

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re)	
)	Chapter 15
)	
THANE INTERNATIONAL, INC., <i>et al.</i> , ¹)	Case No. 15-12186 (KG)
)	(Jointly Administered)
)	
Debtors in a Foreign Proceeding.)	Hearing Date: May 15, 2017 at 2:00 p.m.
)	Obj. Deadline: May 8, 2017 at 4:00 p.m.

**NOTICE OF MOTION FOR ORDER AND FINAL DECREE PURSUANT TO
11 U.S.C. §§ 105, 350, AND 1517 CLOSING CHAPTER 15 CASES
AND DISCHARGING THE FOREIGN REPRESENTATIVE**

PLEASE TAKE NOTICE that on April 3, 2017, Richter Advisory Group Inc. (the “Receiver”), the court-appointed receiver and duly authorized foreign representative for Thane International, Inc., Thane Direct, Inc., Thane Direct Company, West Coast Direct Marketing, Inc., TDG, Inc., Thane Direct Canada Inc., and Thane Direct Marketing, Inc. (collectively, the “Thane Debtors” or the “Thane Group”) in Canadian receivership proceedings pending in Toronto, Ontario, Canada (the “Canadian Proceeding”),² pursuant to that certain Appointment Order (the “Receivership Order” or the “Appointment Order”), entered by the court in the Canadian Proceeding (the “Canadian Court”) on October 23, 2015, and in accordance with that certain Approval, Vesting and Distribution Order (the “Vesting Order”), also entered by the Canadian Court on October 23, 2015, by undersigned counsel filed the **Motion for Order and Final Decree Pursuant to 11 U.S. C. §§ 105, 350, and 1517 Closing Chapter 15 Cases and Discharging the Foreign Representative** (the “Motion”).

1 The last four digits of the Employer Identification Number for each debtor follow in parentheses: Thane International, Inc. (0275), Thane Direct, Inc. (2330), Thane Direct Company (N/A), West Coast Direct Marketing, Inc. (6456), TDG, Inc. (4037), Thane Direct Canada Inc. (8064), and Thane Direct Marketing, Inc. (N/A).

2 The Canadian Proceeding includes proceedings under both Canadian federal and provincial law. Richter Advisory Group Inc. was appointed as receiver pursuant to Section 243(1) of the *Bankruptcy and Insolvency Act* (Canada) (the “BIA”) and as receiver pursuant to Section 101 of *Ontario’s Courts of Justice Act*.

PLEASE TAKE FURTHER NOTICE that if you wish to respond to the Motion, you are required to file such response on or before **May 8, 2017, at 4:00 p.m.** prevailing Eastern Time (the “Objection Deadline”). At the same time, you must serve a copy of such response on the undersigned counsel so as to be received by the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED AND RECEIVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, AN ORDER MAY BE ENTERED GRANTING THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR A HEARING.

If an objection is properly filed and served in accordance with the above procedures, a hearing on the Motion will held on **May 15, 2017 at 2:00 p.m.**, prevailing Eastern Time before the Honorable Kevin Gross, United States Bankruptcy Judge for the District of Delaware, in the United States Bankruptcy Court for the District of Delaware, 6th Floor, 824 Market Street, Wilmington, Delaware 19801. Only objections made in writing and timely filed and received will be considered by the Bankruptcy Court at such hearing.

Dated: April 3, 2017
Wilmington, Delaware

/s/ Morgan L. Patterson

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Attorneys for Richter Advisory Group Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re)	
)	Chapter 15
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THANE INTERNATIONAL, INC., <i>et al.</i> , ¹)	Case No. 15-12186 (KG)
)	(Jointly Administered)
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Debtors in a Foreign Proceeding.)	Hearing Date: May 15, 2017 at 2:00 p.m.
)	Objection Deadline: May 8, 2017 at 4:00 p.m.

**MOTION FOR ORDER AND FINAL DECREE PURSUANT TO
11 U.S.C. §§ 105, 350, AND 1517 CLOSING CHAPTER 15 CASES
AND DISCHARGING THE FOREIGN REPRESENTATIVE**

Richter Advisory Group Inc. (the “Receiver”), the court-appointed receiver and duly authorized foreign representative for Thane International, Inc., Thane Direct, Inc., Thane Direct Company, West Coast Direct Marketing, Inc., TDG, Inc., Thane Direct Canada Inc., and Thane Direct Marketing, Inc. (collectively, the “Thane Debtors” or the “Thane Group”) in Canadian insolvency proceedings pending in Toronto, Ontario, Canada (the “Canadian Proceeding”),² by and through its undersigned counsel, respectfully submits this motion (this “Motion”) for entry of an order pursuant to sections 105(a), 350, and 1517(d) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rule 5009 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 5009-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), substantially in the form attached hereto as Exhibit A (the

¹ The last four digits of the Employer Identification Number for each debtor follow in parentheses: Thane International, Inc. (0275), Thane Direct, Inc. (2330), Thane Direct Company (N/A), West Coast Direct Marketing, Inc. (6456), TDG, Inc. (4037), Thane Direct Canada Inc. (8064), and Thane Direct Marketing, Inc. (N/A).

² The Canadian Proceeding includes proceedings under both Canadian federal and provincial law. Richter Advisory Group Inc. was appointed as receiver pursuant to Section 243(1) of the *Bankruptcy and Insolvency Act* (Canada) (the “BIA”) and as receiver pursuant to Section 101 of the Ontario’s *Courts of Justice Act*.

“Closing Order”), discharging the Receiver and closing the above-captioned cases (the “Chapter 15 Cases”). In support of the relief requested herein, the Receiver respectfully represents as follows:

Jurisdiction and Venue

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper in this District pursuant to 28 U.S.C. §§ 1410(1) and (3).

3. The statutory bases for relief are sections 105(a), 350, and 1517(d) of the Bankruptcy Code.

Background

4. On October 16, 2015, Bank of Montreal, in its capacity as syndication agent and administrative agent (“BMO” or the “Agent”) for itself, National Bank of Canada and HSBC Bank Canada as lenders (the “Senior Lenders”), made an application under the Bankruptcy and Insolvency Act (Canada) and the Ontario Court of Justice Act commencing the Canadian Proceeding.

5. On October 23, 2015, the Canadian Court entered the Receivership Order, which, among other things, (i) appointed Richter Advisory Group Inc. as the Receiver; (ii) authorized the Receiver to consummate the Sale to a newly incorporated Canadian entity (“New Thane Holdco”) and certain subsidiaries (together with New Thane Holdco, the “New Thane Purchasers”); and (iii) granted a stay of any proceedings against the Thane Debtors.

6. On October 25, 2015 (the “Petition Date”), the Receiver filed voluntary petitions on behalf of each of the Thane Debtors under chapter 15 of the Bankruptcy Code and a Verified Petition for Recognition of Foreign Main Proceeding and Related Relief (the “Petition

for Recognition”) pursuant to section 1515 of the Bankruptcy Code seeking (i) entry of an Order recognizing the Canadian Proceeding as a foreign main proceeding pursuant to section 1517 of the Bankruptcy Code and (ii) relief under sections 1520 and 1521 of the Bankruptcy Code.

7. The detailed factual background relating to the Thane Debtors, the Receiver, and the commencement of these Chapter 15 Cases is set forth in the Declaration of Pritesh Patel of Richter Advisory Group Inc. [Docket No. 6, Exhibit C] (the “Patel Declaration”), and the exhibits annexed thereto, including the Report of the Proposed Receiver (the “Report”) dated October 19, 2015, and the Supplementary Report to the Report of the Proposed Receiver (the “Supplemental Report” and together with the Report, collectively, the “Receiver’s Report”) dated October 22, 2015, attached as Exhibits 1 and 2 to the Patel Declaration, respectively.

8. In conjunction with the voluntary petitions, the Receiver filed an Emergency Motion for Temporary Restraining Order, and After Notice and a Hearing, a Preliminary Injunction, Pursuant to Sections 105(a), 362, 365, 1507, 1519, and 1521 of the Bankruptcy Code [Docket No. 9] (the “TRO Motion”). After the first day hearing in these cases, on October 27, 2015, the Court entered an order granting provisional relief in accordance with the TRO Motion, including, but not limited to, applying section 362 of the Bankruptcy Code to stay actions against the Thane Debtors in the United States and preserving contracts that had not been terminated [Docket No. 21].

9. On December 1, 2015, the Court entered an order granting recognition of the Canadian Proceeding as a foreign main proceeding on a permanent basis in the United States [Docket No. 41].

10. Also on December 1, 2015, the Court entered an order (i) recognizing and enforcing the approval, vesting, and distribution order, (ii) authorizing the sale of substantially

all of the Debtor's assets free and clear of any and all liens, claims, encumbrances, and other interests, (iii) authorizing assignment of certain executory contracts and unexpired leases, and (iv) granting related relief [Docket No. 42] (the "Sale Order").

11. In accordance with the Sale Order, the sale of substantially all of the Debtors' asset to the New Thane Purchaser (as defined in the Sale Motion) closed on December 18, 2015 [Docket No. 47].

12. The Canadian Court subsequently entered an ordered dated April 3, 2017 discharging the Receiver and releasing the Receiver of liability with respect to its actions as receiver of the Thane Group (the "Discharge Order"). A copy of the Discharge Order is attached to the Closing Order as Exhibit 1.

13. Concurrently herewith, the Receiver filed a Notice pursuant to section 1518 the Bankruptcy Code of Change of Status of Foreign Main Proceeding and a Final Report of Receiver as Required Under Fed. R. Bankr. P. 5009(c) (the "Final Report"). The Final Report contains a full summary of the events in the Chapter 15 Cases and in the Canadian Proceeding. A copy of the Final Report has been served on all of the required parties listed in Bankruptcy Rule 5009(c) and Local Rule 5009-2(b).

Relief Requested

14. By this Motion, the Receiver seeks entry of an order (i) recognizing and enforcing the Discharge Order entered by the Canadian Court; (ii) discharging the Foreign Representative; and (iii) closing the Chapter 15 Cases and entering final decrees in such cases, effective as of the date of entry of the Closing Order:

Basis for Relief Requested

I. Recognition of the Receiver's Discharge Order is Appropriate

15. Section 1501(a) of the Bankruptcy Code provides that the purpose of Chapter 15 of the Bankruptcy Code includes, but is not limited to, (i) the “fair and efficient administration of cross-border insolvencies that protects the interests of all creditors, and the other interested entities, including the debtor[,]” (ii) “greater legal certainty for trade and investment[,]” and (iii) the “protection and maximization of the value of the debtor’s assets.” 11 U.S.C. § 1501(a)(2),(3), and (4).

16. In furtherance of section 1501(a) of the Bankruptcy Code, section 1521(a)(7) of the Bankruptcy Code provides that “[u]pon recognition of a foreign proceeding... where necessary to effectuate the purpose of this chapter and to protect the assets of the debtor or the interests of the creditors, the court may, at the request of the foreign representative, grant any appropriate relief, including ... (7) granting any additional relief that may be available to a trustee. . . .” 11 U.S.C. § 1521(a). Moreover, section 1507 of the Bankruptcy Code provides that, upon recognition, a court “may provide additional assistance to a foreign representative under this title or under other laws of the United States.” 11 U.S.C. § 1507(a).

17. The Receiver seeks recognition of the Receiver's Discharge Order, through which Richter Advisory Group Inc. obtains a release and discharge. The discharge of the Receiver will bring to an end the Receiver's role as a foreign representative in these Chapter 15 Cases, other than carrying out certain provisions of the Receiver's Discharge Order.

18. The discharge of the Receiver upon the completion of the remaining administrative duties is authorized pursuant to section 1507 of the Bankruptcy Code because the duties of the foreign representative have been completed. This Court has recognized the Receiver as a foreign representative with respect to the Canadian Proceeding. As the Canadian Proceeding

is at an end, there is no need—or basis—for the Receiver to remain foreign representative for the Debtors. Recognizing the Receiver's discharge is precisely the additional assistance that section 1507 of the Bankruptcy Code permits the Court to provide.

19. The Bankruptcy Code provides this Court with the authority to give a foreign representative additional assistance without acting contrary to United States public policy. See 11 U.S.C. §§ 1506 & 1507. Giving full force and effect to the release provisions of the Discharge Order is also appropriate pursuant to this authority. The release provided in the Receiver's Discharge Order equates to the exculpation provisions routinely granted pursuant to a confirmed chapter 11 plan to estate fiduciaries and, therefore, does not contravene U.S. public policy. Accordingly, such release is not “manifestly contrary to the public policy of the United States,” and does not, therefore, run afoul of Section 1506 of the Bankruptcy Code. See 11 U.S.C. § 1506. Indeed the “public policy” exception has been narrowly construed to apply to only those “matters of fundamental importance” to the United States. See, e.g., In re Ephedra Prods. Liability Litig., 349 B.R. 333, 336 (S.D.N.Y. 2006) (affirming a decision of the bankruptcy court recognizing a Canadian claims process that did not provide personal injury claimants with the right to a jury trial) (quoting United Nations General Assembly, Guide to Enactment of the UNCITRAL Model Law on Cross-Border Insolvency, ¶ 89, U.N. Doc A/CN.9/442 (1997)). The Receiver respectfully submits that the public policy exception is not applicable in this circumstance, and, accordingly, the release provided to the Receiver by the Canadian Court should be provided full force and effect.

II. Entry of a Final Decree is Proper

20. Section 1517(d) of the Bankruptcy Code provides that “[a] case under this chapter may be closed in the manner prescribed under section 350.” 11 U.S.C. § 1517(d). Under

section 350(a) of the Bankruptcy Code, a bankruptcy court shall close a case “[a]fter an estate is fully administered.” 11 U.S.C. § 350(a).

21. A case may be considered fully administered when all administrative claims have been provided for and there are no outstanding motions, contested matters, or adversary proceedings. See In re Kliegl Brothers, 238 B.R. 531 (Bankr. E.D.N.Y.1999). A party may apply for an order closing a bankruptcy case after substantially all of the issues have been resolved and the plan has been substantially consummated. See In re A.H. Robins, Co., Inc., 219 B.R. 145 (10th Cir. 1998).

22. Bankruptcy Rule 5009(c) requires the foreign representative to “file a final report when the purpose of the representative’s appearance in the court is completed”; the report “shall describe the nature and results of the representative’s activities in the court.” Fed. R. Bankr. P. 5009(c). Local Rule 5009-2 requires similar information. See Local Rule 5009-2.

23. Bankruptcy Rule 5009(c) and Local Rule 5009-2 also require the foreign representative to serve the Final Report and this Motion to certain parties in interest and certify to Court that such notice has been given. If no objection has been filed within thirty (30) days after the foreign representative so certifies, then “there shall be a presumption that the case has been fully administered.” Fed. R. Bankr. P. 5009(c); see also Local Rule 5009-2.

24. Finally, section 105(a) of the Bankruptcy Code provides the Court with the power to grant the relief requested herein by the Debtors.

25. There are no outstanding motions, contested matters, or adversary proceedings in these Chapter 15 Cases. Pursuant to the Purchase Agreement, the New Thane Purchasers (as such terms are defined in the Sale Order) acquired substantially all of the

businesses operated by the Thane Debtors and certain of their affiliates. Further, all known proceedings against the Debtor pending in the United States have been stayed.

26. Furthermore, the Receiver has complied with all of the requirements of Bankruptcy Rule 5009(c) and Local Rule 5009-2. Barring any objections from any party-in-interest to the Motion or the Final Report, on the thirty-first (31st) day following the date of filing this Motion and the Final Report, the presumption that these cases have been fully administered will apply to these Chapter 15 Cases.

27. Accordingly, the Receiver submits that it is appropriate and necessary for the Court to enter an order closing the Chapter 15 Cases, effective upon entry of such order.

Notice

28. The Receiver has provided notice of the Motion to (i) counsel to the Senior Lenders and the Agent; (ii) counsel to the New Thane Purchasers; (iii) the Canadian Department of Justice; (iv) the United States Internal Revenue Service; (v) counsel to the Debtors in the Canadian Proceeding; (vi) the Debtors; (vii) the Office of the United States Trustee for the District of Delaware; (viii) the Ontario Revenue Collections Branch; (ix) the Ministry of Finance; (x) the Office of the United States Attorney for the District of Delaware; (xi) the Delaware Secretary of State; (xii) United States Securities and Exchange Commission; (xiii) the Delaware State Treasurer; (xiv) all parties to litigation pending in the United States in which the Debtor was a party as of the Petition Date; and (xv) any party that filed a notice of appearance in these Chapter 15 Cases.

No Prior Request

29. No prior request for the relief sought in this Motion has been made to this or any other court.

WHEREFORE, the Receiver respectfully requests that the Court enter an order recognizing the Discharge Order, discharging the Foreign Representative, closing the Chapter 15 Cases, and granting such other relief as may be just and proper.

Dated: April 3, 2017
Wilmington, Delaware

/s/ Morgan L. Patterson
Mark L. Desgrosseilliers (Del. Bar No. 4083)
Morgan L. Patterson (Del. Bar No. 5388)
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Attorneys for Richter Advisory Group Inc.

Exhibit A

Closing Order

In re: Thane Direct Marketing, Inc., Debtor.)))))))	Chapter 15 Case No. 15-12192 (KG) (Joint Administration Requested)
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**FINAL DECREE AND ORDER PURSUANT TO
11 U.S.C. §§ 105, 350, AND 1517 CLOSING CHAPTER 15 CASES
AND DISCHARGING THE FOREIGN REPRESENTATIVE**

Upon the motion (the “Motion”)¹ of Richter Advisory Group Inc., the court-appointed receiver and duly authorized foreign representative for Thane Debtors in Canadian Proceeding for entry of the Closing Order pursuant to sections 105(a), 350 and 1517(d) of the Bankruptcy Code, Bankruptcy Rule 5009, and Local Rule 5009-2, discharging the Foreign Representative and closing the Chapter 15 Cases; and it appearing that this Court has jurisdiction to consider the Motion pursuant to sections 157 and 1334 of title 28 of the United States Code; and it appearing that the Motion is a core proceeding pursuant to section 157 of title 28 of the United States Code; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interest of the Debtors, their creditors, and other parties in interest; and the Court having considered the Final Report and the Motion and the relief requested therein and any responses to the Motion; and after due deliberation thereon and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is granted.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

2. The Discharge Order attached as Exhibit 1 to this Closing Order is hereby given full force and effect in the United States.

3. The Foreign Representative is discharged and shall be afforded all of the rights and benefits of the Discharge Order terminating the Receivership in Toronto, Ontario, Canada, which is hereby recognized, including, but not limited to, that the Foreign Representative is hereby released and discharged from any and all liability that the Foreign Representative now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of the Receiver while acting in its capacity as Foreign Representative herein, save and except for any gross negligence or willful misconduct on the Receiver’s part.

4. The Chapter 15 Cases set forth below are hereby closed (the “Completed Cases”):

<u>Case Number</u>	<u>Debtor Name</u>
15-12186 (KG)	Thane International, Inc.
15-12187 (KG)	Thane Direct, Inc.
15-12188 (KG)	TDG, Inc.
15-12189 (KG)	West Coast Direct Marketing, Inc.
15-12190 (KG)	Thane Direct Company
15-12191 (KG)	Thane Direct Canada Inc.
15-12192 (KG)	Thane Direct Marketing, Inc.

5. The Clerk of the Court shall enter this Closing Order on the docket of each of the Completed Cases and such case thereafter shall be marked as closed.

6. The Debtors are authorized to take the following actions: (i) destroy all business records, (ii) file its final tax return, and (iii) dissolve its corporate structure.

7. The terms and conditions of this Closing Order shall be immediately effective and enforceable upon its entry.

8. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Closing Order.

Dated: _____, 2017
Wilmington, Delaware

The Honorable Kevin Gross
United States Bankruptcy Judge

Exhibit 1

Discharge Order

Court File No. CV-15-11146-00CL

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

THE HONOURABLE)
)
MR. JUSTICE ~~PATILLO~~)
 CONWAY)
MONDAY, THE 3rd DAY
OF APRIL, 2017

BETWEEN:



BANK OF MONTREAL

Applicant

- and -

**THANE INTERNATIONAL, INC., THANE DIRECT, INC., THANE DIRECT
COMPANY, THANE DIRECT MARKETING INC., WEST COAST DIRECT
MARKETING, INC., THANE DIRECT CANADA INC. AND TDG, INC.**

Respondents

**ORDER
(Discharge of Receiver and Distribution)**

THIS MOTION, made by Richter Advisory Group Inc. ("**Richter**"), in its capacity as the court-appointed receiver of 2657874, Inc. (formerly Thane International Inc.), 2804906, Inc. (formerly Thane Direct, Inc.), 3244585 Nova Scotia Company (formerly Thane Direct Company), 2194124 Ontario Inc. (formerly Thane Direct Marketing Inc.), West Coast Direct Marketing, Inc., 1262775 Ontario Inc. (formerly Thane Direct Canada Inc.) and TDG, Inc. (in such capacity, the "**Receiver**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion of the Receiver; the First Report of the Receiver dated March 14, 2017 (the "**First Report**"); the Affidavit of Paul van Eyk sworn March 9, 2017 (the "**Van Eyk Affidavit**"); the Affidavit of Gordon Raman sworn March 10, 2017 (the "**Raman Affidavit**"); and on hearing the submissions of counsel for the Receiver and such other counsel

as may be present, and upon reading the affidavit of service of Rachael Belanger sworn March 16, 2017, filed;

SERVICE

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and the Motion Record be and is hereby is abridged so that the motion is properly returnable today, and that any further service thereof be and is hereby dispensed with.

CAPITALIZED TERMS

2. **THIS COURT ORDERS** that capitalized terms not defined herein shall have the meaning ascribed thereto in the First Report.

APPROVAL OF ACTIVITIES

3. **THIS COURT ORDERS** that the First Report and the Supplemental Report to the Report of the Proposed Receiver dated October 22, 2015 (the "**Supplemental Report**"), and the activities of the Receiver set out in the First Report and Supplemental Report, be and are hereby approved.

APPROVAL OF STATEMENT OF RECEIPTS AND DISBURSEMENTS

4. **THIS COURT ORDERS** that the Receiver's Statement of Cash Receipts and Disbursements to March 9, 2017, as attached to the First Report, be and is hereby approved.

APPROVAL OF FEES

5. **THIS COURT ORDERS** that the fees and disbursements of the Receiver, and that of U.S. counsel to the Receiver, namely, Womble Carlyle Sandridge & Rice, LLP (the "**U.S. Counsel**"), as described in the First Report and as set out in the Van Eyk Affidavit, including the estimated fees, inclusive of disbursements and applicable taxes, of the Receiver and U.S. Counsel up to its date of discharge, be and are hereby approved.

6. **THIS COURT ORDERS** that the fees and disbursements of the Receiver's legal counsel, Borden Ladner Gervais LLP ("**BLG**"), as described in the First Report and as set out in

the Raman Affidavit, including the estimated fees, inclusive of disbursements and applicable taxes, of BLG in connection with services to be provided to the Receiver up to its date of discharge, be and are hereby approved.

7. **THIS COURT ORDERS** that in the event that the fees and disbursements of the Receiver, U.S. Counsel or BLG exceed the estimates, such additional amounts may be paid without further order of the Court, subject to the consent of BMO and the Purchasers.

DISCHARGE OF THE COURT-ORDERED CHARGES

8. **THIS COURT ORDERS** that, upon the Receiver filing the Certificate, as defined in paragraph 11 of this Order, the Receiver's Charge, as defined in and created by the Order of the Honourable Mr. Justice Penny dated October 23, 2015, shall be fully and finally terminated, discharged and released.

DISTRIBUTIONS

9. **THIS COURT ORDERS** that the Receiver is authorized and directed to distribute the amount of \$3,370,947, in respect of the cash proceeds held by the Receiver, in respect of the Tax Refunds to 9472550 Canada Inc., 635427, Inc. and 9472541 Canada Inc., or as each of them may direct.

10. **THIS COURT ORDERS** that any surplus cash proceeds held by the Receiver following the payment of all fees and disbursements of the Receiver, U.S. Counsel and BLG, up to and including all such fees and disbursements incurred up to the filing of the Certificate with the Court, shall be paid or caused to be paid by the Receiver to BMO and to the Purchasers (as defined in the First Report, consisting of 9472541 Canada Inc., 9472550 Canada Inc., 635427, Inc. and 652134 Limited, or as each of them may direct, in accordance with the formula described in the First Report.

DISCHARGE OF THE RECEIVER

11. **THIS COURT ORDERS** that upon the Receiver filing a certificate with the Court in substantially the form attached hereto as Schedule "A" (the "**Certificate**") certifying that it has completed the Remaining Matters, as defined and described in the First Report, the Receiver

shall be discharged as Receiver of the undertakings, property and assets of 2657874, Inc. (formerly Thane International Inc.), 2804906, Inc. (formerly Thane Direct, Inc.), 3244585 Nova Scotia Company (formerly Thane Direct Company), 2194124 Ontario Inc. (formerly Thane Direct Marketing Inc.), West Coast Direct Marketing, Inc., 1262775 Ontario Inc. (formerly Thane Direct Canada Inc.) and TDG, Inc., provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of Richter in its capacity as Receiver.

12. **THIS COURT ORDERS AND DECLARES** that Richter is hereby released and discharged from any and all liability that Richter now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Richter while acting in its capacity as Receiver herein, save and except for any gross negligence or willful misconduct on the Receiver's part. Without limiting the generality of the foregoing, Richter is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or willful misconduct on the Receiver's part.

AID AND RECOGNITION

13. **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, including, without limitation, the United States Bankruptcy Court for the District of Delaware, to give effect to this Order and assist the Receiver, and its 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver, and its respective agents, in carrying out the terms of this Order.

14. **THIS COURT ORDERS** that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, including, without limitation, the United States Bankruptcy Court for the District of Delaware, for the recognition of this Order and for assistance in carrying out the terms of this Order.



ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

APR 03 2017

PER / PAR:



SCHEDULE "A": FORM OF RECEIVER'S DISCHARGE CERTIFICATE

Court File No.: CV-15-11146-00CL

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

BETWEEN:

BANK OF MONTREAL

Applicant

- and -

**THANE INTERNATIONAL, INC., THANE DIRECT, INC., THANE DIRECT
COMPANY, THANE DIRECT MARKETING INC., WEST COAST DIRECT
MARKETING, INC., THANE DIRECT CANADA INC. AND TDG, INC.**

Respondents

RECEIVER'S DISCHARGE CERTIFICATE

- A. Pursuant to an Order of The Honourable Mr. Justice Penny of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated October 23, 2015, Richter Advisory Group Inc. was appointed receiver (the "**Receiver**") of the Respondents pursuant to section 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended.
- B. Pursuant to an Order of the Court dated April 3, 2017 (the "**Discharge Order**"), the Court ordered, *inter alia*, that the Receiver be discharged, effective upon the filing by the Receiver of a certificate certifying the matters set out herein.
- C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Discharge Order.

THE RECEIVER HEREBY CERTIFIES the following:

1. The Receiver is satisfied, in its discretion, that it has completed the Remaining Matters as set out in the Receiver's First Report to the Court dated March 14, 2017.

2. This Certificate was delivered by the Receiver at _____(time) on _____(date).

RICHTER ADVISORY GROUP INC.,
solely in its capacity as court-appointed receiver of 2657874, Inc. (formerly Thane International Inc.), 2804906, Inc. (formerly Thane Direct, Inc.), 3244585 Nova Scotia Company (formerly Thane Direct Company), 2194124 Ontario Inc. (formerly Thane Direct Marketing Inc.), West Coast Direct Marketing, Inc., 1262775 Ontario Inc. (formerly Thane Direct Canada Inc.) and TDG, Inc.

Per: _____
Name:
Title:

Court File No. CV-15-11146-00CL

BANK OF MONTREAL - and - **THANE INTERNATIONAL, INC., et. al.**

Applicant

Respondents

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

PROCEEDINGS COMMENCED AT TORONTO

RECEIVER'S DISCHARGE CERTIFICATE

BORDEN LADNER GERVAIS LLP

Barristers and Solicitors
Bay Adelaide Centre, East Tower
22 Adelaide St. W.
Toronto, ON
M5H 4E3

Roger Jaipargas

Tel: (416) 367-6266
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Lawyers for Richter Advisory Group Inc., in its capacity as
Court-appointed Receiver of the Respondents

BANK OF MONTREAL - and - THANE INTERNATIONAL, INC., et. al.

Applicant

Respondents

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDINGS COMMENCED AT TORONTO

ORDER
(Discharge of Receiver and Distribution)

BORDEN LADNER GERVAIS LLP
Barristers and Solicitors
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Court-appointed Receiver of the Respondents

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