

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

THE HONOURABLE

JUSTICE

HAINES

)
)
)

WEDNESDAY, THE 21ST DAY

OF MARCH, 2018

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
(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 Second Report of the Receiver dated March 9, 2018 (the "**Second Report**"); the Affidavit of Pritesh Patel sworn March 9, 2018 (the "**Patel Affidavit**"); the Affidavit of Gordon Raman sworn March 8, 2018 (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 Marie Pacheco sworn March 12, 2018, 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 Second Report.

APPROVAL OF ACTIVITIES

3. **THIS COURT ORDERS** that the Second Report and the activities of the Receiver set out in the Second Report, be and is hereby approved.

APPROVAL OF STATEMENT OF RECEIPTS AND DISBURSEMENTS

4. **THIS COURT ORDERS** that the Receiver's Statement of Receipts and Disbursements from October 23, 2015 to March 9, 2018, as attached to the Second Report, be and is hereby approved.

DISTRIBUTIONS

5. **THIS COURT ORDERS** that the Receiver is authorized and directed to distribute the amount of \$300,000.00, in respect of the cash proceeds held by the Receiver, in respect of the 324Co Tax Refund to 9472550 Canada Inc., 635427, Inc. and 9472541 Canada Inc., or as each of them may direct.

APPROVAL OF FEES

6. **THIS COURT ORDERS** that the fees and disbursements of the Receiver, and that of U.S. counsel to the Receiver, namely, Womble Bond Dickinson (US) LLP (the "**U.S. Counsel**"), as described in the Second Report and as set out in the Patel Affidavit, including the estimated fees, exclusive of disbursements and applicable taxes, of the Receiver and U.S. Counsel up to its date of discharge, be and are hereby approved.

7. **THIS COURT ORDERS** that the fees and disbursements of the Receiver's legal counsel, Borden Ladner Gervais LLP ("**BLG**"), as described in the Second Report, including the estimated fees, exclusive of disbursements and applicable taxes, of BLG, as set out in the Raman Affidavit, in connection with services to be provided to the Receiver up to its date of discharge, be and are hereby approved.

8. **THIS COURT ORDERS** that any surplus cash proceeds held by the Receiver following payment of all fees, disbursements and applicable taxes of the Receiver, U.S. Counsel and BLG shall be paid or caused to be paid by the Receiver to 9472550 Canada Inc., 635427, Inc. and 9472541 Canada Inc., or as each of them may direct, without further order of the Court and in the event that the fees, disbursements and applicable taxes of the Receiver, U.S. Counsel and BLG exceed the estimates to completion, such additional amounts may be paid without further order of the Court, subject to the consent of 9472550 Canada Inc., 635427, Inc. and 9472541 Canada Inc..

DISCHARGE OF RECEIVER

9. **THIS COURT ORDERS AND DECLARES** that the Receiver shall continue to benefit from the provisions of the order of Madam Justice Conway dated April 3, 2017 and the protections provided for therein in favour of the Receiver.

A handwritten signature in black ink, appearing to read "Hainey", written over a horizontal line.

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

MAR 22 2018

PER / PAR:

Handwritten initials "ml" in blue ink.

BANK OF MONTREAL

Applicant

- and -

THANE INTERNATIONAL, INC., et. al.

Respondents

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

PROCEEDINGS COMMENCED AT TORONTO

**ORDER
(Distribution)**

BORDEN LADNER GERVAIS LLP
Barristers and Solicitors
Bay Adelaide Centre, East Tower
22 Adelaide Street West
Toronto, ON M5H 4E3

Roger Jaipargas - (LSUC #43275C)
Tel: (416) 367-6266
Fax: (416) 367-6749

Rachael Belanger - (LSUC #67674B)
Tel: (416) 367-6485
Fax: (416) 367-6749

Lawyers for Richter Advisory Group Inc.,
in its capacity as Court-appointed Receiver of the
Respondents