance in Form 38A prescribed by the *Rules of Civil Procedure*, serve it on the applicant's lawyer or, where the applicant does not have a lawyer, serve it on the applicant, and file it, with proof of service, in this court office, and you or your lawyer must appear at the hearing.

**IF YOU WISH TO PRESENT AFFIDAVIT OR OTHER DOCUMENTARY EVIDENCE TO THE COURT OR TO EXAMINE OR CROSS - EXAMINE WITNESSES ON THE APPLICATION**, you or your lawyer must, in addition to serving your notice of appearance, serve a copy of the evidence on the applicant's lawyer or, where the applicant does not have a lawyer, serve it on the applicant, and file it, with proof of service, in the court office where the application is to be heard as soon as possible, but not later than two (2) days before the hearing.

**IF YOU FAIL TO APPEAR AT THE HEARING, JUDGMENT MAY BE GIVEN IN YOUR ABSENCE AND WITHOUT FURTHER NOTICE TO YOU.**

**IF YOU WISH TO OPPOSE THIS APPLICATION BUT ARE UNABLE TO PAY LEGAL FEES, LEGAL AID MAY BE AVAILABLE TO YOU BY CONTACTING A LOCAL LEGAL AID OFFICE.**

Date: May 1<sup>6</sup>~~8~~, 2018  
OR

Issued by:

  
Local Registrar (D. RODNEY)

**Address of court office:**

330 University Avenue  
7<sup>th</sup> Floor  
Toronto, ON M5G 1R7

**TO: ATTACHED SERVICE LIST**

## Service List

<b>TO:</b>	<p><b>BORDEN LADNER GERVAIS LLP</b> Bay Adelaide Centre, East Tower 22 Adelaide Street West Toronto, ON M5H 4E3 Tel: 416-367-6000 Fax: 416-367-6749</p> <p><b>Roger Jaipargas</b> Tel: 416-367-6266 rjaipargas@blg.com</p> <p><b>Alex MacFarlane</b> Tel: 416-367-6305 amacfarlane@blg.com</p> <p><b>Evita Ferreira</b> Tel: 416-367-6708 eferreira@blg.com</p> <p>Lawyers for Rockport Blocker, LLC, The Rockport Group Holdings, LLC, TRG 1-P Holdings, LLC, TRG Intermediate Holdings, LLC, TRG Class D, LLC, The Rockport Group, LLC, The Rockport Company, LLC, Drydock Footwear, LLC, DD Management Services LLC and Rockport Canada ULC</p>
<b>AND TO:</b>	<p><b>RICHARDS, LAYTON &amp; FINGER, P.A.</b> One Rodney Square   920 North King Street Wilmington, DE 19801</p> <p><b>Mark D. Collins</b> Tel: 302-651-7531 collins@rlf.com</p> <p><b>Amanda Steele</b> Tel: 302-651-7838 steele@rlf.com</p> <p><b>Brendan J. Schlauch</b> Tel: 302-651-7749 schlauch@rlf.com</p> <p>Lawyers for Rockport Blocker, LLC, The Rockport Group Holdings, LLC, TRG 1-P Holdings, LLC, TRG Intermediate Holdings, LLC, TRG Class D, LLC, The Rockport Group, LLC, The Rockport Company, LLC, Drydock Footwear, LLC, DD Management Services LLC and Rockport Canada ULC</p>

<b>AND TO:</b>	<b>RICHTER ADVISORY GROUP INC.</b> 181 Bay Street   Suite 3320 Bay Wellington Tower Toronto, ON M5J 2T3  <b>Adam Sherman</b> Tel: 416-642-4836 asherma@richter.ca  <b>Pritesh Patel</b> Tel: 416-642-9421 ppatel@richter.ca  Proposed Information Officer
<b>AND TO:</b>	<b>STIKEMAN ELLIOTT LLP</b> 5300 Commerce Court West 199 Bay Street Toronto, ON M5L 1B9 Tel: 416-869-5500 Fax: 416-947-0866  <b>Elizabeth Pillon</b> Tel: 416-869-5623 lpillon@stikeman.com  Lawyers for Richter Advisory Group Inc.
<b>AND TO:</b>	<b>GOWLING WLG</b> 1 First Canadian Place 100 King Street West   Suite 1600 Toronto, ON M5X 1G5  <b>E. Patrick Shea</b> Tel: 416-369-7399 patrick.shea@gowlingwlg.com  Lawyers for Charlesbank Capital Partners LLC

<b>AND TO:</b>	<b>GOODWIN PROCTER LLP</b> 100 Northern Avenue Boston, MASS 02210  <b>Jon Herzog</b> Tel: 617-570-1109 jherzog@goodwinlaw.com  <b>Joseph F. Bernardi, Jr.</b> Tel: 617-570-1351 jbernardi@goodwinlaw.com  Lawyers for Charlesbank Capital Partners LLC
<b>AND TO:</b>	<b>GOODWIN PROCTER LLP</b> The New York Times Building 620 Eighth Avenue New York, New York 10018  <b>William Weintraub</b> Tel: 212-813-8839 wweintraub@goodwinlaw.com  Lawyers for Charlesbank Capital Partners LLC
<b>AND TO:</b>	<b>PEPPER HAMILTON LLP</b> Hercules Plaza, Suite 5100 1313 Market Street, P.O. Box 1709  <b>David M. Fournier</b> Tel: 302-777-6565 fournierd@pepperlaw.com  Lawyers for Charlesbank Capital Partners LLC

<b>AND TO:</b>	<p><b>GOODMANS LLP</b> Bay Adelaide Centre – West Tower 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7</p> <p><b>Brendan O'Neill</b> Tel: 416-849-6017 boneill@goodmans.ca</p> <p><b>Joe Latham</b> Tel: 416-597-4211 jlatham@goodmans.ca</p> <p><b>Dan Dedic</b> Tel : 416-597-4232 ddedic@goodmans.ca</p> <p>Lawyers for the Senior Secured Noteholders</p>
<b>AND TO:</b>	<p><b>DEBEVOISE &amp; PLIMPTON LLP</b> 919 Third Avenue New York, New York</p> <p><b>My Chi To</b> Tel: 212-909-7425 mcto@debevoise.com</p> <p><b>Daniel E. Stroik</b> Tel: 212-909-6621 destroik@debevoise.com</p> <p>Lawyers for the Senior Secured Noteholders</p>
<b>AND TO:</b>	<p><b>PACHULSKI STANG ZIEHL &amp; JONES LLP</b> 919 North Market Street   17<sup>th</sup> Floor Wilmington, DE 19801</p> <p><b>Bradford J. Sandler</b> Tel (DE): 302-778-6424 Tel (NY): 212-561-7700 bsandler@pszjlaw.com</p> <p><b>James E. O'Neill</b> Tel: 302-778-6407 joneill@pszjlaw.com</p> <p>Lawyers for the Senior Secured Noteholders</p>

<b>AND TO:</b>	<p><b>RIEMER BRAUNSTEIN LLP</b> Three Center Plaza   6th Floor Boston, MASS 02108</p> <p><b>Donald E. Rothman</b> Tel: 617-880-3556 drothman@reimerlaw.com</p> <p><b>Lon M. Singer</b> Tel: 212-789-3110 lsinger@reimerlaw.com</p> <p><b>Jaime Rachel Koff</b> Tel: 617-880-3471 jkoff@reimerlaw.com</p> <p><b>Jeremy Levesque</b> Tel: 617-880-3513 jlevesque@reimerlaw.com</p> <p>Lawyers for Citizens Business Capital</p>
<b>AND TO:</b>	<p><b>ASHBY &amp; GEDDES, P.A.</b> 500 Delaware Avenue   8th Floor Wilmington, DE 19801</p> <p><b>Gregory A. Taylor</b> Tel: 302-504-3710 GTaylor@ashbygeddes.com</p> <p>Lawyers for Citizens Business Capital</p>

<b>AND TO:</b>	<p><b>OSLER, HOSKIN &amp; HARCOURT LLP</b> 1000, rue De La Gauchetière Ouest   Bureau 2100 Montréal, QC H3B 4W5</p> <p><b>Sandra Abitan</b> Tel: 514-904-5648 sabitan@osler.com</p> <p><b>Tracy Sandler</b> Tel: 416-862-5890 tsandler@osler.com</p> <p><b>Andrea Lockhart</b> Tel: 416-862-6829 alockhart@osler.com</p> <p><b>Joshua Lam</b> Tel: 416-862-4936 jlam@osler.com</p> <p>Lawyers for Citizens Business Capital</p>
<b>AND TO:</b>	<p><b>TORYS LLP</b> 79 Wellington St. W., 30th Floor, Box 270, TD South Tower Toronto, Ontario M5K 1N2</p> <p><b>David Bish</b> Tel: 416-865-7353 dbish@torys.com</p> <p>Lawyers for The Cadillac Fairview Corporation Limited</p>



## APPLICATION

1. The Applicants, Rockport Blocker, LLC, The Rockport Group Holdings, LLC, TRG 1-P Holdings, LLC, TRG Intermediate Holdings, LLC, TRG Class D, LLC, The Rockport Group, LLC, The Rockport Company, LLC, Drydock Footwear, LLC, DD Management Services LLC, and Rockport Canada ULC make an application for Orders substantially in the form filed herewith. The Orders to be requested on May 16, 2018, the return date of this Application will be, *inter alia*:
  - (a) abridging the time for service of the Notice of Application and the Application Record and dispensing with further service thereof, if necessary;
  - (b) declaring that Rockport Blocker, LLC ("**Rockport Blocker**") is a "foreign representative" as defined in section 45 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, (the "**CCAA**") in respect of the jointly administered insolvency proceedings (the "**U.S. Proceedings**") of Rockport Blocker, The Rockport Group Holdings, LLC, TRG 1-P Holdings, LLC, TRG Intermediate Holdings, LLC, TRG Class D, LLC, The Rockport Group, LLC, The Rockport Company, LLC, Drydock Footwear, LLC, DD Management Services LLC and Rockport Canada ULC (collectively, the "**Companies**") in the United States Bankruptcy Court for the District of Delaware (the "**U.S. Court**") under Chapter 11 of Title 11 ("**Chapter 11**") of the United States Bankruptcy Code (the "**U.S. Bankruptcy Code**");
  - (c) declaring that the U.S. Proceedings are "foreign proceedings" as defined in section 45 of the CCAA and the centre of main interests for each of the Companies is the United States of America;
  - (d) declaring that, with respect to each of the Companies, the U.S. Proceedings are "foreign main proceedings" as defined in section 45 of the CCAA;
  - (e) recognizing and enforcing in Canada certain orders of the U.S. Court made in the U.S. Proceedings on May 15, 2018, including the following:

- (1) an order authorizing Rockport Blocker to act as the foreign representative of the Companies (the “**Foreign Representative Order**”);
- (2) an order directing the joint administration of the Chapter 11 cases of the Companies in the U.S. Proceedings (the “**Joint Administration Order**”);
- (3) an order authorizing the retention of Prime Clerk LLC as claims and noticing agent (the “**Claims Agent Order**”);
- (4) an order enforcing and restating the automatic stay protections and *ipso facto* prohibitions of the U.S. Bankruptcy Code (the “**Automatic Stay Order**”);
- (5) an interim order authorizing the Debtors to pay all or a portion of the Shipping and Warehousing claims and certain import charges (the “**Shippers and Warehouse Order**”);
- (6) an interim order authorizing, but not directing the Debtors to pay prepetition obligations of certain critical vendors (the “**Critical Foreign Vendors Order**”);
- (7) an interim order authorizing, but not directing the payment of certain taxes and fees (the “**Taxes Order**”);
- (8) an order authorizing the Debtors to continue to renew their insurance programs including premium financing and surety bond programs (the “**Insurance Order**”);
- (9) an interim order authorizing the Companies to pay certain employee compensation and benefits and prepetition claims of independent contractors and temporary workers (the “**Wages Order**”);
- (10) an interim order authorizing, but not directing the Debtors to maintain certain customer programs and to honour or pay certain prepetition obligations related to the customer programs during the pendency of the U.S. Proceedings (the “**Customer Program Order**”);

- (11) an interim order (i) prohibiting the Debtors utility service providers from altering or discontinuing service; (ii) approving an adequate assurance deposit as adequate assurance of postpetition payment to the utilities; and (iii) establishing procedures for resolving any subsequent request by utilities for additional adequate assurance of payment (the “**Utilities Order**”);
  - (12) an interim order authorizing the Debtors to, *inter alia*, continue to use their cash management system and bank accounts (the “**Cash Management Order**”); and
  - (13) an interim order, *inter alia*, (i) approving postpetition financing; and (ii) granting liens and super-priority administrative expense claim status to Citizens Business Capital, as administrative agent and collateral agent (the “**Interim DIP Financing Order**”);
- (f) staying all proceedings taken or that might be taken against the Companies under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, or the *Winding-Up and Restructuring Act*, R.S.C. 1985, c. W-11, as amended;
  - (g) restraining further proceedings and any action, suit or proceeding against the Companies;
  - (h) prohibiting the commencement of any action, suit or proceeding against the Companies;
  - (i) granting the Court-ordered charges, namely, the Administration Charge and the DIP Lenders’ Charge, as provided for in the draft Supplemental Order;
  - (j) appointing Richter Advisory Group Inc. (“**Richter**”) as information officer (in such capacity, the “**Information Officer**”) in respect of this proceeding;
  - (k) such further ancillary relief as set out in the draft orders attached at Tabs 3 and 4 of the Application Record; and
  - (l) such further and other relief as counsel may request and this Honourable Court may permit.

2. **THE GROUNDS FOR THE APPLICATION ARE:**

- (a) the Companies are a leading global designer, distributor and retailer of comfort footwear in more than fifty markets worldwide;
- (b) on May 14, 2018, the Companies commenced the U.S. Proceedings by filing voluntary petitions under Chapter 11;
- (c) pursuant to the Joint Administration Order, the Chapter 11 proceedings in respect of the Companies were placed under joint administration;
- (d) pursuant to the Foreign Representative Order, Rockport Blocker was authorized to act as the foreign representative of the U.S. Proceedings in respect of the Companies;
- (e) Rockport Canada ULC is a corporation incorporated under the laws of the Province of British Columbia;
- (f) to facilitate the cooperation between the U.S. Court and this Honourable Court and to integrate the U.S. Proceedings with these proceedings, Rockport Blocker is requesting recognition of the "foreign proceedings" and recognition of certain substantive and procedural orders which have been issued by the U.S. Court in the U.S. Proceedings;
- (g) to ensure that affected stakeholders in Canada are properly informed of developments in the U.S. Proceedings, Rockport Blocker is requesting the appointment of Richter as the Information Officer to report to this Honourable Court from time to time on the status of the U.S. Proceedings;
- (h) Richter has consented to act as the Information Officer in these proceedings, if so appointed by the Court;
- (i) the provisions of the CCAA, including Part IV thereof;
- (j) rules 2.03, 3.02, 14.05, 16, 17 and 38 of the *Rules of Civil Procedure*, R.R.O. 1990. Reg. 194, as amended;
- (k) section 106 of the *Courts of Justice Act*; R.S.O. 1990, c. C-43; and

(l) such further and other grounds as counsel may advise and this Honourable Court may permit.

3. **THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the application:

- (a) the affidavit of Paul Kosturos, sworn May 15, 2018 and the exhibits referred to therein;
- (b) the Pre-Filing Report of Richter dated May 15, 2018;
- (c) the consent of Richter to act as Information Officer; and
- (d) such further and documentary evidence as counsel may advise and this Honourable Court may permit.

May 15, 2018

**BORDEN LADNER GERVAIS LLP**

Bay Adelaide Centre, East Tower  
22 Adelaide Street West  
Toronto ON M5H 4E3  
Tel: 416-367-6000  
Fax: 416-367-6749

**Roger Jaipargas – LSO No. 43275C**

Tel: 416-367-6266  
rjaipargas@blg.com

**Alex MacFarlane – LSO No. 28133Q**

Tel: 416-367-6305  
amacfarlane@blg.com

Lawyers for Rockport Blocker, LLC, The Rockport Group Holdings, LLC, TRG 1-P Holdings, LLC, TRG Intermediate Holdings, LLC, TRG Class D, LLC, The Rockport Group, LLC, The Rockport Company, LLC, Drydock Footwear, LLC, DD Management Services LLC and Rockport Canada ULC

CW-18-597987-000L

Court File No.:

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

AND IN THE MATTER OF ROCKPORT BLOCKER, LLC, THE ROCKPORT GROUP HOLDINGS, LLC, TRG 1-P HOLDINGS, LLC, TRG INTERMEDIATE HOLDINGS, LLC, TRG CLASS D, LLC, THE ROCKPORT GROUP, LLC, THE ROCKPORT COMPANY, LLC, DRYDOCK FOOTWEAR, LLC, DD MANAGEMENT SERVICES LLC AND ROCKPORT CANADA ULC (THE "DEBTORS")

APPLICATION OF ROCKPORT BLOCKER, LLC, UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

ONTARIO

SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

PROCEEDINGS COMMENCED AT TORONTO

NOTICE OF APPLICATION  
(Returnable May 16, 2018)

**BORDEN LADNER GERVAIS LLP**

Bay Adelaide Centre, East Tower  
22 Adelaide Street West  
Toronto ON M5H 4E3  
Tel: 416-367-6000  
Fax: 416-367-6749

**Roger Jaipargas – LSO No. 43275C**

Tel: 416-367-6266  
rjaipargas@blg.com

**Alex MacFarlane – LSO No. 28133Q**

Tel: 416-367-6305  
amacfarlane@blg.com

Lawyers for Rockport Blocker, LLC, The Rockport Group Holdings, LLC, TRG 1-P Holdings, LLC, TRG Intermediate Holdings, LLC, TRG Class D, LLC, The Rockport Group, LLC, The Rockport Company, LLC, Drydock Footwear, LLC, DD Management Services LLC and Rockport Canada ULC