

Court File No:

**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**

**APPLICATION RECORD
(Volume 1 of 3)
(Returnable May 16, 2018)**

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

TO: ATTACHED SERVICE LIST

**Rockport – Restructuring
Service List
(As at May 15, 2018)**

TO:	<p>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</p> <p>Roger Jaipargas Tel: 416-367-6266 rjaipargas@blg.com</p> <p>Alex MacFarlane Tel: 416-367-6305 amacfarlane@blg.com</p> <p>Evita Ferreira 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>
AND TO:	<p>RICHARDS, LAYTON & FINGER, P.A. One Rodney Square | 920 North King Street Wilmington, DE 19801</p> <p>Mark D. Collins Tel: 302-651-7531 collins@rlf.com</p> <p>Amanda Steele Tel: 302-651-7838 steele@rlf.com</p> <p>Brendan J. Schlauch 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>

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

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

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

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

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

Email Service List

Jaipargas, Roger <RJaipargas@blg.com>; MacFarlane, Alex <AMacfarlane@blg.com>; Evita (EFerreira@blg.com); collins@rlf.com; steele@rlf.com; schlauch@rlf.com; asherman@richter.ca; Patel, Pritesh <PPatel@Richter.ca>; lpillon@stikeman.com; patrick.shea@gowlingwlg.com; jherzog@goodwinlaw.com; jbernardi@goodwinlaw.com; wwaintraub@goodwinlaw.com; fournierd@pepperlaw.com; boneill@goodmans.ca; jlatham@goodmans.ca; ddedic@goodmans.ca; mcto@debevoise.com; destroyk@debevoise.com; bsandler@pszjlaw.com; joneill@pszjlaw.com; drothman@reimerlaw.com; lsinger@reimerlaw.com; jkoff@reimerlaw.com; jlevesque@reimerlaw.com; GTaylor@ashbygeddes.com; sabitan@osler.com; tsandler@osler.com; alockhart@osler.com; jlam@osler.com; dbish@torys.com

TOR01: 7412752: v1

Court File No:

**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**

I N D E X

TAB	DOCUMENT
1.	Notice of Application returnable May 16, 2018
2.	Affidavit of Paul Kosturos sworn May 15, 2018
Exhibit A:	Petitions filed with US Court
Exhibit B:	First Day Declaration
Exhibit C:	Joint Administration Order
Exhibit D:	Claims Agent Order
Exhibit E:	Automatic Stay Order
Exhibit F:	Foreign Representative Order
Exhibit G:	Shippers and Warehousemen Order
Exhibit H:	Critical and Foreign Vendors Order
Exhibit I:	Taxes Order
Exhibit J:	Insurance Order
Exhibit K:	Wages Order
Exhibit L:	Customer Program Order
Exhibit M:	Utilities Order
Exhibit N:	Cash Management Order

TAB

DOCUMENT

- | | |
|-------------|--|
| Exhibit O: | Interim DIP Financing Order |
| Exhibit P: | Rockport Group Organizational Chart |
| Exhibit Q: | British Columbia Corporate Registry search |
| Exhibit R: | Rockport Group's consolidated financial statements ended December 31, 2017 |
| Exhibit S: | Rockport Group's cash flow budgets |
| Exhibit T: | Quebec PPR Search dated April 25, 2018 |
| Exhibit U: | Alberta PPR Search dated April 25, 2018 |
| Exhibit V: | Ontario PPR Search dated April 11, 2018 |
| Exhibit W: | Nova Scotia PPR Search dated April 25, 2018 |
| Exhibit X: | Prince Edward Island PPR dated April 25, 2018 |
| Exhibit Y: | Manitoba PPR Search dated April 25, 2018 |
| Exhibit Z: | British Columbia PPR Search dated May 7, 2018 |
| Exhibit AA: | Consent of Richter to act as Information Officer |
-
- | | |
|----|---|
| 3. | Draft Initial Recognition Order |
| 4. | Draft Supplemental Order |
| 5. | Blackline against Model Initial Recognition Order |
| 6. | Blackline against Model Supplemental Order |

Tab 1

Court File No:

**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 15, 2018

Issued by:

Local Registrar

Address of court office:

330 University Avenue
7th Floor
Toronto, ON M5G 1R7

TO: ATTACHED SERVICE LIST

Service List

TO:	<p>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</p> <p>Roger Jaipargas Tel: 416-367-6266 rjaipargas@blg.com</p> <p>Alex MacFarlane Tel: 416-367-6305 amacfarlane@blg.com</p> <p>Evita Ferreira 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>
AND TO:	<p>RICHARDS, LAYTON & FINGER, P.A. One Rodney Square | 920 North King Street Wilmington, DE 19801</p> <p>Mark D. Collins Tel: 302-651-7531 collins@rlf.com</p> <p>Amanda Steele Tel: 302-651-7838 steele@rlf.com</p> <p>Brendan J. Schlauch 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>

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

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

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

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

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

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

Tab 2

Court File No:

**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**

**AFFIDAVIT OF PAUL KOSTUROS
(Sworn May 15, 2018)**

I, **PAUL KOSTUROS**, of the City of San Francisco in the State of California, **MAKE
OATH AND SAY as follows:**

1. I am the interim Chief Financial Officer of The Rockport Company, LLC ("**Rockport**"), a Delaware limited liability company and its affiliated companies, the debtor companies in these proceedings, and as such have personal knowledge of the matters deposed to in this Affidavit, or where I do not possess such personal knowledge, I have stated the source of my information, and in all such cases I believe that both the information and the resulting statement to be true.
2. I am also a Senior Director of Alvarez & Marsal Private Equity Services Operations Group, LLC ("**A&M**"). I have more than 20 years' experience in finance and accounting and have advised companies across a diverse range of industries in respect of their restructuring and insolvency proceedings (both in and out of court). I also have experience designing financing packages and acting as a financial advisor in the purchase or sale of numerous businesses.

3. I have been the interim Chief Financial Officer of Rockport and its affiliated companies since August 1, 2017.

4. Rockport, 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, Drydock Footwear, LLC, DD Management Services LLC (collectively, the “**US Debtors**”) and Rockport Canada ULC (“**Rockport Canada**”, and together with the US Debtors, the “**Rockport Group**” or the “**Debtors**”) initially retained A&M in March 2017 to provide technology consulting services.

5. The Rockport Group then expanded A&M’s management to include interim management services, including my appointment as interim Chief Financial Officer.

6. As a result of my role over the past 10 months, I am generally familiar with the Rockport Group’s business, day-to-day operations, finances and records.

Introduction

7. On May 14, 2018 (the “**Filing Date**”), each entity in the Rockport Group filed voluntary petitions for relief pursuant to Chapter 11 of Title 11 (“**Chapter 11**”) of the United States Code (the “**US Code**”) (collectively, the “**Petitions**” and each a “**Petition**”) with the United States Bankruptcy Court for the District of Delaware (the “**US Court**”). Attached hereto and marked as **Exhibit “A”** is a true copy of the filed Petitions. The Rockport Group has requested that the Petitions be jointly administered for procedural purposes only.

8. As of the date of this Affidavit, I am not aware of any other insolvency proceedings involving the Rockport Group other than the proceedings before the US Court commenced by the Petitions (the “**US Proceedings**”) and these proceedings.

9. In support of the Petitions, I caused to be filed with the US Court a declaration (the “**First Day Declaration**”). The First Day Declaration sets out in greater detail, among other things, the history of the Rockport Group and the present challenges leading to the US Proceedings. Attached hereto and marked as **Exhibit “B”** is a true copy of the First Day Declaration.

10. As detailed below, the Rockport Group entered into an asset purchase agreement to sell substantially all of the Rockport Group's assets to CB Marathon Opco, LLC ("**Marathon**"), an affiliate of Charlesbank Equity Fund IX, limited Partnership ("**Charlesbank**"), or another higher or otherwise better bidder, pursuant to Section 363 of the US Code. The Rockport Group has determined that value for creditors will be maximized by commencing the US Proceedings and continuing an orderly sale process.

11. This Affidavit is made in support of an application by Rockport Blocker, LLC ("**Blocker**"), in its capacity as foreign representative of the Rockport Group, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "**CCAA**"), for orders granting certain relief, including, *inter alia*:

- (a) abridging the time for service of the materials such that this application is properly returnable on May 16, 2018;
- (b) declaring that Blocker is a "foreign representative" as defined in section 45 of the CCAA in respect of the jointly administered insolvency proceedings;
- (c) recognizing the US Proceedings under Chapter 11 of the US Code and declaring the US Proceedings as a foreign main proceeding with respect to each member of the Rockport Group, including Rockport Canada;
- (d) recognizing and enforcing certain orders (as set out below) of the US Court made in the US Proceedings;
- (a) staying all proceedings that might be taken against the Rockport Group 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;
- (e) restraining further proceedings and any action, suit or proceeding against the Rockport Group;
- (f) prohibiting the commencement of any action, suit or proceeding against the Rockport Group;

- (g) granting the Court-ordered charges, namely the Administration Charge (as defined below) to a maximum of CDN\$300,000 and the DIP Lender's Charge (as defined below), to a maximum of US\$60,000,000; and
- (h) appointing Richter Advisory Group Inc. ("**Richter**") as information officer (the "**Information Officer**") in these proceedings.

The First Day Motions

12. As part of the first day motions (the "**First Day Motions**") that were heard by the US Court on May 15, 2018, the US Court made several orders (collectively, the "**First Day Orders**"). The First Day Orders made by the US Court include, *inter alia*:

- (a) an order permitting the joint administration of the Chapter 11 cases of the Rockport Group in the US Proceedings, which is attached hereto and marked as **Exhibit "C"** (the "**Joint Administration Order**");
- (b) an order authorizing the Rockport Group to appoint Prime Clerk LLC ("**Prime Clerk**") as claims and noticing agent, which is attached hereto and marked as **Exhibit "D"** (the "**Claims Agent Order**");
- (c) an order confirming the enforcement and applicability of the protections pursuant to Sections 362, 365, 525 and 541 of the Code, which is attached hereto and marked as **Exhibit "E"** (the "**Automatic Stay Order**");
- (d) an order recognizing Blocker as the foreign representative of the Rockport Group, which is attached hereto and marked as **Exhibit "F"** (the "**Foreign Representative Order**");
- (e) an interim order (i) authorizing, but not directing, Rockport Group, in their sole discretion, to pay (a) all or a portion of the shipping and warehousing claims and (b) certain import charges; and (ii) authorizing applicable banks and other financial institutions to receive, process, honour and pay any and all cheques drawn on the Debtors' general disbursement account and other transfers, to the

extent such cheques and transfers relate to any of the foregoing, which is attached hereto and marked as **Exhibit “G”** (the “**Shippers and Warehousemen Order**”);

- (f) an interim order (i) authorizing, but not directing, the Rockport Group to pay prepetition obligations of certain (a) critical vendors, up to US\$2,000,000, on an interim basis; and (b) foreign vendors up to US\$12 million on an interim basis; and (ii) authorizing applicable banks and financial institutions to receive, process, honor and pay any and all cheques drawn on the Rockport Group’s general disbursement account and other transfers, to the extent these cheques and transfers relate to any of the foregoing, which is attached hereto and marked as **Exhibit “H”** (the “**Critical and Foreign Vendors Order**”);
- (g) an interim order (a) authorizing, but not directing, the Rockport Group, in their sole discretion, to pay Covered Taxes and Fees (as defined in the First Day Declaration), whether asserted prior to, on or after the commencement of the Chapter 11 cases; and (b) authorizing and directing applicable banks and financial institutions to receive, process, honor and pay any and all cheques drawn on the Rockport Group’s general disbursement account and other transfers to the extent these cheques and transfers relate to any of the foregoing, which is attached hereto and marked as **Exhibit “I”** (the “**Taxes Order**”);
- (h) an interim order (i) authorizing the Rockport Group to continue and renew their (a) Insurance Programs (as defined in the First Day Declaration), including Premium Financing (as defined in the First Day Declaration), and (b) Surety Bond Program (as defined in the First Day Declaration) and honor all obligations under the Insurance and Surety Bond Programs; (ii) modifying the automatic stay imposed by Section 362 of the Bankruptcy Code to the extent necessary to permit the Rockport Group’s employees to proceed with any claims they may have under the Workers’ Compensation Program (as defined in the First Day Declaration); and (iii) authorizing financial institutions to honor and process related cheques and transfers, which is attached hereto and marked as **Exhibit “J”** (the “**Insurance Order**”);

- (i) an interim order authorizing the Rockport Group to pay pre-Petition wages, compensation, employee benefits and claims of independent contractors which is attached hereto and marked as **Exhibit “K”** (the “**Wages Order**”);
- (j) an order authorizing, but not directing, the Rockport Group to among other things,
 - (i) maintain certain Customer Programs (as defined in the First Day Declaration);
 - (ii) satisfy obligations related to the Gift Card Program (as defined in the First Day Declaration); and
 - (iii) honor or pay all other Customer Obligations (as defined in the First Day Declaration), which is attached hereto and marked as **Exhibit “L”** (the “**Customer Program Order**”);
- (k) an interim order with respect to utilities providers: (i) prohibiting the Rockport Group’s utility service providers from altering or discontinuing service; (ii) approving an adequate assurance deposit as adequate assurance of post-Petition payment to the utilities; and (iii) establishing procedures for resolving any subsequent requests by the utilities for additional adequate assurance of payment, which is attached hereto and marked as **Exhibit “M”** (the “**Utilities Order**”);
- (l) an interim order authorizing, but not directing, the Rockport Group to maintain their existing bank accounts, cash management system and authorizing the continuation of (and administrative expense priority status of) intercompany transactions, subject to certain limitations set out therein, which is attached hereto and marked as **Exhibit “N”** (the “**Cash Management Order**”); and
- (m) an interim order, among other things, (i) approving post-Petition financing; (ii) granting liens and super-priority administrative expense claim status to Citizens Business Capital, as administrative and collateral agent (the “**DIP ABL Agent**”) for the DIP ABL Lenders (as defined in the First Day Declaration) and (iii) modifying the automatic stay; and (iv) scheduling the final hearing, which is attached hereto and marked as **Exhibit “O”** (the “**Interim DIP Financing Order**”).

Foreign Representative Order and the Joint Administration Order

13. The US Court made the Foreign Representative Order appointing Blocker as the foreign representative of the Rockport Group to, among other things, seek recognition of the US Proceedings in Canada. Pursuant to the Foreign Representative Order, the US Court requested the assistance of the Ontario Superior Court of Justice (the “**Canadian Court**”) in aiding and supporting the US Proceedings.

14. Pursuant to the Joint Administration Order, the US Court directed that the Chapter 11 cases of each member of the Rockport Group would be administered jointly, including having one court file and one service list.

15. In granting the Foreign Representative Order and the Joint Administration Order, the US Court was satisfied that each order was necessary for the US Proceedings and the efficient administration of the US Proceedings. Blocker seeks recognition of the Foreign Representative Order and the Joint Administration Order, so that these proceedings can be managed efficiently and in a manner consistent with the US Proceedings.

Claims Agent Order

16. Pursuant to the Claims Agent Order, the US Court appointed Prime Clerk as claims and noticing agent for the Rockport Group in order to administer the claims of the Rockport Group’s creditors. Prime Clerk is a bankruptcy administrator that specializes in administering Chapter 11 proceedings.

17. In making the Claims Agent Order, the US Court determined that the appointment of Prime Clerk as claims agent was reasonable and appropriate to ensure the efficient and effective administration and determination of claims against the Rockport Group.

18. Blocker seeks recognition of the Claims Agent Order from this Honourable Court to ensure consistency in the administration of these proceedings and the US Proceedings. However, Blocker does not propose that the role of Prime Clerk supplant or replace the proposed role of Richter as information officer in these proceedings.

Automatic Stay Order

19. Pursuant to the Automatic Stay Order, the US Court enforced and restated the automatic stay of the US Code and the Rockport Group's right to continue operations, including authorization to satisfy all ordinary course business obligations incurred after the Filing Date.

20. In making the Automatic Stay Order, the US Court determined that enforcing and restating the stay provisions of the US Code was appropriate and necessary to maintain the Rockport Group's operations, while it continues its efforts to facilitate the entry into an asset purchase agreement.

21. Blocker seeks recognition of the Automatic Stay Order from this Honourable Court and submits that such recognition is necessary to ensure consistency between these proceedings and the US Proceedings.

Shippers and Warehousemen Order

22. The US Court made the Shippers and Warehousemen Order, which authorizes (but does not direct) the Rockport Group to, in their sole discretion, pay all or a portion of certain accrued pre-Petition shipping and warehousing claims and certain pre-Petition import charges. The Rockport Group sought this order to ensure its supply of inventory and other goods would not be interrupted. The Shippers and Warehousemen Order was made on an interim basis, and will be subject to a further hearing and final order of the US Court.

23. In making the Shippers and Warehousemen Order, the US Court was satisfied that it is necessary for the Rockport Group to be allowed to pay certain shippers and warehousemen for charges incurred in connection with the transport of goods, so that such shippers or warehousemen do not assert possessory liens against any of the Rockport Group's merchandise or otherwise refuse to release such merchandise pending receipt of payment, which would disrupt the Rockport Group's operations and potentially cause substantial delays, great expense and irreparable harm to the Rockport Group's estates.

24. The US Court was further satisfied in making the Shippers and Warehousemen Order that it is necessary for the Rockport Group to be allowed to pay certain import charges (including, but

not limited to, customs duties, detention and demurrage fees, tariffs, excise taxes and other similar obligations) on merchandise delivered from foreign countries as non-payment could cause substantial delays, great expense and irreparable harm to the Rockport Group's estates. In exchange for the payments pursuant to this Order, the recipients are to provide service in the ordinary course.

25. Blocker seeks recognition of the Shippers and Warehousemen Order from the Canadian Court and submits that such recognition is necessary to ensure consistency in the treatment of these payments between these proceedings and the US Proceedings.

Critical and Foreign Vendors Order

26. Pursuant to the Critical and Foreign Vendors Order, the US Court authorized the Rockport Group to pay pre-Petition obligations to (i) certain critical vendors up to the Critical Vendor Claims Cap (as defined in the First Day Declaration) and (ii) certain foreign vendors up to the Foreign Vendor Claims Cap (as defined in the First Day Declaration). The Rockport Group sought this order to ensure its critical and foreign vendors would continue to supply necessary merchandise to the group. In particular, the Rockport Group was concerned that foreign vendors may not consider themselves bound by the US Proceedings without a specific order. The Critical and Foreign Vendors Order was made on an interim basis, and will be subject to a further hearing and final order of the US Court.

27. In making the Critical and Foreign Vendors Order, the US Court was satisfied that the Critical and Foreign Vendors Order was necessary to ensure that certain critical and foreign vendors integral to sourcing and manufacturing all of the Rockport Group's merchandise do not disregard the automatic stay and engage in conduct disruptive to the Rockport Group's operations, potentially jeopardizing its continued efforts to facilitate an asset purchase. In exchange for the payments pursuant to this Order, the recipients are to provide service in the ordinary course.

28. Blocker seeks recognition of the Critical and Foreign Vendors Order from the Canadian Court and submits that such recognition is necessary to ensure there is no disruption to the Rockport Group's global sourcing and manufacturing network.

Taxes Order

29. Pursuant to the Taxes Order, the US Court authorized the Rockport Group, in its discretion, to pay certain taxes and fees (defined as in the Taxes Order as Covered Taxes and Fees). The Covered Taxes and Fees include income taxes, sales and use taxes, employment taxes, business taxes and property taxes. I believe that many of the Covered Taxes and Fees were collected before the Petitions and must be paid over to the relevant taxing authority and that a failure to do so would result in priority liens. The Taxes Order applies to Canadian taxation authorities, including with respect to sales taxes. The Taxes Order was made on an interim basis, and will be subject to a further hearing and final order of the US Court.

30. In making the Taxes Order, the US Court determined that it was appropriate and necessary for the Rockport Group to have discretion to pay pre-Petition and post-Petition taxes and fees to facilitate its continued operations and avoid potential disruptions to the Rockport Group's operations, including interruptions to necessary permits and distracting the efforts of critical employees.

31. Blocker seeks recognition of the Taxes Order from the Canadian Court, and submits that such recognition is necessary to ensure the efficient and consistent administration of the Rockport Group's operations and stability throughout its efforts to restructure and to implement the restructuring plan. Blocker also seeks recognition of the Taxes Order from the Canadian Court to ensure that Canadian taxation authorities are treated consistently with those in the US.

Insurance Order

32. The US Court made the Insurance Order, which authorizes the Rockport Group to continue and renew certain insurance programs, including premium financing and surety bond programs. The Insurance Order also modified the automatic stay under Section 362 of the US Code, to allow the Rockport Group's employees to proceed with any claims they may have under workers' compensation insurance coverage (the "**Workers' Compensation Program**")

maintained by the Rockport Group. The Insurance Order was made on an interim basis and will be subject to a further hearing and final order of the US Court.

33. In making the Insurance Order, the US Court was satisfied that all of the insurance programs covered by the Insurance Order are essential to the ongoing operation of the Rockport Group's businesses and the preservation of the value of the Rockport Group's estates.

34. Blocker seeks recognition of the Insurance Order from the Canadian Court and submits that such recognition is necessary to ensure consistency of the insurance coverage between the US Debtors and Rockport Canada.

Wages Order

35. The US Court granted the Wages Order authorizing the Rockport Group to, *inter alia*, pay pre-Petition wages and other amounts owed to its employees and claims of independent contractors, to continue all employee benefit programs and to pay all withholding obligations, as such obligations are due. The Wages Order was made on an interim basis and will be subject to a further hearing and final order of the US Court.

36. In granting the Wages Order, the US Court was satisfied that the failure to make payments for these obligations to the Rockport Group employees (and for withholdings related to those employees) and claims of independent contractors would threaten the Rockport Group's ability to operate and its efforts to facilitate the entry into an asset purchase agreement. The US Court was further satisfied that authorizing the payment of these amounts was a sound exercise of the Rockport Group's business judgment.

37. Blocker seeks recognition of the Wages Order from the Canadian Court to ensure that all Rockport Group employees, independent contractors and government entities receiving withholdings are treated consistently.

Customer Program Order

38. The US Court made the Customer Program Order, which authorizes the Rockport Group to maintain certain market and sales practices that, among other things, are targeted to develop and sustain a positive reputation for the Rockport Group goods in the marketplace and to attract

new customers and provide incentives, including rewards, to existing customers. These programs include online sales promotions, wholesale sales promotions, the coupon program, the gift card program, return, refund and exchange policies, the gift card program and the credit card processing program. The Customer Program Order further authorizes the Rockport Group to pay certain pre-Petition obligations relating to these activities.

39. In making the Customer Program Order, the US Court was satisfied that without such an order, the Rockport Group was at risk of losing customer loyalty, goodwill, and market share, which could cause a precipitous decline in the value of their businesses at a critical juncture. The US Court was further satisfied that the Customer Program Order was necessary to keep the reputation of the Rockport Group's brands intact in order to avoid irreparable harm and to maximize value for the Rockport Group's estates and their stakeholders.

40. Blocker seeks recognition of the Customer Program Order from this Honourable Court and submits that such recognition is necessary to ensure that the Rockport Group brand is maintained consistently across jurisdictions and that Canadian customers receive the same treatment in these proceedings as those based in the US.

Utilities Order

41. Pursuant to the Utilities Order, the US Court approved adequate assurance of payment for certain utility providers, establishing procedures for resolving claims by utility providers and prohibited the utility providers from terminating service solely on the basis of the commencement of the US Proceedings. The utilities providers include those supplying gas, electricity, phone and internet services. The Utilities Order includes 17 Canadian utilities providers. The Utilities Order was made on an interim basis and will be subject to a further hearing and final order of the US Court.

42. In making the Utilities Order, the US Court was satisfied that continued service was reasonable, appropriate and necessary to maintain the Rockport Group's operations while it continues its efforts to enter into an asset purchase agreement.

43. Blocker seeks the recognition of the Utilities Order from this Honourable Court and submits that such recognition is necessary to ensure consistency between these proceedings and

the US Proceedings. Blocker also seeks recognition of the Utilities Order from this Honourable Court to ensure Canadian utilities providers are treated consistently with the US utilities providers.

Cash Management Order

44. The US Court made the Cash Management Order, which authorizes the Rockport Group to continue to operate its existing cash management system (including its existing bank accounts), to maintain its existing business forms (such as cheques), and to continue to perform intercompany transactions consistent with past practice, subject to the Permitted Rockport Canada Intercompany Transactions (as defined below). The intercompany transactions include payments between Rockport and Rockport Canada and payments between Rockport and other foreign affiliates. The Cash Management Order was made on an interim basis and will be subject to a further hearing and final order of the US Court.

45. Intercompany transactions regularly occur between Rockport and Rockport Canada when funds are transferred between those entities as necessary, including, but not limited to, transfers as a result of the Rockport's sale of merchandise to Rockport Canada. Following the Petition Date, Rockport Canada will continue to transfer funds to Rockport on account of (i) merchandise purchased postpetition from Rockport, as necessary for Rockport Canada's ongoing operations and (ii) postpetition back-office services provided by Rockport (the "**Permitted Rockport Canada Intercompany Transactions**"). Other than the Permitted Rockport Canada Intercompany Transactions, following the Petition Date, Rockport Canada will not transfer funds to Rockport on account of any prepetition intercompany transactions, unless otherwise ordered by the US Court.

46. In granting the Cash Management Order, the US Court was satisfied that the existing system, subject to the Permitted Rockport Canada Intercompany Transactions, was essential to the Rockport Group's ongoing operations in order to maximize value in its sale efforts and that there would be no prejudice to the Rockport Group continuing to use pre-printed business forms without modification to identify the members of the Rockport Group as debtors in possession.

47. The US Court was also satisfied that the intercompany transactions, subject to the Permitted Rockport Canada Intercompany Transactions, should continue because the system enables the Rockport Group to efficiently monitor and control their cash position and maintain control over Intercompany Transactions (as defined in the First Day Declaration). The continued use of the cash management system in such manner during the pendency of the US Proceedings is essential to the Rockport Group's business operations and their goal of maximizing value for the benefit of all parties in interest. In making the Cash Management Order, the US Court was further satisfied that the Cash Management Order was necessary to avoid immediate and irreparable harm and is in the best interests of the Rockport Group's estates and their creditors and all other parties in interest.

48. Blocker seeks recognition of the Cash Management Order from the Canadian Court to ensure that the Rockport Group finances, which are highly integrated, can continue in the ordinary course, subject to the Permitted Rockport Intercompany Transactions, and to ensure the efficient administration of the Rockport Group, as it works to facilitate the entry into an asset purchase agreement.

Interim DIP Financing Order

49. Pursuant to the Interim DIP Financing Order:

- (a) the Rockport Group is authorized to borrow up to US\$60 million of post-Petition revolving loans under the DIP ABL Facility (as defined in the First Day Declaration), with a Canadian sublimit of zero (the "**DIP ABL Financing**"); and
- (b) the US Debtors are authorized to borrow up to US \$20 million of post-Petition financing under the DIP Note Facility (as defined in the First Day Declaration (the "**DIP Note Financing**" and together with the DIP ABL Financing, the "**DIP Financing**"))

on such terms and conditions set out in the applicable post-Petition credit agreement, or note purchase agreement and related documents.

50. Consistent with the Prepetition Revolving Credit Agreement (as defined in the First Day Declaration), Rockport Canada will be a borrower under the DIP ABL Financing pursuant to the post-Petition Senior Secured Super-Priority Debtor-in-Possession Revolving Credit Agreement (the “**DIP ABL Credit Agreement**”) and related documents (together with the DIP ABL Credit Agreement, the “**DIP Financing Documents**”).

51. Consistent with the pre-Petition Note Purchase Agreement dated as of July 31, 2015 (as amended or supplemented to the date hereof), Rockport Canada will not be a party to the DIP Note Financing. The DIP Note Financing will be on the terms and conditions of a Debtor-In-Possession Note Purchase and Security Agreement (the “**DIP Note Purchase Agreement**”) by and among the US Debtors, as borrowers, the purchasers party thereto from time to time, and Cortland Capital Market Services LLC, as collateral agent for the note purchasers thereunder (the “**DIP Note Purchasers**”).

52. The DIP Note Purchase Agreement provides for the purchase of postpetition notes from time to time thereunder in the amount of up to US\$20,000,000 during the Interim Period (as defined in the First Day Orders) to (i) fund the Debtors' Chapter 11 cases and the continued operation of their businesses as US Debtors, and certain fees and expenses associated with the consummation of the transactions and (ii) issue notes under the DIP Note Purchase Agreement, in exchange for Senior Secured Notes (as defined in the First Day Orders) held by the DIP Note Purchasers.

53. The DIP ABL Financing is being provided by a syndicate of lenders (the “**DIP ABL Lenders**”). The DIP ABL Lenders consist of the syndicate of lenders that provided the Rockport Group with its Prepetition ABL Facility (as defined in the First Day Declaration) and the DIP ABL Agent is the same administrative and collateral agent under the Prepetition ABL Facility (the “**Prepetition ABL Agent**”). Although Rockport Canada currently has no borrowings under that facility, it is a co-borrower and a guarantor of the US Debtors' borrowings under that facility and has granted a security interest over its assets, property and undertakings in favour of the Prepetition ABL Agent in respect of those obligations.

54. Pursuant to the DIP ABL Financing Documents, and consistent with the pre-Petition financing terms, Rockport Canada is a co-borrower, the Canadian sublimit under the DIP ABL

Financing will be zero, and Rockport Canada will guarantee all of the obligations of the US Debtors under the DIP ABL Financing Documents. The assets of the US Debtors provide security for the borrowings under the DIP ABL Financing and the assets of Rockport Canada provide security, as co-borrower and guarantor, of the borrowings under the DIP ABL Financing.

55. The DIP Financing will provide the working capital necessary for the Rockport Group to continue its business in the ordinary course until consummation of the proposed sale, with a view to maintaining value for the benefit of all creditors and stakeholders.

56. The US Court ordered that the DIP Financing be secured by security interests and liens in accordance with the US Code and that the amounts owed under the DIP Financing would constitute super-priority claims in priority to all other obligations and liabilities of the Rockport Group, subject only to: (a) the DIP Credit Agreements (as defined in the Interim DIP Financing Order), (b) the Carve-Out (as defined in the Interim DIP Financing Order), (c) a charge in a maximum amount of CDN\$300,000 to secure the professional fees and expenses of Richter as information officer and its counsel, and (d) any existing liens that, under applicable law, are senior to, and have not been subordinated to, the liens of the Prepetition Secured Parties (as defined in the Interim DIP Financing Order), but only to the extent that such existing liens are valid, perfected, enforceable, and unavoidable liens as of the Petition Date.

57. The Interim DIP Financing Order authorizes the Debtors to use all cash, collections and proceeds of the ABL Priority Collateral (as defined in the Interim DIP Financing Order) (except ABL Priority Collateral of Rockport Canada) to reduce the Debtors' obligations under the Prepetition ABL Facility during the Interim Period (as defined in the Interim DIP Financing Order). Upon entry of the Final Order (as defined in the Interim DIP Financing Order), subject to the terms and conditions set out in paragraph 38 of the Interim DIP Financing Order, the Debtors will use the proceeds of the DIP ABL Credit Agreement to fully satisfy all of their obligations under the Prepetition ABL Facility. As of the Petition Date, the aggregate outstanding amount owed by the Rockport Group under the Prepetition Revolving Credit Agreement is approximately US\$53,425,436.95, plus US\$3,550,000 of issued and outstanding letters of credit.

58. The Interim DIP Financing Order deems each DIP Note Purchaser to have exchanged a portion of its claims arising under the Senior Secured Notes (as defined in the Interim DIP

Financing Order), in an amount equal to the amount of such DIP Note Purchaser's DIP Commitment (as defined in the DIP Note Purchase Agreement), for Roll Up Notes (as defined in the DIP Note Purchase Agreement) on a dollar-for-dollar basis. Upon entry of the Final Order, each DIP Note Purchaser shall be deemed to have exchanged an additional portion of its claims arising under the Senior Secured Notes, in an amount equal to such DIP Note Purchaser's DIP Commitment, for Roll Up Notes (as defined in the DIP Note Purchase Agreement) on a dollar-for-dollar basis. As of the Filing Date, US\$188,300,000 in principal amount of Senior Secured Notes was outstanding.

59. The Interim DIP Financing Order also authorizes the Rockport Group to use its cash collateral in accordance with the terms of that order.

60. The DIP ABL Financing is made on substantially similar terms as the Prepetition ABL Facility.

61. The costs and fees of the DIP Financing are market for similar levels of financing in similar circumstances. The US Court was satisfied that the terms and conditions of DIP Financing, and the fees paid and to be paid thereunder, are fair, reasonable, and the best available to the Debtors under the circumstances, reflect the Debtors' exercise of prudent and sound business judgment consistent with their fiduciary duties and are supported by reasonably equivalent value and consideration.

62. The US Court was satisfied that the Interim DIP Financing Order was necessary for the orderly continuation and operation of the Rockport Group, to maintain business relationships and to satisfy its business and operational needs (including payroll and other expenses incurred in the ordinary course of business) and to fund the administration of the US Proceedings and the Rockport Group's efforts to facilitate the entry into an asset purchase agreement.

63. The US Court was satisfied that the Rockport Group did not have sufficient available sources of capital and financing to operate its business or maintain its properties in the ordinary course of business without the DIP Financing and the use of cash collateral.

64. The US Court was also satisfied that the Rockport Group would not be able to obtain financing on more favourable terms and would not be able to obtain adequate unsecured credit under the US Code.

65. The US Court was further satisfied that the DIP Financing was a sound exercise of the Rockport Group's business judgment.

66. Blocker seeks recognition of the Interim DIP Financing Order from the Canadian Court.

67. Blocker seeks recognition of the Interim DIP Financing Order from the Canadian Court, with a corresponding charge for the DIP ABL Financing, to ensure the financing remains available and that the Rockport Group can meet its obligations and continue its efforts to facilitate the entry into an asset purchase agreement.

68. The obligations that Rockport Canada will undertake under the DIP ABL Financing correspond to its pre-Petition obligations. That is, Rockport Canada is a co-borrower and a guarantor of the obligations under the DIP ABL Facility and security will be granted over Rockport Canada's assets for its obligations under that facility. While Rockport Canada is listed as a borrower under the DIP ABL Financing, it has no borrowing availability.

The Business of the Rockport Group

69. The Rockport Group is a leading global designer, distributor, and retailer of comfort footwear in more than fifty markets worldwide. The footwear business is highly competitive, and the Rockport Group's business accounts for a fraction of the total market for men's and women's footwear. The Rockport Group competes with other footwear retailers and wholesalers, including department stores, online retailers, manufacturer-owned factory outlet stores and other retail and wholesale outlets. At various times of the year, department store chains, specialty shops, and online retailers offer brand-name merchandise at substantial markdowns which further intensifies the competitive nature of the industry.

70. Further details of the history and business of the Rockport Group (including the circumstances leading to the Chapter 11 Petitions), are set out in the First Day Declaration.

Corporate Structure of the Rockport Group

71. Blocker is a Delaware limited liability corporation headquartered in West Newton, Massachusetts, United States and is the ultimate parent of each of the other entities in the Rockport Group. Rockport Canada is an indirect wholly-owned subsidiary of Rockport.

72. The Rockport Group's US operations are operated by Rockport and its Canadian operations are operated by Rockport Canada.

73. Details of the Rockport Group, its incorporating jurisdictions and the location of its head offices are as follows:

Name	Jurisdiction of Incorporation	Location of Head Office/Headquarters
Rockport Blocker, LLC	Delaware	West Newton, Massachusetts
The Rockport Group Holdings, LLC	Delaware	West Newton, Massachusetts
TRG 1-P Holdings, LLC	Delaware	West Newton, Massachusetts
TRG Intermediate Holdings, LLC	Delaware	West Newton, Massachusetts
TRG Class D, LLC	Delaware	West Newton, Massachusetts
The Rockport Group, LLC	Delaware	West Newton, Massachusetts
The Rockport Company, LLC	Delaware	West Newton, Massachusetts
Drydock Footwear, LLC	Delaware	West Newton, Massachusetts
DD Management Services LLC	Massachusetts	West Newton, Massachusetts
Rockport Canada ULC	British Columbia	West Newton, Massachusetts

74. The corporate structure of the Rockport Group is set out in an organizational chart, which is attached hereto as **Exhibit "P"**.

Centre of Main Interest

The US Debtors

75. The Rockport Group's operations are based in the United States.
76. The US Debtors each have their registered office and conduct all operations in the United States. The US Debtors have no assets or operations in Canada and the US Debtors have no Canadian creditors or employees.
77. All material decisions with respect to business and operations of the US Debtors are directed by management located in the United States (in particular, the head office in West Newton, Massachusetts), including, without limitation, all decisions regarding administration, finances, human resources, strategic planning, management, communication and accounting.

Rockport Canada

78. Rockport Canada has its registered and records office in Vancouver, British Columbia. Attached hereto and marked as **Exhibit "Q"** is a true copy of the British Columbia Corporate Registry search for Rockport Canada, obtained from the British Columbia Corporate Registry on or about April 26, 2018. Rockport Canada is also extra-provincially registered in Alberta, Manitoba, Nova Scotia, Ontario, Quebec and Saskatchewan.
79. Rockport Canada's sole director is Robert Infantino, a resident of West Newton, Massachusetts.
80. Rockport Canada's officers are Robert Infantino and Karla Jarvis, each of whom are residents of Massachusetts.
81. As noted above, Rockport Canada is an indirect wholly owned subsidiary of Rockport.
82. The Canadian assets and operations of Rockport Canada can be summarized as follows:
- (a) Rockport Canada has the following bank accounts:

- (i) an account with HSBC Bank Canada (“**HSBC**”) that serves as Rockport Canada’s operating account;
 - (ii) an account with HSBC that is currently inactive;
 - (iii) an account with HSBC that serves as Rockport Canada’s US Dollar disbursement account (the “**USD Disbursement Account**”); and
 - (iv) a lockbox account with HSBC for payments from wholesale customers;
- (b) its operations include outlet stores and retail stores which are located in Alberta (6), British Columbia (3), Manitoba (2), Nova Scotia (1), Ontario (16), Prince Edward Island (1), and Quebec (4);
- (c) all of the Canadian retail and outlet locations are leased by Rockport Canada;
- (d) it operates a warehouse and distribution facility located in Brampton, Ontario, which is leased by Expeditors International of Washington, Inc. (“**Expeditors**”). Expeditors coordinates and processes import duties and arranges for transport of the Rockport Group’s inventory (including inventory of Rockport Canada in the Brampton warehouse);
- (e) it owns inventory located in Canada, valued at approximately CDN\$24,320,532; and
- (f) it employs 220 Canadian employees, which is comprised of 4 salespeople and 216 retail employees. The 4 salespeople each hold the title of Manager, Territory Sales and 2 of the individuals are based in Ontario, 1 person is in BC and the fourth person is in Quebec. The retail employees work in Rockport Canada’s stores across Canada and include store managers and area managers.

83. Rockport Canada’s stores that are located throughout Canada are summarized as follows:

Province	Number of Retail Stores	Number of Outlet Stores
Alberta	4	2
British Columbia	1	2

Manitoba	1	1
Nova Scotia	1	0
Ontario	6	10
Prince Edward Island	0	1
Quebec	1	3
Total Number of Stores	14	19

84. None of Rockport Canada's employees are members of any unions.
85. Rockport Canada does not have any pension plan with respect to its employees.
86. The Wages Order authorized Rockport Canada to continue to pay Rockport Canada's employees in the ordinary course. Any amounts owed to any Rockport Canada employees, including for vacation pay, severance pay and benefits, are expected to be paid in the ordinary course, in accordance with the Wages Order.
87. Rockport Canada maintains compensation and benefits for its employees, including wages, employee benefits and an RRSP program. Pursuant to the RRSP program, the Rockport Group contributes an amount equal to 7.5% of an employee's earnings, provided that the employee contributes at least 2.5% of his or her earnings. As of the Petition Date, Rockport Canada owes approximately US\$140,000 in amounts due to its employees under the compensation and benefits program. All benefits plans, including insurance, medical and dental, are paid through May 2018.
88. The payroll and benefits programs for Rockport Canada are managed by the accounting and benefits group of Rockport, which is based in West Newton, Massachusetts.
89. All of Rockport Canada's assets are located within Canada.
90. Rockport Canada's head office is located in West Newton, Massachusetts.
91. Rockport Canada is an indirect wholly owned subsidiary of Rockport. Rockport makes all material decisions regarding Rockport Canada and all of Rockport Canada's operations are managed by Rockport personnel in the United States. In particular, all of Rockport Canada's

treasury and financial decisions, including borrowing and setting prices are made by the head office in West Newton, Massachusetts. All Canadian locations provide their financial data and information directly to the head office in West Newton, Massachusetts, which consolidates the information and uses it to make the financial decisions.

92. All accounts payable and accounts receivable are managed from the Rockport Group head office in West Newton, Massachusetts.

Rockport Canada is fully integrated in the US management of the Rockport Group

93. As noted above, all material decisions regarding Rockport Canada and its operations are made by Rockport Group personnel in the United States.

94. The Rockport Group operations, including Rockport Canada, are highly integrated and all corporate decisions are made from the head office in West Newton, Massachusetts.

95. There are no management personnel employed directly by Rockport Canada or located in Canada, except that Rockport Canada employs store managers and area managers to oversee the day-to-day operations of Rockport Canada's stores. The store managers report to the area managers. The area managers oversee the posting of jobs and identifying staffing needs, but they cannot make decisions on hiring or terminating employees without approval from Rockport Canada's head office in West Newton, Massachusetts.

96. Rockport Canada does not have any human resources personnel. Human resources issues and questions for Rockport Canada are managed by two Rockport employees based in West Newton, Massachusetts.

97. Rockport Canada's inventory is distributed from a warehouse based in Brampton, Ontario, but all decisions regarding inventory management are made by the Rockport head office in West Newton, Massachusetts. Rockport uses forecasts to determine inventory needs, and the head office in West Newton, Massachusetts places orders on behalf of Rockport Canada.

98. Rockport Canada does not have any information technology personnel. All technology decisions and issues are managed by Rockport from the head office in West Newton, Massachusetts. In particular, the e-commerce site is based out of and managed from the US.

99. Rockport makes all marketing decisions for the Rockport Group, including Rockport Canada, from its head office in West Newton, Massachusetts.

100. Rockport Canada's strategic decisions, including asset management, capital expenditure and planning decisions are driven from the head office in West Newton, Massachusetts.

101. Other than the retail employees based at Rockport Canada's stores throughout Canada, there are no customer service personnel located within Canada or employed by Rockport Canada. The Rockport Group head office in West Newton, Massachusetts provides all customer service for Rockport Canada (other than in-store service).

102. As noted in the First Day Declaration and discussed in further detail below, the Prepetition Revolving Credit Agreement is a credit facility for the Rockport Group, including Rockport Canada. The Prepetition Revolving Credit Agreement is administered by the Rockport Group finance department based in West Newton, Massachusetts.

103. Based on the forgoing, I verily believe that the Rockport Group, including Rockport Canada, is managed from West Newton, Massachusetts from a corporate, strategic and management perspective and that significant creditors would recognize West Newton, Massachusetts as the centre of Rockport Canada's operations.

Rockport Canada's Cash Management

104. The Canadian segment of the Rockport Group's cash management system is made up of accounts held in Rockport Canada's name at HSBC. The system is made up of three active accounts at HSBC and one inactive account. The system is managed out of the finance and accounting department based in West Newton, Massachusetts. None of Rockport Canada's employees has access to the HSBC accounts, other than to request deposit slips for the operating account.

105. The Canadian operating account serves as the primary collection and disbursement account for Rockport Canada's operations. Revenues generated from wholesale operations, retail credit card sales and retail cash sales are deposited directly into the Canadian operating account. The cash transactions are deposited into the account by an armoured car service, which

picks up the cash and delivers it to HSBC, and all other payments are electronic and deposited directly into the account.

106. The Canadian operating account is also used to fund disbursements in Canadian dollars related to the Rockport Group's day-to-day operations in Canada, including disbursements to vendors, shippers, taxes, customs and duties and amounts due to employees. Under the pre-Petition arrangements, excess cash from the Canadian operating account is periodically transferred to accounts maintained by Rockport.

107. The USD Disbursement Account is used to disburse cheques and wires in US dollars to suppliers and US-based vendors of Rockport Canada. Funds are transferred from the Canadian operating account to the USD Disbursement Account as needed. There is minimal activity associated with the USD Disbursement Account.

108. The lockbox account is used to receive cheques from the Rockport Group's wholesale customers in Canada. At the end of each day, funds in the lockbox account are swept into the Canadian operating account.

109. Rockport Canada intends to close the inactive account at HSBC. This account was previously used to collect revenue from retail credit card sales (which are now deposited directly into the Canadian operating account).

110. During the course of these proceedings, Rockport will cease the practice of sweeping excess cash from the Canadian operating account, so that all such funds are available to Rockport Canada throughout these proceedings.

Intercompany Transactions

111. Rockport Canada is a party to intercompany transactions with Rockport. In particular, the pre-Petition arrangement is for the head office in West Newton, Massachusetts to monitor Rockport Canada's liquidity on approximately a weekly or bi-weekly basis, and transfer excess funds from Rockport Canada's operating account to Rockport.

112. As noted above, the practice of transferring excess cash from Rockport Canada's operating account to Rockport will not continue in the course of these proceedings.

113. Rockport determines the inventory required and places orders on behalf of all of the Rockport Group and its foreign subsidiaries. The pre-Petition arrangement is for Rockport Canada to pay Rockport for the inventory received, plus a mark-up to cover its portion of the management expenses, which includes costs associated with services, which include accounting, human resources and inventory management services, among others, provided by Rockport to Rockport Canada. As noted above, the Cash Management Order permits Rockport Canada to continue to pay for the Permitted Rockport Canada Intercompany Transactions during the course of these proceedings.

114. The Rockport Group tracks, monitors and reviews all fund transfers and book entries related to intercompany transactions in their respective accounting ledgers. The Rockport Group accounting department regularly reviews the settlement of all intercompany claims.

Rockport Canada's Finances

115. Rockport Canada does not independently report its financial performance. Its financial reporting is part of a consolidated reporting prepared for the Rockport Group.

116. Based on the consolidated financial statements ended December 31, 2017, the Rockport Group's consolidated revenue for that period was approximately US\$296.5 million, with Rockport Canada representing approximately US\$40.9 million (13.8% of revenue) over that period. Attached hereto and marked as **Exhibit "R"** is a true copy of the consolidated financial statements ended December 31, 2017 for the Rockport Group.

117. Attached hereto and marked as **Exhibit “S”** is a true copy of the cash flow and budget for the Rockport Group (on a consolidated basis) during the restructuring proceedings, along with the cash flow and budget for Rockport Canada alone.

Rockport Canada’s Creditors

118. In the First Day Declaration, Rockport Canada is a borrower along with certain other of the Rockport Group entities under the Prepetition Revolving Credit Agreement (as defined in the First Day Declaration), which provides for borrowing of up to \$60 million in aggregate principal for revolving loan commitments and a sublimit of \$10 million for letters of credit. However, Rockport Canada’s borrowing availability under the Prepetition Revolving Credit Agreement has been reduced to zero. Rockport Canada is also a guarantor of the US Debtors’ obligations under the Prepetition Revolving Credit Agreement and has provided security over all of its assets to secure such obligations.

119. Accordingly, the Prepetition ABL Agent and the Lenders (as defined in the Prepetition Revolving Credit Agreement) are significant creditors of Rockport Canada.

120. The revolving facility is used to fund the Rockport Group’s daily operations. Each day, Rockport makes a request to the Prepetition ABL Agent to transfer available funds to its operation account. Rockport then distributes funds to the other entities in the Rockport Group, as needed. On December 26, 2017, Rockport Canada’s borrowings and the Canadian sub-limit pursuant to the Prepetition Revolving Credit Agreement was reduced to zero. Since December 26, 2017, Rockport Canada has not needed to access credit under the Prepetition Revolving Credit Agreement.

121. As of the Petition Date, the aggregate outstanding amount owed by the Rockport Group under the Prepetition Revolving Credit Agreement is approximately US\$53,425,436.95, plus US\$3,550,000 of issued and outstanding letters of credit.

122. If the Lenders were to require repayment in full of the amounts owed by Rockport Canada, as a co-borrower and under its guarantee of the US Debtors’ obligations under the Prepetition Revolving Credit Agreement, Rockport Canada would be unable to repay the full amount owed.

123. Other than the lenders under the Prepetition Revolving Credit Agreement, Rockport Canada has no other registered secured creditors in the provinces that it conducts business. As shown on the PPR Searches (as defined below), Rockport Canada is subject to security interest registrations in favour of the Prepetition ABL Agent.

124. Rockport Canada has approximately 64 unsecured creditors that are owed approximately CDN\$760,000. These unsecured claims are primarily for amounts due to employees, landlords and for the point of sale system.

125. Rockport Canada is also indebted to each of The Rockport Group, LLC in the amount of US\$18,104,735 and Drydock Footwear, LLC in the amount of US\$10,200,012, in respect of the advance of inventory to Rockport Canada that was purchased by each of these US Debtors. These intercompany claims against Rockport Canada are not secured.

126. The US Debtors are also indebted pursuant to (i) a Prepetition Note Facility (as defined in the First Day Declaration), and (ii) Prepetition Subordinated Notes. Rockport Canada is not a party to these note facilities.

Environmental Claims

127. Based on the nature of the Rockport Group's assets and operations, there are no known or expected environmental claims or issues.

Searches

128. I am advised by Roger Jaipargas, a partner with Borden Ladner Gervais LLP ("**BLG**"), and do verily believe, that searches were conducted of the personal property registries for Rockport Canada (each, a "**PPR Search**" and collectively, the "**PPR Searches**") for each of the Provinces in which Rockport Canada conducts business.

- (a) Attached hereto and marked as **Exhibit "T"** is a true copy of the Quebec PPR Search dated April 25, 2018;
- (b) Attached hereto and marked as **Exhibit "U"** is a true copy of the Alberta PPR Search dated April 25, 2018;

- (c) Attached hereto and marked as **Exhibit “V”** is a true copy of the Ontario PPR Search dated April 11, 2018;
- (d) Attached hereto and marked as **Exhibit “W”** is a true copy of the Nova Scotia PPR Search dated April 25, 2018;
- (e) Attached hereto and marked as **Exhibit “X”** is a true copy of the Prince Edward Island PPR Search dated April 25, 2018;
- (f) Attached hereto and marked as **Exhibit “Y”** is a true copy of the Manitoba PPR Search dated April 25, 2018; and
- (g) Attached hereto and marked as **Exhibit “Z”** is a true copy of the British Columbia PPR Search dated May 7, 2018.

The Asset Purchase Transaction

129. In December 2017, the Rockport Group retained Houlihan Lokey, Inc. (“**Houlihan**”), an investment bank, to explore a potential sale of the Rockport Group’s assets. Houlihan contacted one hundred and ten (110) potential strategic and financial acquirers to garner interest in pursuing such transaction, of which sixty (60) executed a non-disclosure agreement, received a confidential information memorandum, and obtained access to an initial set of diligence materials. Ten (10) of these parties later provided initial, non-binding indications of interest of which seven (7) were granted access to a more robust data room and six (6) met with senior management of the Rockport Group in person to ask questions pertaining thereto.

130. On or before March 29, 2018, three (3) parties submitted final bids, and on April 4, 2018, a fourth verbal bid was received. After reviewing and carefully considering the bids received, the Rockport Group determined, in consultation with their advisors, that Charlesbank had submitted the highest or otherwise best offer, pursuant to which Charlesbank agreed to acquire substantially all of the Rockport Group’s assets (other than the Rockport Group’s North American retail assets) for a purchase price of (i) US\$150,000,000 in cash (subject to certain adjustments); (ii) a warrant to purchase up to 5% of the common equity of the Purchaser (as defined in the Stalking Horse Agreement (as defined below)), at an exercise price equal to 2.5 times the price of the

equity invested by the Equity Commitment Party (as defined in the Stalking Horse Agreement) in Parent Holdco (as defined in the Stalking Horse Agreement) as of the Closing Date (as defined in the Stalking Horse Agreement); and (iii) the assumption of certain liabilities.

131. After good faith, arm's-length negotiations between the parties and in consultation with their advisors and key stakeholders, the Rockport Group and Charlesbank entered into an Asset Purchase Agreement, dated as of May 13, 2018 (the "**Stalking Horse Agreement**"), pursuant to which Charlesbank will acquire the Purchased Assets (as defined in the Stalking Horse Agreement), subject to higher or otherwise better offers.

132. The Rockport Group anticipates obtaining a bidding procedures order (the "**Bidding Procedures Order**") from the US Court to, among other things:

- (a) establish bidding and auction procedures in connection with the sale of the Rockport Group's assets;
- (b) approve the proposed bid protections, including the payment of a break-up fee in the amount of \$4.5 million, pursuant to the Stalking Horse Agreement;
- (c) reimburse certain expenses of Charlesbank (up to US\$2 million), in accordance with the Stalking Horse Agreement;
- (d) schedule an auction and set a date and time for the sale hearing; and
- (e) establish procedures for notice and to determine cure amounts for contracts and leases to be assumed and assigned in connection with any sale transaction.

133. The anticipated Bidding Procedures Order will also authorize, subject to the results of the auction, entry of an order to (a) approve and authorize a sale to the winning bidder; (b) authorize the assumption and assignment of certain contracts and leases; and (c) authorize the Rockport Group to enter into a transition services agreement, as contemplated by the Stalking Horse Agreement.

134. The anticipated timeline pursuant to the Bidding Procedures Order is:

On or before June 4, 2018	Hearing to consider approval of the bidding procedures and entry of the Bidding Procedures Order
June 27, 2018 at 4:00 pm EST	Sale objection deadline
June 29, 2018 at 5:00 pm EST	Bid deadline
July 3, 2018 at 5:00 pm EST	Deadline for Rockport Group to notify potential bidders of their status as "Qualified Bidders"
July 10, 2018 at 10:00 am EST	Auction to be held at the offices of Richard, Layton & Finger, P.A. (if necessary)
July 11, 2018	Target date for the Rockport Group to file with the US Court the "Notice of Auction Results"
July 13, 2018	Proposed date of the "Sale Hearing" to consider approval of the sale and entry of "Sale Order"
On or after July 27, 2018	Closing Date (unless successful bidder agrees to waive the 14-day stay of the Sale Order)

135. Prior to commencing the US Proceedings and these proceedings, the Rockport Group has conducted a robust marketing effort for its assets. Based on my experience in restructuring matters, in light of the pre-Petition marketing efforts, I believe that the proposed Bidding Procedures Order and the proposed timeline is sufficient to complete a fair and open sale process that will maximize the value received for the assets.

Information Officer

136. Blocker, as foreign representative of the Rockport Group, seeks the appointment of Richter as the Information Officer in these proceedings. Richter is a licensed trustee-in-bankruptcy.

137. In light of the complex corporate and financial structure of the Rockport Group, the stakeholders located in Canada, including Rockport Canada's employees and the amount of debt owed by the Rockport Group, Blocker, as foreign representative, believes that the appointment of the Information Officer is appropriate in the circumstances to ensure that both the Canadian

Court and Rockport Canada's creditors and stakeholders are kept informed of these proceedings and the Chapter 11 proceedings.

138. The appointment of Richter as the Information Officer is reasonable in the circumstances to ensure that both the Canadian Court and Canadian creditors are kept informed of these proceedings and the US Proceedings. Attached hereto and marked as **Exhibit "AA"** is a true copy of the executed Consent of Richter to act as Information Officer.

Administration Charge

139. Blocker, as foreign representative of the Rockport Group, seeks the granting of an administration charge over the assets of the Rockport Group in Canada with respect to the fees and disbursements of Richter, the Information Officer, and its counsel, Stikeman Elliott LLP, to a maximum of CDN\$300,000 (the "**Administration Charge**").

140. Based on my experience in restructuring matters, I verily believe that the granting of the Administration Charge, and the amount of the charge proposed, is appropriate, fair and reasonable in the circumstances, particularly in light of the complexity of the Rockport Group's business operations and the proposed role of Richter.

141. I understand that Richter requires the Administration Charge as security for their fees in order to act in this matter and that the Administration Charge should rank as a first charge, including in priority to any charge granted for interim financing.

DIP Lender's Charge

142. Pursuant to the Interim DIP Financing Order, the US Court also authorized the Rockport Group to borrow on an interim financing facility and that the funds borrowed under that facility would have super-priority over the assets of the Rockport Group, in priority to all of the Rockport Group's creditors.

143. Based on my review of the DIP Financing Documents, I believe that the lenders will not advance funds under the DIP Financing without a priority charge to secure repayment of the DIP Financing.

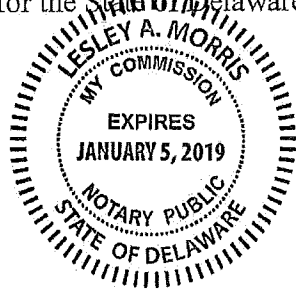
SWORN BEFORE ME at City of
Wilmington in the State of Delaware this
15th day of May, 2018

Lesly A. Morris
A Notary Public in and for the State of Delaware

))))))))

Paul K. A.

PAUL KOSTUROS



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

**AFFIDAVIT OF PAUL KOSTUROS
(Sworn 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

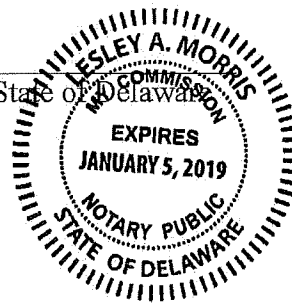
Tab A

THIS IS EXHIBIT "A" TO THE AFFIDAVIT
OF PAUL KOSTUROS SWORN BEFORE ME

ON THIS 15TH DAY OF MAY, 2018

Lesley A. Morris

A Notary Public in and for the State of Delaware



Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware

Case number (if known): 18-11145 Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name The Rockport Company, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 04-3495455

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

1220 Washington Street
Number Street

Number Street

P.O. Box

West Newton, Massachusetts 02465
City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

Middlesex County
County

Number Street

City State Zip Code

5. Debtor's website (URL) www.rockport.com

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

CERTIFIED:
AS A TRUE COPY:
ATTEST:
UNA M. O'BOYLE
U.S. BANKRUPTCY COURT
By [Signature]
Deputy Clerk 5/14/18

1

Debtor

The Rockport Company, LLC
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4482

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
 MM / DD / YYYY
 If more than 2 cases, attach a separate list. District _____ When _____ Case number _____
 MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Schedule 1 Relationship Affiliate
 District Delaware When Date hereof
 MM / DD / YYYY
 Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor

The Rockport Company, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number Street

City

State

ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors☐ 1-49☐ 50-99☐ 100-199☐ 200-999☒ 1,000-5,000☐ 5,001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated assets**☐ \$0-\$50,000☐ \$50,001-\$100,000☐ \$100,001-\$500,000☐ \$500,001-\$1 million☐ \$1,000,001-\$10 million☐ \$10,000,001-\$50 million☐ \$50,000,001-\$100 million☒ \$100,000,001-\$500 million☐ \$500,000,001-\$1 billion☐ \$1,000,000,001-\$10 billion☐ \$10,000,000,001-\$50 billion☐ More than \$50 billion

Debtor The Rockport Company, LLC
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☒ I have been authorized to file this petition on behalf of the debtor.
- ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

☒ Paul Kosturos
Signature of authorized representative of debtor
Title Interim Chief Financial Officer

Paul Kosturos
Printed name

18. Signature of attorney

☒ Mark D. Collins
Signature of attorney for debtor

Date 05/14/2018
MM/DD/YYYY

Mark D. Collins
Printed name

Richards, Layton & Finger, P.A.
Firm name

920 North King Street
Number Street

Wilmington
City

DE 19801
State ZIP Code

(302) 651-7700
Contact phone

collins@rlf.com
Email address

2981
Bar number

DE
State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “**Debtors**”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under Title 11 of the United States Code. The Debtors have moved for joint administration of their cases with the lead case number assigned to the Chapter 11 case of The Rockport Company, LLC.

- 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
- Rockport Canada ULC

**WRITTEN CONSENT OF THE MANAGER
OF THE ROCKPORT COMPANY, LLC**

The undersigned, being the manager (the “**Manager**”) of The Rockport Company, LLC, a Delaware limited liability company (the “**Company**”), by this written consent, as permitted by Section 18-404(d) of the Delaware Limited Liability Company Act and Section 5(b) of the Second Amended and Restated Limited Liability Company Agreement of the Company, dated as of December 8, 2017 (the “**LLC Agreement**”), hereby consent to the following actions and adopt the following resolutions (this “**Consent**”):

Commencement of Chapter 11 Case

WHEREAS, the Manager is the sole manager of the Company.

NOW, THEREFORE, BE IT RESOLVED, that in the judgement of the Manager, it is desirable and in the best interests of the Company, its creditors, and its members that the Company seek (a) relief under the provisions of Title 11 of the United States Code (the “**Bankruptcy Code**”) and (b) recognition of the Chapter 11 proceedings as a foreign proceeding pursuant to Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c.C-36 (the “**Ancillary Proceedings**”); and

FURTHER RESOLVED, that for purposes of this Consent and the resolutions contained herein, the term Authorized Person shall mean each of the Chairman of the Board of Directors of the Manager, the President of the Manager, the Secretary of the Manager, Paul Kosturos, and any other officer of the Company or the Manager (each an “**Authorized Person**”); and

FURTHER RESOLVED, that the Company be, and hereby is, authorized and directed to: (a) file a voluntary petition (the “**Petition**”) for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”), (b) recognition of the Chapter 11 proceedings as a foreign proceeding (the “**Ancillary Proceedings**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c.C-36 (the “**CCAA**”); and

FURTHER RESOLVED, that the Manager and each Authorized Person be, and hereby is, authorized and empowered for and on behalf of the Company to: (a) execute and verify the Petition, as well as all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modification to the Petition or ancillary documents as the Manager or such Authorized Person, in such person’s discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Authorized Officer); (b) execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as the Manager or such Authorized Person may approve.

Retention of Advisors

FURTHER RESOLVED, that the Manager and each Authorized Person be, and hereby is, authorized and empowered to retain, on behalf of the Company: (a) Richards, Layton & Finger, P.A., as bankruptcy counsel to the Company; (b) Borden Ladner Gervais LLP as Canadian bankruptcy counsel to the Company; (c) Houlihan Lokey Capital, Inc. as investment banker to the Company; (d) Alvarez & Marsal North America LLC as restructuring and interim management advisor to the Company; (e) Prime Clerk LLC as claims and noticing agent and administrative advisor to the Company; and (f) such additional professionals, including attorneys, accountants, consultants, or brokers, in each case as in the Manager or such Authorized Person's judgment may be necessary or desirable in connection with the Company's Chapter 11 case and other related matters, on such terms as the Manager or such Authorized Person shall approve.

Debtor in Possession Financing

WHEREAS, the Company has determined to enter into definitive credit agreements and note purchase agreements (collectively, the "**DIP Credit Agreements**") to obtain financing in the form of superpriority senior secured debtor-in-possession credit facilities in an aggregate principal amount of up to \$80 million (collectively, the "**DIP Credit Facilities**"), the proceeds of which will be used for general corporate and working capital purposes, including for capital expenditures and to pay fees and expenses associated with the Company's and its affiliates' Chapter 11 cases (the "**Chapter 11 Cases**") and the DIP Credit Facilities;

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company to enter into the DIP Credit Agreements and take all actions necessary and appropriate for the Company to obtain post-petition financing according to the terms negotiated by the Manager or such Authorized Person, including under one or more debtor-in-possession credit facilities, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments related thereto (collectively, the "**DIP Credit Documents**") as may be deemed necessary or appropriate by such Manager or Authorized Person (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Manager or Authorized Person); and

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company to (x) borrow and/or guaranty the debt under the DIP Credit Facilities and to grant a lien on substantially all assets of the Company to secure its obligations thereunder, and (y) to pay fees as required pursuant to the DIP Credit Documents; and

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, with full power of delegation, on behalf of and in the name of the Company, to execute, deliver, verify and/or file, or cause to be filed and/or executed, delivered or verified (or direct others to do so on their behalf as provided herein), and to amend, supplement or otherwise modify from time to time, all

necessary and appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings and other documents, agreements and papers, including all DIP Credit Documents, and to take any and all actions that such Manager or Authorized Person deems necessary or appropriate in connection with the Chapter 11 Cases, any post-petition financing or any cash collateral usage contemplated hereby or thereby (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Manager or Authorized Person).

Potential Sale Transactions

FURTHER RESOLVED, that the Company and the Manager or any Authorized Person are hereby authorized, directed and empowered, on behalf of and in the name of the Company to file a motion with the Bankruptcy Court seeking (i) approval of bidding procedures to be used to facilitate a potential sale of all or potentially all of the Company's assets pursuant to Section 363 of the Bankruptcy Code and the CCAA (the "**Potential Sale Transactions**"), (ii) seeking approval of CB Marathon OpCo, LLC, as stalking horse purchaser (the "**Stalking Horse Bidder**") for the Potential Sale Transaction and (iii) seeking approval of the payment of certain fees (including expense reimbursement and breakup fees) to the Stalking Horse Bidder, all substantially in accordance with the summary presented to the Manager, subject to modifications thereto as the Manager or any Authorized Person and the Company's management may deem necessary or advisable in order to give effect to and carry out the general purposes of the Potential Sale Transactions as presented to the Manager; and

FURTHER RESOLVED, the Manager or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to conduct a further marketing process to identify Potential Sale Transactions under the supervision of the Bankruptcy Court; and

FURTHER RESOLVED, that the Manager or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to (a) take actions and negotiate, or cause to be prepared and negotiated, and subject to Bankruptcy Court approval as required, to execute, deliver, perform and cause the performance of any agreements (including asset purchase agreements), certificates, instruments, receipts, petitions, motions or other papers or documents in furtherance of, and necessary to effectuate, any Potential Sale Transactions to which the Company is or will be a party and (b) request the Bankruptcy Court to approve any Potential Sale Transaction (including a sale of the Company's assets to a higher or better bidder) and for any related relief; and

General Authorization and Ratification

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by the Manager or any officer of the Company or any of the professionals in connection with the Chapter 11 Cases or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and

FURTHER RESOLVED, that the Manager or any Authorized Person be, and hereby is, acting alone, authorized, empowered and directed, for and on behalf of the Company, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to grant powers of attorney, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Company, all such certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents, and to make all such payments as it, in its judgment, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of, or consummate the transactions contemplated by, the foregoing resolutions or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents; and

FURTHER RESOLVED, that any and all actions, whether previously or subsequently taken by the Manager or any Authorized Person or any other person authorized to act by the Manager or an Authorized Person, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed; and

FURTHER RESOLVED, that this Consent shall be governed by the laws of the State of Delaware (without regard to conflict of laws principles).

This Consent may be executed in one or more counterparts and may be delivered via facsimile or Portable Document Format (PDF), each of which shall be deemed an original and all of which taken together shall constitute one and the same consent.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being the Manager, has executed this Consent.

The Rockport Company, LLC

By: Rockport Blocker, LLC, its Manager

By William T. Allen

Name: William T. Allen

Title: President

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

_____)	
In re:	)	Chapter 11
)	
The Rockport Company, LLC,	)	Case No. 18-_____ (____)
)	
Debtor.	)	Joint Administration Requested
)	
_____)	

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE
THIRTY (30) LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor and its debtor affiliates (collectively, the “Debtors”) hereby certify that the *Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtors’ consolidated top thirty (30) unsecured creditors (the “Top Thirty List”). The list has been prepared from the Debtors’ unaudited books and records as of the Petition Date. The Top Thirty List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ Chapter 11 cases. The Top Thirty List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims. The information presented in the Top Thirty List shall not constitute an admission by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a later date. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors’ right to contest the validity, priority, and/or amount of any such claim.

Debtor Name The Rockport Company, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the thirty (30) largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the thirty (30) largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1.	Corland Capital Market Services LLC, as Collateral Agent ATTN: Chris Capezuti Director 225 West Washington Street, 21st Floor Chicago, IL 60606 United States	9.5% Senior Notes Due 2022	Unliquidated			Undetermined
2.	Adidas AG ATTN: Kasper Bo Rorsted Chief Executive Officer Adi-Dassler-Platz 1-2 Herzogenaurach, 91074 Germany	Contract Claim and Trade Claim	Unliquidated and Disputed			\$58,111,983.90
3.	Reebok International Ltd. ATTN: Matthew H. O'Toole Chief Executive Officer 25 Drydock Ave, Suite 110E Boston, MA 02210 United States	Trade Claim and Unsecured Notes Claim				\$12,505,208.14
4.	Stella International Trading (Macao Commercial Offshore) Limited ATTN: Lawrence Chen Li-Ming Chief Executive Officer Flat C, 20/F, Mg Tower, 133 Hoi Bun Road Kowloon Hong Kong	Trade Claim				\$9,159,974.33
5.	Farida Shoes Private Limited (FSLP) ATTN: Irshad Ahmed Mecca Managing Director Ramapuram, Chennai 600 089 Tamil Nadu, 600089 India	Trade Claim				\$4,936,524.36

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6. Attune Consulting USA Inc ATTN: Vajira De Silva Chief Executive Officer 200 Summit Drive, Suite 230 2nd Floor South Burlington, MA 01803 United States	Litigation Claim	Contingent, Unliquidated, and Disputed			Undetermined
7. Link Worldwide Holdings Ltd ATTN: Frances Lin No 88 Sec 4 Chung Ching Rd, Ta Ya S Taichung, 123 Taiwan	Trade Claim				\$2,372,939.32
8. Precious Gold Holdings Limited ATTN: Susie Zhou No. 628 Sec 4 Chung Ching Rd Taichung, Taiwan	Trade Claim				\$1,172,033.16
9. International Business Machines ATTN: Ginni Rometty Chief Executive Officer 1 New Orchard Road Armonk, NY 10504-1722 United States	Trade Claim				\$820,172.06
10. Shoe Majesty Trading Co, Ltd ATTN: Betty Choi 338 Kings Road Hong Kong, 999077 Hong Kong	Trade Claim				\$604,863.58
11. Earth Inc ATTN: Philippe Meynard Chief Executive Officer 41 Seyon St, Ste 400 Waltham, MA 02453-8384 United States	Trade Claim				\$564,617.95
12. Aston Shoes Private Limited ATTN: Rafeeqe Ahmed Mecca Managing Director No.151/4 Mount Poonamallee Road, Ramapuram Chennai, 600089 India	Trade Claim				\$432,268.47
13. TradeGlobal, LLC ATTN: Blake Vaughn President & Chief Operating Officer 5389 E Provident Dr Cincinnati, OH 45246 United States	Trade Claim				\$395,693.38
14. Aptos Inc ATTN: Noel Goggin Chief Executive Officer 945 East Paces Ferry Road, Suite 2500 Atlanta, GA 30326 United States	Trade Claim				\$386,060.96

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
15. Adidas America Inc. ATTN: Kasper Rorsted Chief Executive Officer 5055 N Greeley Avenue Portland, OR 97217 United States	Trade Claim				\$365,492.35
16. Deloitte LLP ATTN: Cathy Engelbert Chief Executive Officer 30 Rockefeller Plaza, 41st Floor New York, NY 10112-0015 United States	Trade Claim				\$295,575.00
17. Stella International Design Service ATTN: Lawrence Chen Li-Ming Chief Executive Officer Suites 3003/04 Tower 2 The Gateway Hong Kong, KLN Hong Kong	Trade Claim	Unliquidated			\$291,385.92
18. Hemisphere Design & Manufacturing ATTN: Emily Barrack 25215 Rye Canyon Rd Valencia, CA 91355 United States	Trade Claim				\$231,567.79
19. BSF Consulting LLC ATTN: Brian Finnegan 80 Midas Dr South Burlington, VT 05403 United States	Trade Claim				\$209,850.79
20. Adidas International Trading B.V. ATTN: Kasper Rorsted Chief Executive Officer Hoogoordreef 9A Amsterdam, 1101 BA Netherlands	Trade Claim				\$202,865.56
21. Google Inc ATTN: Sundar Pichai Chief Executive Officer 1600 Amphitheatre Parkway Mountain View, CA 94043 United States	Trade Claim				\$186,750.88
22. Prisma Construction ATTN: Melane Primeau Senior Project Manager 124 Rue McGill, Suite 300 Montreal, QC J6W 6E5 Canada	Trade Claim				\$178,338.44
23. Systems Plus Technologies ATTN: Sapan Choksi Chief Executive Officer 2698 Route 516, Suite F Old Bridge, NJ 08857 United States	Trade Claim				\$173,702.39
24. Hayroad Productions LLC ATTN: Jennifer Sargent Producer 41 Hay Rd Belmont, MA 02478-1507 United States	Trade Claim				\$159,913.94

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
25. Alberto Del Biondi Spa ATTN: Alberto Del Biondi Chief Executive Officer Viale Della Navigazione Interna, 91 Noventa Padovana Pd 35027 Italy	Trade Claim				\$142,562.00
26. The Soapbox Studio LLC ATTN: Susan Mahoney Founder & Executive Creative Director 120 Glebe Rd Westmoreland, NH 03467-4616 United States	Trade Claim				\$137,000.00
27. Xzact Solutions Inc ATTN: Javier A. Martin President & Chief Executive Officer 3131 Westinghouse Boulevard Charlotte, NC 28273 United States	Trade Claim				\$112,748.82
28. Intune Logistics ATTN: Doug Eichenlaub Founder 208 Adley Way Greenville, SC 29607 United States	Trade Claim				\$109,656.17
29. Cheetah Digital, Inc ATTN: Sameer Kazi Chief Executive Officer 29 Broadway Level 6 New York, NY 10006 United States	Trade Claim				\$107,371.37
30. Dama Construction ATTN: Daniel Anerella President 117 Lindsay Avenue Dorval, QC H9P 2S6 Canada	Trade Claim				\$97,447.34

Fill in this information to identify the case and this filing:

Debtor Name The Rockport Company, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule _____*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☐ *Other document that requires a declaration _____*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x Paul Kosturos
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Interim Chief Financial Officer
Position or relationship to debtor

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

In re:)	
	)	Chapter 11
The Rockport Company, LLC,)	
	)	Case No. 18-_____ (___)
Debtor.)	
	)	Joint Administration Requested
)	

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of the above-captioned debtor (the “**Debtor**”) certifies that the following corporate entities directly or indirectly own 10% or more of the Debtor:

Name of Interest Holder	Percentage of Interests Held
The Rockport Group, LLC	100%

Fill in this information to identify the case and the filer:

Debtor Name The Rockport Company, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature


I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Statement of Corporate Ownership

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM / DD / YYYY

x 
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Interim Chief Financial Officer
Position or relationship to debtor

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

In re:)	
	)	Chapter 11
The Rockport Company, LLC,)	
	)	Case No. 18-_____ ()
Debtor.)	
	)	Joint Administration Requested
)	

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), the above-captioned debtor hereby provides the following name and address of the holders of its limited liability company interests:

Name and Address of Interest Holder	Percentage of Interests Held
The Rockport Group, LLC 1220 Washington Street West Newton, MA 02465	100%

Fill in this information to identify the case and this filing:

Debtor Name: The Rockport Company, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule _____*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ *Other document that requires a declaration* List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM / DD / YYYY

x 
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Interim Chief Financial Officer
Position or relationship to debtor

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware
(State)

Case number (if known): 18-11146 Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Rockport Blocker, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 82-4235097

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

1220 Washington Street
Number Street

Number Street

P.O. Box

West Newton, Massachusetts 02465
City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

Middlesex County
County

Number Street

City State Zip Code

5. Debtor's website (URL) www.rockport.com

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

CERTIFIED,
AS A TRUE COPY,
ATTEST:
UNA M. O'BOYLE
U.S. BANKRUPTCY COURT
By [Signature]
Deputy Clerk 5/14/18

#1.

Debtor

Rockport Blocker, LLC

Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.4482

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When MM / DD / YYYY Case number _____
If more than 2 cases, attach a separate list. District _____ When MM / DD / YYYY Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Schedule 1 Relationship Affiliate
District Delaware When Date hereof
Case number, if known _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor Rockport Blocker, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____

State _____

ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

☐ 1-49

☒ 1,000-5,000

☐ 25,001-50,000

☐ 50-99

☐ 5,001-10,000

☐ 50,001-100,000

☐ 100-199

☐ 10,001-25,000

☐ More than 100,000

☐ 200-999

15. Estimated assets

☐ \$0-\$50,000

☐ \$1,000,001-\$10 million

☐ \$500,000,001-\$1 billion

☐ \$50,001-\$100,000

☐ \$10,000,001-\$50 million

☐ \$1,000,000,001-\$10 billion

☐ \$100,001-\$500,000

☐ \$50,000,001-\$100 million

☐ \$10,000,000,001-\$50 billion

☐ \$500,001-\$1 million

☒ \$100,000,001-\$500 million

☐ More than \$50 billion

Debtor Rockport Blocker, LLC
Name

Case number (if known) _____

18. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

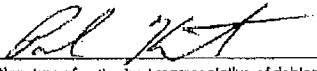
WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☒ I have been authorized to file this petition on behalf of the debtor.
- ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

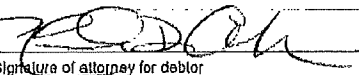
Executed on 05/14/2018
MM/DD/YYYY

x 
Signature of authorized representative of debtor

Paul Kosturos
Printed name

Title Authorized Person _____

18. Signature of attorney

x 
Signature of attorney for debtor

Date 05/14/2018
MM/DD/YYYY

Mark D. Collins
Printed name

Richards, Layton & Finger, P.A.
Firm name

920 North King Street
Number Street

Wilmington
City

DE
State

19801
ZIP Code

(302) 651-7700
Contact phone

collins@rlf.com
Email address

2981
Bar number

DE
State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under Title 11 of the United States Code. The Debtors have moved for joint administration of their cases with the lead case number assigned to the Chapter 11 case of The Rockport Company, LLC.

- 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
- Rockport Canada ULC

**UNANIMOUS WRITTEN CONSENT
OF
THE DIRECTORS
OF
ROCKPORT BLOCKER, LLC**

The undersigned, being all of the members of the Board of Directors (the "**Board**") of Rockport Blocker, LLC, a Delaware limited liability company (the "**Company**"), by this written consent in lieu of a formal meeting of the Board, as permitted by Section 18-404(d) of the Delaware Limited Liability Company Act and Section 2.4 of the Limited Liability Company Agreement of the Company (the "**LLC Agreement**"), hereby consent to the following actions and adopt the following resolutions (this "**Consent**");

Commencement of Chapter 11 Case

WHEREAS, the Company is the sole manager of The Rockport Group, LLC, a Delaware limited liability company ("**Rockport Group**"), The Rockport Company, LLC, a Delaware limited liability company ("**Rockport Company**"), TRG Class D, LLC, a Delaware limited liability company ("**TRG**"), TRG Intermediate Holdings, LLC, a Delaware limited liability company ("**TRG Holdings**"), and DD Management Services LLC, a Massachusetts limited liability company ("**DD**"), and is the sole managing member of TRG 1-P Holdings, LLC, a Delaware limited liability company ("**TRG 1-P**"), and The Rockport Group Holdings, LLC, a Delaware limited liability company ("**Rockport Holdings**," with Rockport Holdings, Rockport Group, Rockport Company, TRG, TRG Holdings, DD and TRG 1-P each being a "**Subsidiary**"), with Rockport Holdings being the sole manager of Drydock Footwear, LLC, a Delaware limited liability company ("**Drydock**").

NOW, THEREFORE, BE IT RESOLVED, that in the judgement of the Board on behalf of the Company, acting individually and on behalf of each Subsidiary and in its capacity as the managing member of Rockport Holdings, acting in its capacity as the sole manager of Drydock, it is desirable and in the best interests of the Company, each Subsidiary, Drydock, its creditors, and its members that the Company, each Subsidiary and Drydock seek (a) relief under the provisions of Title 11 of the United States Code (the "**Bankruptcy Code**") and (b) recognition of the Chapter 11 proceedings as a foreign proceeding (the "**Ancillary Proceedings**") pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c.C-36 (the "**CCAA**"); and

FURTHER RESOLVED, that for purposes of this Consent and the resolutions contained herein, the term Authorized Person shall mean each of the Chairman of the Board, the President, the Secretary, Paul Kosturos, and any other officer of the Company, any Subsidiary or Drydock (each an "**Authorized Person**"); and

FURTHER RESOLVED, that the Company, acting individually and on behalf of each Subsidiary and in its capacity as the managing member of Rockport Holdings, acting in its capacity as the sole manager of Drydock, be, and hereby is, authorized and directed to: (a) file a voluntary petition (the "**Petition**") for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**"), (b) to

commence the Ancillary Proceedings in the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”), and (c) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary in connection with the foregoing; and

FURTHER RESOLVED, that each Authorized Person be, and hereby is, authorized and empowered for and on behalf of the Company, acting individually and on behalf of each Subsidiary and in its capacity as the managing member of Rockport Holdings, acting in its capacity as the sole manager of Drydock, to: (a) execute and verify the Petition, as well as all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modification to the Petition or ancillary documents as such Authorized Person, in such Authorized Person’s discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Authorized Officer); (b) execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as such Authorized Person may approve.

Retention of Advisors

FURTHER RESOLVED, that each Authorized Person be, and hereby is, authorized and empowered to retain, on behalf of the Company, acting individually and on behalf of each Subsidiary and in its capacity as the managing member of Rockport Holdings, acting in its capacity as the sole manager of Drydock: (a) Richards, Layton & Finger, P.A., as bankruptcy counsel to the Company; (b) Borden Ladner Gervais LLP as Canadian bankruptcy counsel to the Company; (c) Houlihan Lokey Capital, Inc. as investment banker to the Company; (d) Alvarez & Marsal North America LLC as restructuring and interim management advisor to the Company; (e) Prime Clerk LLC as claims and noticing agent and administrative advisor to the Company; and (f) such additional professionals, including attorneys, accountants, consultants, or brokers, in each case as in such Authorized Person’s judgment may be necessary or desirable in connection with the Company’s, each Subsidiary’s and Drydock’s Chapter 11 case and other related matters, on such terms as such Authorized Person shall approve.

Debtor in Possession Financing

WHEREAS, the Company has determined to enter into definitive credit agreements and note purchase agreements (collectively, the “**DIP Credit Agreements**”) to obtain financing in the form of superpriority senior secured debtor-in-possession credit facilities in an aggregate principal amount of up to \$80 million (collectively, the “**DIP Credit Facilities**”), the proceeds of which will be used for general corporate and working capital purposes, including for capital expenditures and to pay fees and expenses associated with the Company’s and its affiliates’ Chapter 11 cases (the “**Chapter 11 Cases**”) and the DIP Credit Facilities;

FURTHER RESOLVED, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company, acting independently and on behalf of each Subsidiary and in its capacity as the managing member of Rockport Holdings, acting in its capacity as the sole manager of Drydock,

to enter into the DIP Credit Agreements and take all actions necessary and appropriate for the Company to obtain post-petition financing according to the terms negotiated by such Authorized Person, including under one or more debtor-in-possession credit facilities, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments related thereto (collectively, the “**DIP Credit Documents**”) as may be deemed necessary or appropriate by such Authorized Person (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Authorized Person); and

FURTHER RESOLVED, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company to (x) borrow and/or guaranty the debt under the DIP Credit Facilities and to grant a lien on substantially all assets of the Company to secure its obligations thereunder, and (y) to pay fees as required pursuant to the DIP Credit Documents; and

FURTHER RESOLVED, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and empowered, with full power of delegation, on behalf of and in the name of the Company, acting individually and on behalf of each Subsidiary and in its capacity as the managing member of Rockport Holdings, acting in its capacity as the sole manager of Drydock, to execute, deliver, verify and/or file, or cause to be filed and/or executed, delivered or verified (or direct others to do so on their behalf as provided herein), and to amend, supplement or otherwise modify from time to time, all necessary and appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings and other documents, agreements and papers, including all DIP Credit Documents, and to take any and all actions that such Authorized Person deems necessary or appropriate in connection with the Chapter 11 Cases, any post-petition financing or any cash collateral usage contemplated hereby or thereby (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Authorized Person).

Potential Sale Transactions

FURTHER RESOLVED, that the Company and any Authorized Person are hereby authorized, directed and empowered, on behalf of and in the name of the Company, acting individually and on behalf of each Subsidiary and in its capacity as the managing member of Rockport Holdings, acting in its capacity as the sole manager of Drydock, to file a motion with the Bankruptcy Court seeking (i) approval of bidding procedures to be used to facilitate a potential sale of all or potentially all of the Company’s assets pursuant to Section 363 of the Bankruptcy Code and the CCAA (the “**Potential Sale Transactions**”), (ii) seeking approval of CB Marathon OpCo, LLC, as stalking horse purchaser (the “**Stalking Horse Bidder**”) for the Potential Sale Transaction and (iii) seeking approval of the payment of certain fees (including expense reimbursement and breakup fees) to the Stalking Horse Bidder, all substantially in accordance with the summary presented to the Board, subject to modifications thereto as any Authorized Person and the Company’s management may deem necessary or advisable in order to give effect to and carry out the general purposes of the Potential Sale Transactions as presented to the Board; and

FURTHER RESOLVED, any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company, acting individually and on behalf of each Subsidiary and in its capacity as the managing member of Rockport Holdings, acting in its capacity as the sole manager of Drydock, to conduct a further marketing process to identify Potential Sale Transactions under the supervision of the Bankruptcy Court; and

FURTHER RESOLVED, that any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company, acting individually and on behalf of each Subsidiary and in its capacity as the managing member of Rockport Holdings, acting in its capacity as the sole manager of Drydock, to (a) take actions and negotiate, or cause to be prepared and negotiated, and subject to Bankruptcy Court approval as required, to execute, deliver, perform and cause the performance of any agreements (including asset purchase agreements), certificates, instruments, receipts, petitions, motions or other papers or documents in furtherance of, and necessary to effectuate, any Potential Sale Transactions to which the Company, any Subsidiary or Drydock is or will be a party and (b) request the Bankruptcy Court to approve any Potential Sale Transaction (including a sale of the Company's, any Subsidiary's or Drydock's assets to a higher or better bidder) and for any related relief; and

General Authorization and Ratification

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any officer of the Company or any of the professionals in connection with the Chapter 11 Cases or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company, each Subsidiary or Drydock, as applicable; and

FURTHER RESOLVED, that any Authorized Person be, and hereby is, acting alone, authorized, empowered and directed, for and on behalf of the Company, acting individually and on behalf of each Subsidiary and in its capacity as the managing member of Rockport Holdings, acting in its capacity as the sole manager of Drydock, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to grant powers of attorney, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Company, each Subsidiary and Drydock, all such certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents, and to make all such payments as it, in its judgment, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of, or consummate the transactions contemplated by, the foregoing resolutions or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents; and

FURTHER RESOLVED, that any and all actions, whether previously or subsequently taken by any Authorized Person or any other person authorized to act by an Authorized Person, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed; and

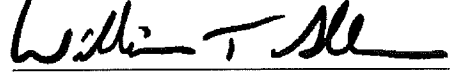
FURTHER RESOLVED, that this Consent shall be governed by the laws of the State of Delaware (without regard to conflict of laws principles).

This Consent may be executed in one or more counterparts and may be delivered via facsimile or Portable Document Format (PDF), each of which shall be deemed an original and all of which taken together shall constitute one and the same consent.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board, have executed this Consent.

BOARD:



William T. Allen

Date: May 14, 2018

Michael D. LeRoy

Date: _____, 2018

Matthew F. Sheahan

Date: _____, 2018

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board, have executed this Consent.

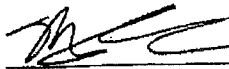
BOARD:

William T. Allen

Date: _____, 2018

Michael D. LeRoy

Date: _____, 2018



Matthew F. Sheahan

Date: May 14, 2018

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board, have executed this Consent.

BOARD:

William T. Allen

Date: _____, 2018

Michael D. LeRoy

Date: May 14, 2018

Matthew F. Sheehan

Date: _____, 2018

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

In re:)	
	)	Chapter 11
)	
Rockport Blocker, LLC,	)	Case No. 18- _____ ()
)	
Debtor.	)	Joint Administration Requested
)	
)	

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE
THIRTY (30) LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor and its debtor affiliates (collectively, the “Debtors”) hereby certify that the *Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtors’ consolidated top thirty (30) unsecured creditors (the “**Top Thirty List**”). The list has been prepared from the Debtors’ unaudited books and records as of the Petition Date. The Top Thirty List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ Chapter 11 cases. The Top Thirty List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims. The information presented in the Top Thirty List shall not constitute an admission by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a later date. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors’ right to contest the validity, priority, and/or amount of any such claim.

Debtor Name Rockport Blocker, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the thirty (30) largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the thirty (30) largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1.	Cortland Capital Market Services LLC, as Collateral Agent ATTN: Chris Capezuti Director 225 West Washington Street, 21st Floor Chicago, IL 60606 United States	9.5% Senior Notes Due 2022	Unliquidated			Undetermined
2.	Adidas AG ATTN: Kasper Bo Rorsted Chief Executive Officer Adi-Dassler-Platz 1-2 Herzogenaurach, 91074 Germany	Contract Claim and Trade Claim	Unliquidated and Disputed			\$58,111,983.90
3.	Reebok International Ltd. ATTN: Matthew H. O'Toole Chief Executive Officer 25 Drydock Ave, Suite 110E Boston, MA 02210 United States	Trade Claim and Unsecured Notes Claim				\$12,505,208.14
4.	Stella International Trading (Macao Commercial Offshore) Limited ATTN: Lawrence Chen Li-Ming Chief Executive Officer Flat C, 20/F, Mg Tower, 133 Hoi Bun Road Kowloon Hong Kong	Trade Claim				\$9,159,974.33
5.	Farida Shoes Private Limited (FSLP) ATTN: Irshad Ahmed Mecca Managing Director Ramapuram, Chennai 600 089 Tamil Nadu, 600089 India	Trade Claim				\$4,936,524.36

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6. Attune Consulting USA Inc ATTN: Vajira De Silva Chief Executive Officer 200 Summit Drive, Suite 230 2nd Floor South Burlington, MA 01803 United States	Litigation Claim	Contingent, Unliquidated, and Disputed			Undetermined
7. Link Worldwide Holdings Ltd ATTN: Frances Lin No 88 Sec 4 Chung Ching Rd, Ta Ya S Taichung, 123 Taiwan	Trade Claim				\$2,372,939.32
8. Precious Gold Holdings Limited ATTN: Susie Zhou No. 628 Sec 4 Chung Ching Rd Taichung, Taiwan	Trade Claim				\$1,172,033.16
9. International Business Machines ATTN: Ginni Rometty Chief Executive Officer 1 New Orchard Road Armonk, NY 10504-1722 United States	Trade Claim				\$820,172.06
10. Shoe Majesty Trading Co, Ltd ATTN: Betty Choi 338 Kings Road Hong Kong, 999077 Hong Kong	Trade Claim				\$604,863.58
11. Earth Inc ATTN: Philippe Meynard Chief Executive Officer 41 Seyon St, Ste 400 Waltham, MA 02453-8384 United States	Trade Claim				\$564,617.95
12. Aston Shoes Private Limited ATTN: Rafeeqe Ahmed Mecca Managing Director No.151/4 Mount Poonamallee Road, Ramapuram Chennai, 600089 India	Trade Claim				\$432,268.47
13. TradeGlobal, LLC ATTN: Blake Vaughn President & Chief Operating Officer 5389 E Provident Dr Cincinnati, OH 45246 United States	Trade Claim				\$395,693.38
14. Aptos Inc ATTN: Noel Goggin Chief Executive Officer 945 East Paces Ferry Road, Suite 2500 Atlanta, GA 30326 United States	Trade Claim				\$386,060.96

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
15. Adidas America Inc. ATTN: Kasper Rorsted Chief Executive Officer 5055 N Greeley Avenue Portland, OR 97217 United States	Trade Claim				\$365,492.35
16. Deloitte LLP ATTN: Cathy Engelbert Chief Executive Officer 30 Rockefeller Plaza, 41st Floor New York, NY 10112-0015 United States	Trade Claim				\$295,575.00
17. Stella International Design Service ATTN: Lawrence Chen Li-Ming Chief Executive Officer Suites 3003/04 Tower 2 The Gateway Hong Kong, KLN Hong Kong	Trade Claim	Unliquidated			\$291,385.92
18. Hemisphere Design & Manufacturing ATTN: Emily Barrack 25215 Rye Canyon Rd Valencia, CA 91355 United States	Trade Claim				\$231,567.79
19. BSF Consulting LLC ATTN: Brian Finnegan 80 Midas Dr South Burlington, VT 05403 United States	Trade Claim				\$209,850.79
20. Adidas International Trading B.V. ATTN: Kasper Rorsted Chief Executive Officer Hoogoordreef 9A Amsterdam, 1101 BA Netherlands	Trade Claim				\$202,865.56
21. Google Inc ATTN: Sundar Pichai Chief Executive Officer 1600 Amphitheatre Parkway Mountain View, CA 94043 United States	Trade Claim				\$186,750.88
22. Prisma Construction ATTN: Melane Primeau Senior Project Manager 124 Rue McGill, Suite 300 Montreal, QC J6W 6E5 Canada	Trade Claim				\$178,338.44
23. Systems Plus Technologies ATTN: Sapan Choksi Chief Executive Officer 2698 Route 516, Suite F Old Bridge, NJ 08857 United States	Trade Claim				\$173,702.39
24. Hayroad Productions LLC ATTN: Jennifer Sargent Producer 41 Hay Rd Belmont, MA 02478-1507 United States	Trade Claim				\$159,913.94

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
25. Alberto Del Biondi Spa ATTN: Alberto Del Biondi Chief Executive Officer Viale Della Navigazione Interna, 91 Noventa Padovana Pd 35027 Italy	Trade Claim				\$142,562.00
26. The Soapbox Studio LLC ATTN: Susan Mahoney Founder & Executive Creative Director 120 Glebe Rd Westmoreland, NH 03467-4616 United States	Trade Claim				\$137,000.00
27. Xzact Solutions Inc ATTN: Javier A. Martin President & Chief Executive Officer 3131 Westinghouse Boulevard Charlotte, NC 28273 United States	Trade Claim				\$112,748.82
28. Intune Logistics ATTN: Doug Eichenlaub Founder 208 Adley Way Greenville, SC 29607 United States	Trade Claim				\$109,656.17
29. Cheetah Digital, Inc ATTN: Sameer Kazi Chief Executive Officer 29 Broadway Level 6 New York, NY 10006 United States	Trade Claim				\$107,371.37
30. Dama Construction ATTN: Daniel Anerella President 117 Lindsay Avenue Dorval, QC H9P 2S6 Canada	Trade Claim				\$97,447.34

Fill in this information to identify the case and this filing:

Debtor Name Rockport Blocker, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule _____*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☐ *Other document that requires a declaration _____*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM / DD / YYYY


Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Authorized Person
Position or relationship to debtor

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

In re:)	
	)	Chapter 11
Rockport Blocker, LLC,)	
	)	Case No. 18-_____ (____)
Debtor.)	
	)	Joint Administration Requested
)	

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of the above-captioned debtor (the “**Debtor**”) certifies that the following corporate entities directly or indirectly own 10% or more of the Debtor:

Name of Interest Holder	Percentage of Interests Held
Crescent Mezzanine Partners VI, L.P.	28.4633%
Crescent Mezzanine Partners VIC, L.P.	24.2250%
Corporate Capital Trust, Inc.	21.9354%
Crescent Mezzanine Partners VIB (Cayman), L.P.	12.6964%

Fill in this information to identify the case and this filing:

Debtor Name Rockport Blocker, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Statement of Corporate Ownership

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM / DD / YYYY

* Paul Kosturos
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Authorized Person
Position or relationship to debtor

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

_____)	
In re:	)	Chapter 11
)	
Rockport Blocker, LLC,	)	Case No. 18-_____(____)
)	
Debtor.	)	Joint Administration Requested
_____)	

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), the above-captioned debtor hereby provides the following name and address of the holders of its limited liability company interests:

Name and Address of Interest Holder	Percentage of Interests Held
Crescent Mezzanine Partners VI, L.P. 1251 Avenue of the Americas, Suite 4700 New York, NY 10020	28.4633%
Crescent Mezzanine Partners VIB (Cayman), L.P. 1251 Avenue of the Americas, Suite 4700 New York, NY 10020	12.6964%
Crescent Mezzanine Partners VIC, L.P. 1251 Avenue of the Americas, Suite 4700 New York, NY 10020	24.2250%
NYLCAP Mezzanine Partners III, LP 51 Madison Avenue Suite 1600 New York, NY 10010	9.1990%
NYLCAP Mezzanine Partners III Parallel Fund, LP	1.3828%

51 Madison Avenue Suite 1600 New York, NY 10010	
NYLCAP Mezzanine Partners III 2012 Co-Invest, LP 51 Madison Avenue Suite 1600 New York, NY 10010	0.9567%
Corporate Capital Trust, Inc. 555 California Street, 50th Floor San Francisco, California 94104	21.9354%
Oregon Public Employees Retirement Fund 555 California Street, 50th Floor San Francisco, California 94104	1.1415%

Fill in the information to identify the case and this filing:

Debtor Name Rockport Blocker, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both, 18 U.S.C. §§ 152, 1341, 1519, and 3671.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x Paul Kosturos
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Authorized Person
Position or relationship to debtor

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware
(State)

Case number (if known): 18-11147 Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name The Rockport Group Holdings, LLC

2. All other names debtor used in the last 8 years
New England Footwear Holdings, LLC

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 47-4513025

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

1220 Washington Street

Number Street

Number Street

P.O. Box

West Newton, Massachusetts 02465

City

State

Zip Code

City

State

Zip Code

Location of principal assets, if different from principal place of business

Middlesex County

County

Number Street

City

State

Zip Code

5. Debtor's website (URL) www.rockport.com

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

CERTIFIED:
AS A TRUE COPY
ATTEST:
UNA M. O'BOYLE
U. S. BANKRUPTCY COURT

Deputy Clerk

5/14/18

#1

Debtor

The Rockport Group Holdings, LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.4482

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Schedule 1 Relationship Affiliate
District Delaware When Date hereof
MM / DD / YYYY
Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor The Rockport Group Holdings, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other _____

Where is the property? _____

Number Street

City

State

ZIP Code

Is the property insured?

- ☐ No

- ☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor The Rockport Group Holdings, LLC
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

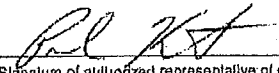
WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

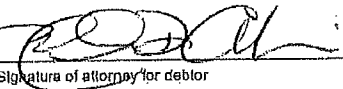
I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x 
Signature of authorized representative of debtor
Title Authorized Person

Paul Kosturos
Printed name

18. Signature of attorney

x 
Signature of attorney for debtor

Date 05/14/2018
MM/DD/YYYY

Mark D. Collins
Printed name

Richards, Layton & Finger, P.A.
Firm name

920 North King Street
Number Street

Wilmington
City

DE 19801
State ZIP Code

(302) 651-7700
Contact phone

collins@rlf.com
Email address

2981
Bar number

DE
State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “**Debtors**”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under of Title 11 of the United States Code. The Debtors have moved for joint administration of their cases with the lead case number assigned to the Chapter 11 case of The Rockport Company, LLC.

- 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
- Rockport Canada ULC

**WRITTEN CONSENT OF THE MANAGING MEMBER
OF THE ROCKPORT GROUP HOLDINGS, LLC**

The undersigned, being the sole managing member (the “**Managing Member**”) of The Rockport Group Holdings, LLC, a Delaware limited liability company (the “**Company**”), by this written consent, as permitted by Section 18-404(d) of the Delaware Limited Liability Company Act and Section 10 of the Second Amended and Restated Limited Liability Company Agreement of the Company, dated as of December 8, 2017 (the “**LLC Agreement**”), hereby consent to the following actions and adopt the following resolutions (this “**Consent**”):

Commencement of Chapter 11 Case

WHEREAS, the Company is the sole manager of Drydock Footwear, LLC, a Delaware limited liability company (“**Drydock**”).

NOW, THEREFORE, BE IT RESOLVED, that in the judgement of the Managing Member, it is desirable and in the best interests of the Company, Drydock, its creditors, and its members that the Company and Drydock seek (a) relief under the provisions of Title 11 of the United States Code (the “**Bankruptcy Code**”) and (b) recognition of the Chapter 11 proceedings as a foreign proceeding (the “**Ancillary Proceedings**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c.C-36 (the “**CCAA**”); and

FURTHER RESOLVED, that for purposes of this Consent and the resolutions contained herein, the term Authorized Person shall mean each of the Chairman of the Board of Directors of the Managing Member, the President of the Managing Member, the Secretary of the Managing Member, Paul Kosturos, and any other officer of the Company or the Managing Member (each an “**Authorized Person**”); and

FURTHER RESOLVED, that the Company, acting individually and in its capacity as the sole manager of Drydock, be, and hereby is, authorized and directed to: (a) file a voluntary petition (the “**Petition**”) for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”), (b) to commence the Ancillary Proceedings in the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”), and (c) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary in connection with the foregoing; and

FURTHER RESOLVED, that the Managing Member and each Authorized Person be, and hereby is, authorized and empowered for and on behalf of the Company, acting individually and in its capacity as the sole manager of Drydock, to: (a) execute and verify the Petition, as well as all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modification to the Petition or ancillary documents as the Managing Member or such Authorized Person, in such person’s discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by the Managing Member or such Authorized Officer); (b) execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other

documents necessary or appropriate in connection therewith in such form or forms as the Managing Member or such Authorized Person may approve.

Retention of Advisors

FURTHER RESOLVED, that the Managing Member and each Authorized Person be, and hereby is, authorized and empowered to retain, on behalf of the Company: (a) Richards, Layton & Finger, P.A., as bankruptcy counsel to the Company; (b) Borden Ladner Gervais LLP as Canadian bankruptcy counsel to the Company; (c) Houlihan Lokey Capital, Inc. as investment banker to the Company; (d) Alvarez & Marsal North America LLC as restructuring and interim management advisor to the Company; (e) Prime Clerk LLC as claims and noticing agent and administrative advisor to the Company; and (f) such additional professionals, including attorneys, accountants, consultants, or brokers, in each case as in the Managing Member's or such Authorized Person's judgment may be necessary or desirable in connection with the Company's and Drydock's Chapter 11 case and other related matters, on such terms as the Managing Member or such Authorized Person shall approve.

Debtor in Possession Financing

WHEREAS, the Company has determined to enter into definitive credit agreements and note purchase agreements (collectively, the "**DIP Credit Agreements**") to obtain financing in the form of superpriority senior secured debtor-in-possession credit facilities in an aggregate principal amount of up to \$80 million (collectively, the "**DIP Credit Facilities**"), the proceeds of which will be used for general corporate and working capital purposes, including for capital expenditures and to pay fees and expenses associated with the Company's and its affiliates' Chapter 11 cases (the "**Chapter 11 Cases**") and the DIP Credit Facilities;

FURTHER RESOLVED, that the Company is hereby authorized, and the Managing Member and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company, acting independently and in its capacity as the sole manager of Drydock, to enter into the DIP Credit Agreements and take all actions necessary and appropriate for the Company to obtain post-petition financing according to the terms negotiated by the Managing Member or such Authorized Person, including under one or more debtor-in-possession credit facilities, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments related thereto (collectively, the "**DIP Credit Documents**") as may be deemed necessary or appropriate by such Managing Member or the Authorized Person (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Managing Member or Authorized Person); and

FURTHER RESOLVED, that the Company is hereby authorized, and the Managing Member and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company to (x) borrow and/or guaranty the debt under the DIP Credit Facilities and to grant a lien on substantially all assets of the Company to secure its obligations thereunder, and (y) to pay fees as required pursuant to the DIP Credit Documents; and

FURTHER RESOLVED, that the Company is hereby authorized, and the Managing Member and each Authorized Person shall be, and hereby is, authorized and empowered, with full power of delegation, on behalf of and in the name of the Company, acting independently and in its capacity as the sole manager of Drydock, to execute, deliver, verify and/or file, or cause to be filed and/or executed, delivered or verified (or direct others to do so on their behalf as provided herein), and to amend, supplement or otherwise modify from time to time, all necessary and appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings and other documents, agreements and papers, including all DIP Credit Documents, and to take any and all actions that such Managing Member or Authorized Person deems necessary or appropriate in connection with the Chapter 11 Cases, any post-petition financing or any cash collateral usage contemplated hereby or thereby (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Managing Member or Authorized Person).

Potential Sale Transactions

FURTHER RESOLVED, that the Company and the Managing Member or any Authorized Person are hereby authorized, directed and empowered, on behalf of and in the name of the Company to file a motion with the Bankruptcy Court seeking (i) approval of bidding procedures to be used to facilitate a potential sale of all or potentially all of the Company's assets pursuant to Section 363 of the Bankruptcy Code and the CCAA (the "**Potential Sale Transactions**"), (ii) seeking approval of CB Marathon OpCo, LLC, as stalking horse purchaser (the "**Stalking Horse Bidder**") for the Potential Sale Transaction and (iii) seeking approval of the payment of certain fees (including expense reimbursement and breakup fees) to the Stalking Horse Bidder, all substantially in accordance with the summary presented to the Managing Member, subject to modifications thereto as the Managing Member or any Authorized Person and the Company's management may deem necessary or advisable in order to give effect to and carry out the general purposes of the Potential Sale Transactions as presented to the Managing Member; and

FURTHER RESOLVED, the Managing Member or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to conduct a further marketing process to identify Potential Sale Transactions under the supervision of the Bankruptcy Court; and

FURTHER RESOLVED, that the Managing Member or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to (a) take actions and negotiate, or cause to be prepared and negotiated, and subject to Bankruptcy Court approval as required, to execute, deliver, perform and cause the performance of any agreements (including asset purchase agreements), certificates, instruments, receipts, petitions, motions or other papers or documents in furtherance of, and necessary to effectuate, any Potential Sale Transactions to which the Company is or will be a party and (b) request the Bankruptcy Court to approve any Potential Sale Transaction (including a sale of the Company's assets to a higher or better bidder) and for any related relief; and

General Authorization and Ratification

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by the Managing Member or any officer of the Company or any of the professionals in connection with the Chapter 11 Case or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and

FURTHER RESOLVED, that the Managing Member or any Authorized Person be, and hereby is, acting alone, authorized, empowered, directed, for and on behalf of the Company, acting individually and in its capacity as the sole manager of Drydock, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to grant powers of attorney, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Company and Drydock, all such certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents, and to make all such payments as it, in its judgment, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of, or consummate the transactions contemplated by, the foregoing resolutions or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents; and

FURTHER RESOLVED, that any and all actions, whether previously or subsequently taken by the Managing Member or any Authorized Person or any other person authorized to act by the Managing Member or an Authorized Person, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed; and

FURTHER RESOLVED, that this Consent shall be governed by the laws of the State of Delaware (without regard to conflict of laws principles).

This Consent may be executed in one or more counterparts and may be delivered via facsimile or Portable Document Format (PDF), each of which shall be deemed an original and all of which taken together shall constitute one and the same consent.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being the Managing Member, has executed this Consent.

The Rockport Group Holdings, LLC

By: Rockport Blocker, LLC, its Managing Member

By William T. Allen

Name: William T. Allen

Title: President

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

_____)	
In re:	)	Chapter 11
)	
The Rockport Group Holdings, LLC,	)	Case No. 18-_____ (____)
)	
Debtor.	)	Joint Administration Requested
)	
_____)	

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE
THIRTY (30) LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor and its debtor affiliates (collectively, the “Debtors”) hereby certify that the *Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtors’ consolidated top thirty (30) unsecured creditors (the “**Top Thirty List**”). The list has been prepared from the Debtors’ unaudited books and records as of the Petition Date. The Top Thirty List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ Chapter 11 cases. The Top Thirty List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims. The information presented in the Top Thirty List shall not constitute an admission by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a later date. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors’ right to contest the validity, priority, and/or amount of any such claim.

Debtor Name The Rockport Group Holdings, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the thirty (30) largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the thirty (30) largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1. Cortland Capital Market Services LLC, as Collateral Agent ATTN: Chris Capezuli Director 225 West Washington Street, 21st Floor Chicago, IL 60606 United States	9.5% Senior Notes Due 2022	Unliquidated			Undetermined
2. Adidas AG ATTN: Kasper Bo Rorsted Chief Executive Officer Adi-Dassler-Platz 1-2 Herzogenaurach, 91074 Germany	Contract Claim and Trade Claim	Unliquidated and Disputed			\$58,111,983.90
3. Reebok International Ltd. ATTN: Matthew H. O'Toole Chief Executive Officer 25 Drydock Ave, Suite 110E Boston, MA 02210 United States	Trade Claim and Unsecured Notes Claim				\$12,505,208.14
4. Stella International Trading (Macao Commercial Offshore) Limited ATTN: Lawrence Chen Li-Ming Chief Executive Officer Flat C, 20/F, Mg Tower, 133 Hoi Bun Road Kowloon Hong Kong	Trade Claim				\$9,159,974.33
5. Farida Shoes Private Limited (FSLP) ATTN: Irshad Ahmed Mecca Managing Director Ramapuram, Chennai 600 089 Tamil Nadu, 600089 India	Trade Claim				\$4,936,524.36

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6. Attune Consulting USA Inc ATTN: Vajira De Silva Chief Executive Officer 200 Summit Drive, Suite 230 2nd Floor South Burlington, MA 01803 United States	Litigation Claim	Contingent, Unliquidated, and Disputed			Undetermined
7. Link Worldwide Holdings Ltd ATTN: Frances Lin No 88 Sec 4 Chung Ching Rd, Ta Ya S Taichung, 123 Taiwan	Trade Claim				\$2,372,939.32
8. Precious Gold Holdings Limited ATTN: Susie Zhou No. 628 Sec 4 Chung Ching Rd Taichung, Taiwan	Trade Claim				\$1,172,033.16
9. International Business Machines ATTN: Ginni Rometty Chief Executive Officer 1 New Orchard Road Armonk, NY 10504-1722 United States	Trade Claim				\$820,172.06
10. Shoe Majesly Trading Co, Ltd ATTN: Betty Choi 338 Kings Road Hong Kong, 999077 Hong Kong	Trade Claim				\$604,863.58
11. Earth Inc ATTN: Philippe Meynard Chief Executive Officer 41 Seyon St, Ste 400 Waltham, MA 02453-8384 United States	Trade Claim				\$564,617.95
12. Aston Shoes Private Limited ATTN: Rafeeqe Ahmed Mecca Managing Director No.151/4 Mount Poonamallee Road, Ramapuram Chennai, 600089 India	Trade Claim				\$432,268.47
13. TradeGlobal, LLC ATTN: Blake Vaughn President & Chief Operating Officer 5389 E Provident Dr Cincinnati, OH 45246 United States	Trade Claim				\$395,693.38
14. Aptos Inc ATTN: Noel Gogglin Chief Executive Officer 945 East Paces Ferry Road, Suite 2500 Atlanta, GA 30326 United States	Trade Claim				\$386,060.96

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
15. Adidas America Inc. ATTN: Kasper Rorsted Chief Executive Officer 5055 N Greeley Avenue Portland, OR 97217 United States	Trade Claim				\$365,492.35
16. Deloitte LLP ATTN: Cathy Engelbert Chief Executive Officer 30 Rockefeller Plaza, 41st Floor New York, NY 10112-0015 United States	Trade Claim				\$295,575.00
17. Stella International Design Service ATTN: Lawrence Chen Li-Ming Chief Executive Officer Suites 3003/04 Tower 2 The Gateway Hong Kong, KLN Hong Kong	Trade Claim	Unliquidated			\$291,385.92
18. Hemisphere Design & Manufacturing ATTN: Emily Barrack 25215 Rye Canyon Rd Valencia, CA 91355 United States	Trade Claim				\$231,567.79
19. BSF Consulting LLC ATTN: Brian Finnegan 80 Midas Dr South Burlington, VT 05403 United States	Trade Claim				\$209,850.79
20. Adidas International Trading B.V. ATTN: Kasper Rorsted Chief Executive Officer Hoogoordreef 9A Amsterdam, 1101 BA Netherlands	Trade Claim				\$202,865.56
21. Google Inc ATTN: Sundar Pichai Chief Executive Officer 1600 Amphitheatre Parkway Mountain View, CA 94043 United States	Trade Claim				\$186,750.88
22. Prisma Construction ATTN: Melane Primeau Senior Project Manager 124 Rue McGill, Suite 300 Montreal, QC J6W 6E5 Canada	Trade Claim				\$178,338.44
23. Systems Plus Technologies ATTN: Sapan Choksi Chief Executive Officer 2698 Route 516, Suite F Old Bridge, NJ 08857 United States	Trade Claim				\$173,702.39
24. Hayroad Productions LLC ATTN: Jennifer Sargent Producer 41 Hay Rd Belmont, MA 02478-1507 United States	Trade Claim				\$159,913.94

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
25. Alberto Del Biondi Spa ATTN: Alberto Del Biondi Chief Executive Officer Viale Della Navigazione Interna, 91 Noventa Padovana Pd 35027 Italy	Trade Claim				\$142,562.00
26. The Soapbox Studio LLC ATTN: Susan Mahoney Founder & Executive Creative Director 120 Glebe Rd Westmoreland, NH 03467-4616 United States	Trade Claim				\$137,000.00
27. Xzact Solutions Inc ATTN: Javier A. Martin President & Chief Executive Officer 3131 Westinghouse Boulevard Charlotte, NC 28273 United States	Trade Claim				\$112,748.82
28. Intune Logistics ATTN: Doug Eichenlaub Founder 208 Adley Way Greenville, SC 29607 United States	Trade Claim				\$109,656.17
29. Cheetah Digital, Inc ATTN: Sameer Kazi Chief Executive Officer 29 Broadway Level 6 New York, NY 10006 United States	Trade Claim				\$107,371.37
30. Dama Construction ATTN: Daniel Anerella President 117 Lindsay Avenue Dorval, QC H9P 2S6 Canada	Trade Claim				\$97,447.34

Fill in this information to identify the case and this filing:

Debtor Name The Rockport Group Holdings, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM / DD / YYYY

Paul Kosturos
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Authorized Person
Position or relationship to debtor

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

In re:)	
	)	Chapter 11
)	
The Rockport Group Holdings, LLC,	)	Case No. 18-_____ (____)
)	
Debtor.	)	Joint Administration Requested
)	
)	

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of the above-captioned debtor (the “**Debtor**”) certifies that the following corporate entities directly or indirectly own 10% or more of the Debtor:

Name of Interest Holder	Percentage of Interests Held
Rockport Blocker, LLC	100%

Fill in this information to identify the case and this filing:

Debtor Name The Rockport Group Holdings, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both, 18 U.S.C. §§ 152, 1341, 1519, and 3671.

Declaration and signature

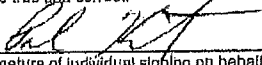
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule _____*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ *Other document that requires a declaration* Statement of Corporate Ownership

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x 
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Authorized Person
Position or relationship to debtor

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

In re:)	
	)	Chapter 11
)	
The Rockport Group Holdings, LLC,	)	Case No. 18-_____ (___)
)	
Debtor.	)	Joint Administration Requested
)	
)	

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), the above-captioned debtor hereby provides the following name and address of the holders of its limited liability company interests:

Name and Address of Interest Holder	Percentage of Interests Held
Rockport Blocker, LLC 1220 Washington Street West Newton, MA 02465	100%

Fill in this information to identify the case and this filing

Debtor Name The Rockport Group Holdings, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3671.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM / DD / YYYY

x Paul Kosluros
Signature of individual signing on behalf of debtor

Paul Kosluros
Printed name

Authorized Person
Position or relationship to debtor

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware

(State)

Case number (if known):

18-11148

Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name TRG 1-P Holdings, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 47-4614756

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

1220 Washington Street

Number Street

Number Street

P.O. Box

West Newton, Massachusetts 02465

City

State

Zip Code

City

State

Zip Code

Location of principal assets, if different from principal place of business

Middlesex County

County

Number Street

City

State

Zip Code

5. Debtor's website (URL) www.rockport.com

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

CERTIFIED
AS A TRUE COPY
ATTEST:

UNA M. O'BOYLE
U.S. BANKRUPTCY COURT

Deputy Clerk

5/14/18

#1.

Debtor TRG 1-P Holdings, LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4482

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Schedule 1 Relationship Affiliate
District Delaware When Date hereof
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

Debtor

TRG 1-P Holdings, LLC
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other _____

Where is the property? _____

Number Street

City

State

ZIP Code

Is the property insured?

☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

☐ 1-49☐ 50-99☐ 100-199☐ 200-999☒ 1,000-5,000☐ 5,001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated assets

☐ \$0-\$50,000☐ \$50,001-\$100,000☐ \$100,001-\$500,000☐ \$500,001-\$1 million☐ \$1,000,001-\$10 million☐ \$10,000,001-\$50 million☐ \$50,000,001-\$100 million☒ \$100,000,001-\$500 million☐ \$500,000,001-\$1 billion☐ \$1,000,000,001-\$10 billion☐ \$10,000,000,001-\$50 billion☐ More than \$50 billion

Debtor TRG 1-P Holdings, LLC
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

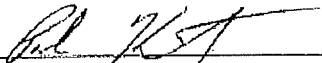
WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☒ I have been authorized to file this petition on behalf of the debtor.
- ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

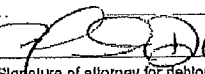
Executed on 05/14/2018
MM/DD/YYYY

x 
Signature of authorized representative of debtor

Paul Kosturos
Printed name

Title Authorized Person

18. Signature of attorney

x 
Signature of attorney for debtor

Date 05/14/2018
MM/DD/YYYY

Mark D. Collins
Printed name

Richards, Layton & Finger, P.A.
Firm name

920 North King Street
Number Street

Wilmington
City

DE 19801
State ZIP Code

(302) 651-7700
Contact phone

collins@rlf.com
Email address

2981
Bar number

DE
State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “**Debtors**”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under Title 11 of the United States Code. The Debtors have moved for joint administration of their cases with the lead case number assigned to the Chapter 11 case of The Rockport Company, LLC.

- 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
- Rockport Canada ULC

**WRITTEN CONSENT OF THE MANAGING MEMBER
OF TRG 1-P HOLDINGS, LLC**

The undersigned, being the managing member (the “**Managing Member**”) of TRG 1-P Holdings, LLC, a Delaware limited liability company (the “**Company**”), by this written consent, as permitted by Section 18-404(d) of the Delaware Limited Liability Company Act and Section 10 of the Amended and Restated Limited Liability Company Agreement of the Company, dated as of December 8, 2017 (the “**LLC Agreement**”), hereby consent to the following actions and adopt the following resolutions (this “**Consent**”):

Commencement of Chapter 11 Case

WHEREAS, the Managing Member is the sole managing member of the Company.

NOW, THEREFORE, BE IT RESOLVED, that in the judgement of the Managing Member, it is desirable and in the best interests of the Company, its creditors, and its members that the Company seek (a) relief under the provisions of Title 11 of the United States Code (the “**Bankruptcy Code**”) and (b) recognition of the Chapter 11 proceedings as a foreign proceeding (the “**Ancillary Proceedings**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c.C-36 (the “**CCAA**”); and

FURTHER RESOLVED, that for purposes of this Consent and the resolutions contained herein, the term Authorized Person shall mean each of the Chairman of the Board of Directors of the Managing Member, the President of the Managing Member, the Secretary of the Managing Member, Paul Kosturos, and any other officer of the Company or the Managing Member (each an “**Authorized Person**”); and

FURTHER RESOLVED, that the Company be, and hereby is, authorized and directed to: (a) file a voluntary petition (the “**Petition**”) for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”), (b) to commence the Ancillary Proceedings in the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”), and (c) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary in connection with the foregoing; and

FURTHER RESOLVED, that the Managing Member and each Authorized Person be, and hereby is, authorized and empowered for and on behalf of the Company to: (a) execute and verify the Petition, as well as all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modification to the Petition or ancillary documents as the Managing Member or such Authorized Person, in such person’s discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by the Managing Member or such Authorized Officer); (b) execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as the Managing Member or such Authorized Person may approve.

Retention of Advisors

FURTHER RESOLVED, that the Managing Member and each Authorized Person be, and hereby is, authorized and empowered to retain, on behalf of the Company: (a) Richards, Layton & Finger, P.A., as bankruptcy counsel to the Company; (b) Borden Ladner Gervais LLP as Canadian bankruptcy counsel to the Company; (c) Houlihan Lokey Capital, Inc. as investment banker to the Company; (d) Alvarez & Marsal North America LLC as restructuring and interim management advisor to the Company; (e) Prime Clerk LLC as claims and noticing agent and administrative advisor to the Company; and (f) such additional professionals, including attorneys, accountants, consultants, or brokers, in each case as in the Managing Member's or such Authorized Person's judgment may be necessary or desirable in connection with the Company's Chapter 11 case and other related matters, on such terms as the Managing Member or such Authorized Person shall approve.

Debtor in Possession Financing

WHEREAS, the Company has determined to enter into definitive credit agreements and note purchase agreements (collectively, the "**DIP Credit Agreements**") to obtain financing in the form of superpriority senior secured debtor-in-possession credit facilities in an aggregate principal amount of up to \$80 million (collectively, the "**DIP Credit Facilities**"), the proceeds of which will be used for general corporate and working capital purposes, including for capital expenditures and to pay fees and expenses associated with the Company's and its affiliates' Chapter 11 cases (the "**Chapter 11 Cases**") and the DIP Credit Facilities;

FURTHER RESOLVED, that the Company is hereby authorized, and the Managing Member and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company to enter into the DIP Credit Agreements and take all actions necessary and appropriate for the Company to obtain post-petition financing according to the terms negotiated by the Managing Member or such Authorized Person, including under one or more debtor-in-possession credit facilities, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments related thereto (collectively, the "**DIP Credit Documents**") as may be deemed necessary or appropriate by such Managing Member or the Authorized Person (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Managing Member or Authorized Person); and

FURTHER RESOLVED, that the Company is hereby authorized, and the Managing Member and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company to (x) borrow and/or guaranty the debt under the DIP Credit Facilities and to grant a lien on substantially all assets of the Company to secure its obligations thereunder, and (y) to pay fees as required pursuant to the DIP Credit Documents; and

FURTHER RESOLVED, that the Company is hereby authorized, and the Managing Member and each Authorized Person shall be, and hereby is, authorized and empowered, with full power of delegation, on behalf of and in the name of the Company, to execute, deliver, verify and/or file, or cause to be filed and/or executed, delivered or verified (or direct others to

do so on their behalf as provided herein), and to amend, supplement or otherwise modify from time to time, all necessary and appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings and other documents, agreements and papers, including all DIP Credit Documents, and to take any and all actions that such Managing Member or Authorized Person deems necessary or appropriate in connection with the Chapter 11 Cases, any post-petition financing or any cash collateral usage contemplated hereby or thereby (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Managing Member or Authorized Person).

Potential Sale Transactions

FURTHER RESOLVED, that the Company and the Managing Member or any Authorized Person are hereby authorized, directed and empowered, on behalf of and in the name of the Company to file a motion with the Bankruptcy Court seeking (i) approval of bidding procedures to be used to facilitate a potential sale of all or potentially all of the Company's assets pursuant to Section 363 of the Bankruptcy Code and the CCAA (the "**Potential Sale Transactions**"), (ii) seeking approval of CB Marathon OpCo, LLC, as stalking horse purchaser (the "**Stalking Horse Bidder**") for the Potential Sale Transaction and (iii) seeking approval of the payment of certain fees (including expense reimbursement and breakup fees) to the Stalking Horse Bidder, all substantially in accordance with the summary presented to the Managing Member, subject to modifications thereto as the Managing Member or any Authorized Person and the Company's management may deem necessary or advisable in order to give effect to and carry out the general purposes of the Potential Sale Transactions as presented to the Managing Member; and

FURTHER RESOLVED, the Managing Member or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to conduct a further marketing process to identify Potential Sale Transactions under the supervision of the Bankruptcy Court; and

FURTHER RESOLVED, that the Managing Member or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to (a) take actions and negotiate, or cause to be prepared and negotiated, and subject to Bankruptcy Court approval as required, to execute, deliver, perform and cause the performance of any agreements (including asset purchase agreements), certificates, instruments, receipts, petitions, motions or other papers or documents in furtherance of, and necessary to effectuate, any Potential Sale Transactions to which the Company is or will be a party and (b) request the Bankruptcy Court to approve any Potential Sale Transaction (including a sale of the Company's assets to a higher or better bidder) and for any related relief; and

General Authorization and Ratification

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by the Managing Member or any officer of the Company or any of the professionals in connection with the Chapter 11 Case or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and

FURTHER RESOLVED, that the Managing Member or any Authorized Person be, and hereby is, acting alone, authorized, empowered, directed, for and on behalf of the Company, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to grant powers of attorney, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Company, all such certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents, and to make all such payments as it, in its judgment, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of, or consummate the transactions contemplated by, the foregoing resolutions or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents; and

FURTHER RESOLVED, that any and all actions, whether previously or subsequently taken by the Managing Member or any Authorized Person or any other person authorized to act by the Managing Member or an Authorized Person, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed; and

FURTHER RESOLVED, that this Consent shall be governed by the laws of the State of Delaware (without regard to conflict of laws principles).

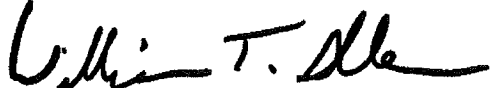
This Consent may be executed in one or more counterparts and may be delivered via facsimile or Portable Document Format (PDF), each of which shall be deemed an original and all of which taken together shall constitute one and the same consent.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being the Managing Member, has executed this Consent.

TRG 1-P Holdings, LLC

By: Rockport Blocker, LLC, its Managing Member

By 

Name: William T. Allen

Title: President

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

In re:)	
	)	Chapter 11
)	
TRG I-P Holdings, LLC,	)	Case No. 18-____ (____)
)	
Debtor.	)	Joint Administration Requested
)	
)	

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE
THIRTY (30) LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor and its debtor affiliates (collectively, the “Debtors”) hereby certify that the *Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtors’ consolidated top thirty (30) unsecured creditors (the “Top Thirty List”). The list has been prepared from the Debtors’ unaudited books and records as of the Petition Date. The Top Thirty List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ Chapter 11 cases. The Top Thirty List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims. The information presented in the Top Thirty List shall not constitute an admission by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a later date. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors’ right to contest the validity, priority, and/or amount of any such claim.

Debtor Name TRG 1-P Holdings, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the thirty (30) largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the thirty (30) largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
			If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1. Cortland Capital Market Services LLC, as Collateral Agent ATTN: Chris Capezuti Director 225 West Washington Street, 21st Floor Chicago, IL 60606 United States	9.5% Senior Notes Due 2022	Unliquidated			Undetermined
2. Adidas AG ATTN: Kasper Bo Rorsted Chief Executive Officer Adi-Dassler-Platz 1-2 Herzogenaurach, 91074 Germany	Contract Claim and Trade Claim	Unliquidated and Disputed			\$58,111,983.90
3. Reebok International Ltd. ATTN: Matthew H. O'Toole Chief Executive Officer 25 Drydock Ave, Suite 110E Boston, MA 02210 United States	Trade Claim and Unsecured Notes Claim				\$12,505,208.14
4. Stella International Trading (Macao Commercial Offshore) Limited ATTN: Lawrence Chen Li-Ming Chief Executive Officer Flat C, 20/F, Mg Tower, 133 Hoi Bun Road Kowloon Hong Kong	Trade Claim				\$9,159,974.33
5. Farida Shoes Private Limited (FSLP) ATTN: Irshad Ahmed Mecca Managing Director Ramapuram, Chennai 600 089 Tamil Nadu, 600089 India	Trade Claim				\$4,936,524.36

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6. Attune Consulting USA Inc ATTN: Vajira De Silva Chief Executive Officer 200 Summit Drive, Suite 230 2nd Floor South Burlington, MA 01803 United States	Litigation Claim	Contingent, Unliquidated, and Disputed			Undetermined
7. Link Worldwide Holdings Ltd ATTN: Frances Lin No 88 Sec 4 Chung Ching Rd, Ta Ya S Taichung, 123 Taiwan	Trade Claim				\$2,372,939.32
8. Precious Gold Holdings Limited ATTN: Susie Zhou No. 628 Sec 4 Chung Ching Rd Taichung, Taiwan	Trade Claim				\$1,172,033.16
9. International Business Machines ATTN: Ginni Romelty Chief Executive Officer 1 New Orchard Road Armonk, NY 10504-1722 United States	Trade Claim				\$820,172.06
10. Shoe Majesty Trading Co, Ltd ATTN: Betty Choi 338 Kings Road Hong Kong, 999077 Hong Kong	Trade Claim				\$604,863.58
11. Earth Inc ATTN: Philippe Meynard Chief Executive Officer 41 Seyon St, Ste 400 Waltham, MA 02453-8384 United States	Trade Claim				\$564,617.95
12. Aston Shoes Private Limited ATTN: Rafeeqe Ahmed Mecca Managing Director No.151/4 Mount Poonamallee Road, Ramapuram Chennai, 600089 India	Trade Claim				\$432,268.47
13. TradeGlobal, LLC ATTN: Blake Vaughn President & Chief Operating Officer 5389 E Provident Dr Cincinnati, OH 45246 United States	Trade Claim				\$395,693.38
14. Aptos Inc ATTN: Noel Goggin Chief Executive Officer 945 East Paces Ferry Road, Suite 2500 Atlanta, GA 30326 United States	Trade Claim				\$386,060.96

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
15. Adidas America Inc. ATTN: Kasper Rorsted Chief Executive Officer 5055 N Greeley Avenue Portland, OR 97217 United States	Trade Claim				\$365,492.35
16. Deloitte LLP ATTN: Cathy Engelbert Chief Executive Officer 30 Rockefeller Plaza, 41st Floor New York, NY 10112-0015 United States	Trade Claim				\$295,575.00
17. Stella International Design Service ATTN: Lawrence Chen Li-Ming Chief Executive Officer Suites 3003/04 Tower 2 The Gateway Hong Kong, KLN Hong Kong	Trade Claim	Unliquidated			\$291,385.92
18. Hemisphere Design & Manufacturing ATTN: Emily Barrack 25215 Rye Canyon Rd Valencia, CA 91355 United States	Trade Claim				\$231,567.79
19. BSF Consulting LLC ATTN: Brian Finnegan 80 Midas Dr South Burlington, VT 05403 United States	Trade Claim				\$209,850.79
20. Adidas International Trading B.V. ATTN: Kasper Rorsted Chief Executive Officer Hoogoordreef 9A Amsterdam, 1101 BA Netherlands	Trade Claim				\$202,865.56
21. Google Inc ATTN: Sundar Pichai Chief Executive Officer 1600 Amphitheatre Parkway Mountain View, CA 94043 United States	Trade Claim				\$186,750.88
22. Prisma Construction ATTN: Melane Primeau Senior Project Manager 124 Rue McGill, Suite 300 Montreal, QC J6W 6E5 Canada	Trade Claim				\$178,338.44
23. Systems Plus Technologies ATTN: Sapan Choksi Chief Executive Officer 2698 Route 516, Suite F Old Bridge, NJ 08857 United States	Trade Claim				\$173,702.39
24. Hayroad Productions LLC ATTN: Jennifer Sargent Producer 41 Hay Rd Belmont, MA 02478-1507 United States	Trade Claim				\$159,913.94

	Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
25.	Alberto Del Biondi Spa ATTN: Alberto Del Biondi Chief Executive Officer Viale Della Navigazione Interna, 91 Noventa Padovana Pd 35027 Italy	Trade Claim				\$142,562.00
26.	The Soapbox Studio LLC ATTN: Susan Mahoney Founder & Executive Creative Director 120 Glebe Rd Westmoreland, NH 03467-4616 United States	Trade Claim				\$137,000.00
27.	Xzact Solutions Inc ATTN: Javier A. Martin President & Chief Executive Officer 3131 Westinghouse Boulevard Charlotte, NC 28273 United States	Trade Claim				\$112,748.82
28.	Intune Logistics ATTN: Doug Eichenlaub Founder 208 Adley Way Greenville, SC 29607 United States	Trade Claim				\$109,656.17
29.	Cheetah Digital, Inc ATTN: Sameer Kazi Chief Executive Officer 29 Broadway Level 6 New York, NY 10006 United States	Trade Claim				\$107,371.37
30.	Dama Construction ATTN: Daniel Anerella President 117 Lindsay Avenue Dorval, QC H9P 2S6 Canada	Trade Claim				\$97,447.34

Fill in this information to identify the case and this filing:

Debtor Name TRG 1-P Holdings, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x Paul Kosturos
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Authorized Person
Position or relationship to debtor

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

In re:)	
	)	Chapter 11
TRG 1-P Holdings, LLC,	)	Case No. 18-_____ (____)
)	
Debtor.	)	Joint Administration Requested
)	
)	

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of the above-captioned debtor (the “**Debtor**”) certifies that the following corporate entities directly or indirectly own 10% or more of the Debtor:

Name of Interest Holder	Percentage of Interests Held
Rockport Blocker, LLC	100%

Fill in this information to identify the case and this filing:

Debtor Name TRG 1-P Holdings, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1541, 1543, and 1547.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Statement of Corporate Ownership

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM / DD / YYYY

x 
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Authorized Person
Position or relationship to debtor

)	
In re:)	Chapter 11
)	
TRG 1-P Holdings, LLC,)	Case No. 18-____ ()
)	
Debtor.)	Joint Administration Requested
)	
)	

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), the above-captioned debtor hereby provides the following name and address of the holders of its limited liability company interests:

Name and Address of Interest Holder	Percentage of Interests Held
Rockport Blocker, LLC 1220 Washington Street West Newton, MA 02465	100%

Fill in this information to identify the case and this filing:

Debtor Name TRG 1-P Holdings, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

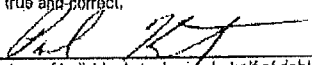
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x 
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Authorized Person
Position or relationship to debtor

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware

(State)

Case number (if known):

18-11149

Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name TRG Intermediate Holdings, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 47-4508931

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

1220 Washington Street
Number Street

Number Street

P.O. Box

West Newton, Massachusetts 02465
City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

Middlesex County
County

Number Street

City State Zip Code

5. Debtor's website (URL) www.rockport.com

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

**CERTIFIED
AS A TRUE COPY
ATTEST:**
UNA M. O'BOYLE
U. S. BANKRUPTCY COURT
By [Signature]
Deputy Clerk 5/14/18

#1

Debtor

TRG Intermediate Holdings, LLC
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4482

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When MM / DD / YYYY Case number _____

If more than 2 cases, attach a separate list.

District _____ When MM / DD / YYYY Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Schedule 1 Relationship Affiliate

District Delaware When Date hereof
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

Debtor

TRG Intermediate Holdings, LLC
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other**Where is the property?**

Number Street

City

State

ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors☐ 1-49☐ 50-99☐ 100-199☐ 200-999☒ 1,000-5,000☐ 5,001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated assets**☐ \$0-\$50,000☐ \$50,001-\$100,000☐ \$100,001-\$500,000☐ \$500,001-\$1 million☐ \$1,000,001-\$10 million☐ \$10,000,001-\$50 million☐ \$50,000,001-\$100 million☒ \$100,000,001-\$500 million☐ \$500,000,001-\$1 billion☐ \$1,000,000,001-\$10 billion☐ \$10,000,000,001-\$50 billion☐ More than \$50 billion

Debtor TRG Intermediate Holdings, LLC Case number (if known) _____
Name

16. Estimated liabilities
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 - I have been authorized to file this petition on behalf of the debtor.
 - I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x Paul Kosturos Paul Kosturos
Signature of authorized representative of debtor Printed name
Title Authorized Person

18. Signature of attorney

x Mark D. Collins Date 05/14/2018
Signature of attorney for debtor MM/DD/YYYY

Mark D. Collins
Printed name
Richards, Layton & Finger, P.A.
Firm name
920 North King Street
Number Street
Wilmington DE 19801
City State ZIP Code
(302) 851-7700 collins@rlf.com
Contact phone Email address
2981 DE
Bar number State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under Title 11 of the United States Code. The Debtors have moved for joint administration of their cases with the lead case number assigned to the Chapter 11 case of The Rockport Company, LLC.

- Rockport Blocker, LLC
- The Rockport Group Holdings, LLC
- TRG I-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
- Rockport Canada ULC

**WRITTEN CONSENT OF THE MANAGER
OF TRG INTERMEDIATE HOLDINGS, LLC**

The undersigned, being the manager (the “**Manager**”) of TRG Intermediate Holdings, LLC, a Delaware limited liability company (the “**Company**”), by this written consent, as permitted by Section 18-404(d) of the Delaware Limited Liability Company Act and Section 10 of the Amended and Restated Limited Liability Company Agreement of the Company, dated as of December 8, 2017 (the “**LLC Agreement**”), hereby consent to the following actions and adopt the following resolutions (this “**Consent**”):

Commencement of Chapter 11 Case

WHEREAS, the Manager is the sole manager of the Company.

NOW, THEREFORE, BE IT RESOLVED, that in the judgement of the Manager, it is desirable and in the best interests of the Company, its creditors, and its members that the Company seek (a) relief under the provisions of Title 11 of the United States Code (the “**Bankruptcy Code**”) and (b) recognition of the Chapter 11 proceedings as a foreign proceeding (the “**Ancillary Proceedings**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c.C-36 (the “**CCAA**”); and

FURTHER RESOLVED, that for purposes of this Consent and the resolutions contained herein, the term Authorized Person shall mean each of the Chairman of the Board of Directors of the Manager, the President of the Manager, the Secretary of the Manager, Paul Kosturos, and any other officer of the Company or the Manager (each an “**Authorized Person**”); and

FURTHER RESOLVED, that the Company be, and hereby is, authorized and directed to: (a) file a voluntary petition (the “**Petition**”) for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”), (b) to commence the Ancillary Proceedings in the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”), and (c) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary in connection with the foregoing; and

FURTHER RESOLVED, that the Manager and each Authorized Person be, and hereby is, authorized and empowered for and on behalf of the Company to: (a) execute and verify the Petition, as well as all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modification to the Petition or ancillary documents as the Manager or such Authorized Person, in such person’s discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Authorized Officer); (b) execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as the Manager or such Authorized Person may approve.

Retention of Advisors

FURTHER RESOLVED, that the Manager and each Authorized Person be, and hereby is, authorized and empowered to retain, on behalf of the Company: (a) Richards, Layton & Finger, P.A., as bankruptcy counsel to the Company; (b) Borden Ladner Gervais LLP as Canadian bankruptcy counsel to the Company; (c) Houlihan Lokey Capital, Inc. as investment banker to the Company; (d) Alvarez & Marsal North America LLC as restructuring and interim management advisor to the Company; (e) Prime Clerk LLC as claims and noticing agent and administrative advisor to the Company; and (f) such additional professionals, including attorneys, accountants, consultants, or brokers, in each case as in the Manager or such Authorized Person's judgment may be necessary or desirable in connection with the Company's Chapter 11 case and other related matters, on such terms as the Manager or such Authorized Person shall approve.

Debtor in Possession Financing

WHEREAS, the Company has determined to enter into definitive credit agreements and note purchase agreements (collectively, the "**DIP Credit Agreements**") to obtain financing in the form of superpriority senior secured debtor-in-possession credit facilities in an aggregate principal amount of up to \$80 million (collectively, the "**DIP Credit Facilities**"), the proceeds of which will be used for general corporate and working capital purposes, including for capital expenditures and to pay fees and expenses associated with the Company's and its affiliates' Chapter 11 cases (the "**Chapter 11 Cases**") and the DIP Credit Facilities;

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company to enter into the DIP Credit Agreements and take all actions necessary and appropriate for the Company to obtain post-petition financing according to the terms negotiated by the Manager or such Authorized Person, including under one or more debtor-in-possession credit facilities, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments related thereto (collectively, the "**DIP Credit Documents**") as may be deemed necessary or appropriate by such Manager or Authorized Person (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Manager or Authorized Person); and

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company to (x) borrow and/or guaranty the debt under the DIP Credit Facilities and to grant a lien on substantially all assets of the Company to secure its obligations thereunder, and (y) to pay fees as required pursuant to the DIP Credit Documents; and

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, with full power of delegation, on behalf of and in the name of the Company, to execute, deliver, verify and/or file, or cause to be filed and/or executed, delivered or verified (or direct others to do so on their

behalf as provided herein), and to amend, supplement or otherwise modify from time to time, all necessary and appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings and other documents, agreements and papers, including all DIP Credit Documents, and to take any and all actions that such Manager or Authorized Person deems necessary or appropriate in connection with the Chapter 11 Cases, any post-petition financing or any cash collateral usage contemplated hereby or thereby (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Manager or Authorized Person).

Potential Sale Transactions

FURTHER RESOLVED, that the Company and the Manager or any Authorized Person are hereby authorized, directed and empowered, on behalf of and in the name of the Company to file a motion with the Bankruptcy Court seeking (i) approval of bidding procedures to be used to facilitate a potential sale of all or potentially all of the Company's assets pursuant to Section 363 of the Bankruptcy Code and the CCAA (the "**Potential Sale Transactions**"), (ii) seeking approval of CB Marathon OpCo, LLC, as stalking horse purchaser (the "**Stalking Horse Bidder**") for the Potential Sale Transaction and (iii) seeking approval of the payment of certain fees (including expense reimbursement and breakup fees) to the Stalking Horse Bidder, all substantially in accordance with the summary presented to the Manager, subject to modifications thereto as the Manager or any Authorized Person and the Company's management may deem necessary or advisable in order to give effect to and carry out the general purposes of the Potential Sale Transactions as presented to the Manager; and

FURTHER RESOLVED, the Manager or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to conduct a further marketing process to identify Potential Sale Transactions under the supervision of the Bankruptcy Court; and

FURTHER RESOLVED, that the Manager or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to (a) take actions and negotiate, or cause to be prepared and negotiated, and subject to Bankruptcy Court approval as required, to execute, deliver, perform and cause the performance of any agreements (including asset purchase agreements), certificates, instruments, receipts, petitions, motions or other papers or documents in furtherance of, and necessary to effectuate, any Potential Sale Transactions to which the Company is or will be a party and (b) request the Bankruptcy Court to approve any Potential Sale Transaction (including a sale of the Company's assets to a higher or better bidder) and for any related relief; and

General Authorization and Ratification

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by the Manager or any officer of the Company or any of the professionals in connection with the Chapter 11 Cases or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and

FURTHER RESOLVED, that the Manager or any Authorized Person be, and hereby is, acting alone, authorized, empowered and directed, for and on behalf of the Company, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to grant powers of attorney, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Company, all such certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents, and to make all such payments as it, in its judgment, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of, or consummate the transactions contemplated by, the foregoing resolutions or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents; and

FURTHER RESOLVED, that any and all actions, whether previously or subsequently taken by the Manager or any Authorized Person or any other person authorized to act by the Manager or an Authorized Person, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed; and

FURTHER RESOLVED, that this Consent shall be governed by the laws of the State of Delaware (without regard to conflict of laws principles).

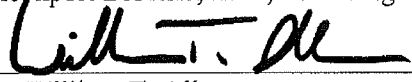
This Consent may be executed in one or more counterparts and may be delivered via facsimile or Portable Document Format (PDF), each of which shall be deemed an original and all of which taken together shall constitute one and the same consent.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being the Manager, has executed this Consent.

TRG Intermediate Holdings, LLC

By: Rockport Blocker, LLC, its Manager

By 

Name: William T. Allen

Title: President

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
)	
TRG Intermediate Holdings, LLC,	)	Case No. 18-_____ (____)
)	
Debtor.	)	Joint Administration Requested
)	
)	

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE
THIRTY (30) LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor and its debtor affiliates (collectively, the “Debtors”) hereby certify that the *Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtors’ consolidated top thirty (30) unsecured creditors (the “**Top Thirty List**”). The list has been prepared from the Debtors’ unaudited books and records as of the Petition Date. The Top Thirty List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ Chapter 11 cases. The Top Thirty List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims. The information presented in the Top Thirty List shall not constitute an admission by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a later date. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors’ right to contest the validity, priority, and/or amount of any such claim.

Debtor Name TRG Intermediate Holdings, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the thirty (30) largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the thirty (30) largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1.	Cortland Capital Market Services LLC, as Collateral Agent ATTN: Chris Capezuti Director 225 West Washington Street, 21st Floor Chicago, IL 60606 United States	9.5% Senior Notes Due 2022	Unliquidated			Undetermined
2.	Adidas AG ATTN: Kasper Bo Rorsted Chief Executive Officer Adi-Dassler-Platz 1-2 Herzogenaurach, 91074 Germany	Contract Claim and Trade Claim	Unliquidated and Disputed			\$58,111,983.90
3.	Reebok International Ltd. ATTN: Matthew H. O'Toole Chief Executive Officer 25 Drydock Ave, Suite 110E Boston, MA 02210 United States	Trade Claim and Unsecured Notes Claim				\$12,505,208.14
4.	Stella International Trading (Macao Commercial Offshore) Limited ATTN: Lawrence Chen Li-Ming Chief Executive Officer Flat C, 20/F, Mg Tower, 133 Hoi Bun Road Kowloon Hong Kong	Trade Claim				\$9,159,974.33
5.	Farida Shoes Private Limited (FSLP) ATTN: Irshad Ahmed Mecca Managing Director Ramapuram, Chennai 600 089 Tamil Nadu, 600089 India	Trade Claim				\$4,936,524.36

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6. Attune Consulting USA Inc ATTN: Vajira De Silva Chief Executive Officer 200 Summit Drive, Suite 230 2nd Floor South Burlington, MA 01803 United States	Litigation Claim	Contingent, Unliquidated, and Disputed			Undetermined
7. Link Worldwide Holdings Ltd ATTN: Frances Lin No 88 Sec 4 Chung Ching Rd, Ta Ya S Taichung, 123 Taiwan	Trade Claim				\$2,372,939.32
8. Precious Gold Holdings Limited ATTN: Susie Zhou No. 628 Sec 4 Chung Ching Rd Taichung, Taiwan	Trade Claim				\$1,172,033.16
9. International Business Machines ATTN: Ginni Rometty Chief Executive Officer 1 New Orchard Road Armonk, NY 10504-1722 United States	Trade Claim				\$820,172.06
10. Shoe Majesty Trading Co, Ltd ATTN: Betty Choi 338 Kings Road Hong Kong, 999077 Hong Kong	Trade Claim				\$604,863.58
11. Earth Inc ATTN: Philippe Meynard Chief Executive Officer 41 Seyon St, Ste 400 Waltham, MA 02453-8384 United States	Trade Claim				\$564,617.95
12. Aston Shoes Private Limited ATTN: Rafeeqe Ahmed Mecca Managing Director No.151/4 Mount Poonamallee Road, Ramapuram Chennai, 600089 India	Trade Claim				\$432,268.47
13. TradeGlobal, LLC ATTN: Blake Vaughn President & Chief Operating Officer 5389 E Provident Dr Cincinnati, OH 45246 United States	Trade Claim				\$395,693.38
14. Aptos Inc ATTN: Noel Goggin Chief Executive Officer 945 East Paces Ferry Road, Suite 2500 Atlanta, GA 30326 United States	Trade Claim				\$386,060.96

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
15. Adidas America Inc. ATTN: Kasper Rorsted Chief Executive Officer 5055 N Greeley Avenue Portland, OR 97217 United States	Trade Claim				\$365,492.35
16. Deloitte LLP ATTN: Cathy Engelbert Chief Executive Officer 30 Rockefeller Plaza, 41st Floor New York, NY 10112-0015 United States	Trade Claim				\$295,575.00
17. Stella International Design Service ATTN: Lawrence Chen Li-Ming Chief Executive Officer Suites 3003/04 Tower 2 The Gateway Hong Kong, KLN Hong Kong	Trade Claim	Unliquidated			\$291,385.92
18. Hemisphere Design & Manufacturing ATTN: Emily Barrack 25215 Rye Canyon Rd Valencia, CA 91355 United States	Trade Claim				\$231,567.79
19. BSF Consulting LLC ATTN: Brian Finnegan 80 Midas Dr South Burlington, VT 05403 United States	Trade Claim				\$209,850.79
20. Adidas International Trading B.V. ATTN: Kasper Rorsted Chief Executive Officer Hoogoordreef 9A Amsterdam, 1101 BA Netherlands	Trade Claim				\$202,865.56
21. Google Inc ATTN: Sundar Pichai Chief Executive Officer 1600 Amphitheatre Parkway Mountain View, CA 94043 United States	Trade Claim				\$186,750.88
22. Prisma Construction ATTN: Melane Primeau Senior Project Manager 124 Rue McGill, Suite 300 Montreal, QC J6W 6E5 Canada	Trade Claim				\$178,338.44
23. Systems Plus Technologies ATTN: Sapan Choksi Chief Executive Officer 2698 Route 516, Suite F Old Bridge, NJ 08857 United States	Trade Claim				\$173,702.39
24. Hayroad Productions LLC ATTN: Jennifer Sargent Producer 41 Hay Rd Belmont, MA 02478-1507 United States	Trade Claim				\$159,913.94

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
25. Alberto Del Biondi Spa ATTN: Alberto Del Biondi Chief Executive Officer Viale Della Navigazione Interna, 91 Noventa Padovana Pd 35027 Italy	Trade Claim				\$142,562.00
26. The Soapbox Studio LLC ATTN: Susan Mahoney Founder & Executive Creative Director 120 Glebe Rd Westmoreland, NH 03467-4616 United States	Trade Claim				\$137,000.00
27. Xzact Solutions Inc ATTN: Javier A. Martin President & Chief Executive Officer 3131 Westinghouse Boulevard Charlotte, NC 28273 United States	Trade Claim				\$112,748.82
28. Intune Logistics ATTN: Doug Eichenlaub Founder 208 Adley Way Greenville, SC 29607 United States	Trade Claim				\$109,656.17
29. Cheetah Digital, Inc ATTN: Sameer Kazi Chief Executive Officer 29 Broadway Level 6 New York, NY 10006 United States	Trade Claim				\$107,371.37
30. Dama Construction ATTN: Daniel Anerella President 117 Lindsay Avenue Dorval, QC H9P 2S6 Canada	Trade Claim				\$97,447.34

Fill in this information to identify the case and this filing:

Debtor Name TRG Intermediate Holdings, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule _____*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☐ *Other document that requires a declaration _____*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x Paul Kosturos
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Authorized Person
Position or relationship to debtor

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

In re:)	
	)	Chapter 11
TRG Intermediate Holdings, LLC,)	
	)	Case No. 18-_____ ()
Debtor.)	
	)	Joint Administration Requested
)	

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of the above-captioned debtor (the “Debtor”) certifies that the following corporate entities directly or indirectly own 10% or more of the Debtor:

Name of Interest Holder	Percentage of Interests Held
The Rockport Group Holdings, LLC	99%

Fill in the information to identify the case and this filing:

Debtor Name TRG Intermediate Holdings, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3671.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Statement of Corporate Ownership

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM / DD / YYYY

x 
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Authorized Person
Position or relationship to debtor

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

In re:)	
	)	Chapter 11
TRG Intermediate Holdings, LLC,)	
	)	Case No. 18-____ (____)
Debtor.)	
	)	Joint Administration Requested
)	

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), the above-captioned debtor hereby provides the following name and address of the holders of its limited liability company interests:

Name and Address of Interest Holder	Percentage of Interests Held
The Rockport Group Holdings, LLC 1220 Washington Street West Newton, MA 02465	99%
TRG I-P Holdings, LLC 1220 Washington Street West Newton, MA 02465	1%

Fill in this information to identify the case and this filing:

Debtor Name TRG Intermediate Holdings, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x Paul Kosturos
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Authorized Person
Position or relationship to debtor

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware

Case number (if known):

18-11150

(State)

Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/18

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name TRG Class D, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN)

47-4614757

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

1220 Washington Street

Number Street

Number Street

P.O. Box

West Newton, Massachusetts 02465

City

State

Zip Code

City

State

Zip Code

Location of principal assets, if different from principal place of business

Middlesex County

County

Number Street

City

State

Zip Code

5. Debtor's website (URL)

www.rockport.com

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

**CERTIFIED:
AS A TRUE COPY
ATTEST:**

UNA M. O'BOYLE
U. S. BANKRUPTCY COURT

Deputy Clerk

5/14/18

#1

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4482

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes.

District _____ When MM / DD / YYYY Case number _____

If more than 2 cases, attach a separate list.

District _____ When MM / DD / YYYY Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes.

Debtor See Schedule 1 Relationship Affiliate

District Delaware When Date hereof
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

Debtor TRG Class D, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor TRG Class D, LLC
Name

Case number (if known) _____

18. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

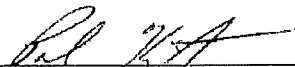
WARNING — Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x 
Signature of authorized representative of debtor
Title Authorized Person _____

Paul Kosturos
Printed name

18. Signature of attorney

x 
Signature of attorney for debtor

Date 05/14/2018
MM/DD/YYYY

Mark D. Collins
Printed name

Richards, Layton & Finger, P.A.
Firm name

920 North King Street
Number Street

Wilmington
City

DE 19801
State ZIP Code

(302) 651-7700
Contact phone

collins@rlf.com
Email address

2981
Bar number

DE
State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under Chapter of Title 11 of the United States Code. The Debtors have moved for joint administration of their cases with the lead case number assigned to the Chapter 11 case of The Rockport Company, LLC.

- 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
- Rockport Canada ULC

**WRITTEN CONSENT OF THE MANAGER
OF TRG CLASS D, LLC**

The undersigned, being the manager (the “**Manager**”) of TRG Class D, LLC, a Delaware limited liability company (the “**Company**”), by this written consent, as permitted by Section 18-404(d) of the Delaware Limited Liability Company Act and Section 10 of the Amended and Restated Limited Liability Company Agreement of the Company, dated as of December 8, 2017 (the “**LLC Agreement**”), hereby consent to the following actions and adopt the following resolutions (this “**Consent**”):

Commencement of Chapter 11 Case

WHEREAS, the Manager is the sole manager of the Company.

NOW, THEREFORE, BE IT RESOLVED, that in the judgement of the Manager, it is desirable and in the best interests of the Company, its creditors, and its members that the Company seek (a) relief under the provisions of Title 11 of the United States Code (the “**Bankruptcy Code**”) and (b) recognition of the Chapter 11 proceedings as a foreign proceeding (the “**Ancillary Proceedings**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c.C-36 (the “**CCAA**”); and

FURTHER RESOLVED, that for purposes of this Consent and the resolutions contained herein, the term Authorized Person shall mean each of the Chairman of the Board of Directors of the Manager, the President of the Manager, the Secretary of the Manager, Paul Kosturos, and any other officer of the Company or the Manager (each an “**Authorized Person**”); and

FURTHER RESOLVED, that the Company be, and hereby is, authorized and directed to: (a) file a voluntary petition (the “**Petition**”) for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”), (b) to commence the Ancillary Proceedings in the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”), and (c) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary in connection with the foregoing; and

FURTHER RESOLVED, that the Manager and each Authorized Person be, and hereby is, authorized and empowered for and on behalf of the Company to: (a) execute and verify the Petition, as well as all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modification to the Petition or ancillary documents as the Manager or such Authorized Person, in such person’s discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Authorized Officer); (b) execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as the Manager or such Authorized Person may approve.

Retention of Advisors

FURTHER RESOLVED, that the Manager and each Authorized Person be, and hereby is, authorized and empowered to retain, on behalf of the Company: (a) Richards, Layton & Finger, P.A., as bankruptcy counsel to the Company; (b) Borden Ladner Gervais LLP as Canadian bankruptcy counsel to the Company; (c) Houlihan Lokey Capital, Inc. as investment banker to the Company; (d) Alvarez & Marsal North America LLC as restructuring and interim management advisor to the Company; (e) Prime Clerk LLC as claims and noticing agent and administrative advisor to the Company; and (f) such additional professionals, including attorneys, accountants, consultants, or brokers, in each case as in the Manager or such Authorized Person's judgment may be necessary or desirable in connection with the Company's Chapter 11 case and other related matters, on such terms as the Manager or such Authorized Person shall approve.

Debtor in Possession Financing

WHEREAS, the Company has determined to enter into definitive credit agreements and note purchase agreements (collectively, the "**DIP Credit Agreements**") to obtain financing in the form of superpriority senior secured debtor-in-possession credit facilities in an aggregate principal amount of up to \$80 million (collectively, the "**DIP Credit Facilities**"), the proceeds of which will be used for general corporate and working capital purposes, including for capital expenditures and to pay fees and expenses associated with the Company's and its affiliates' Chapter 11 cases (the "**Chapter 11 Cases**") and the DIP Credit Facilities;

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company to enter into the DIP Credit Agreements and take all actions necessary and appropriate for the Company to obtain post-petition financing according to the terms negotiated by the Manager or such Authorized Person, including under one or more debtor-in-possession credit facilities, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments related thereto (collectively, the "**DIP Credit Documents**") as may be deemed necessary or appropriate by such Manager or Authorized Person (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Manager or Authorized Person); and

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company to (x) borrow and/or guaranty the debt under the DIP Credit Facilities and to grant a lien on substantially all assets of the Company to secure its obligations thereunder, and (y) to pay fees as required pursuant to the DIP Credit Documents; and

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, with full power of delegation, on behalf of and in the name of the Company, to execute, deliver, verify and/or file, or cause to be filed and/or executed, delivered or verified (or direct others to do so on their

behalf as provided herein), and to amend, supplement or otherwise modify from time to time, all necessary and appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings and other documents, agreements and papers, including all DIP Credit Documents, and to take any and all actions that such Manager or Authorized Person deems necessary or appropriate in connection with the Chapter 11 Cases, any post-petition financing or any cash collateral usage contemplated hereby or thereby (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Manager or Authorized Person).

Potential Sale Transactions

FURTHER RESOLVED, that the Company and the Manager or any Authorized Person are hereby authorized, directed and empowered, on behalf of and in the name of the Company to file a motion with the Bankruptcy Court seeking (i) approval of bidding procedures to be used to facilitate a potential sale of all or potentially all of the Company's assets pursuant to Section 363 of the Bankruptcy Code and the CCAA (the "**Potential Sale Transactions**"), (ii) seeking approval of CB Marathon OpCo, LLC, as stalking horse purchaser (the "**Stalking Horse Bidder**") for the Potential Sale Transaction and (iii) seeking approval of the payment of certain fees (including expense reimbursement and breakup fees) to the Stalking Horse Bidder, all substantially in accordance with the summary presented to the Manager, subject to modifications thereto as the Manager or any Authorized Person and the Company's management may deem necessary or advisable in order to give effect to and carry out the general purposes of the Potential Sale Transactions as presented to the Manager; and

FURTHER RESOLVED, the Manager or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to conduct a further marketing process to identify Potential Sale Transactions under the supervision of the Bankruptcy Court; and

FURTHER RESOLVED, that the Manager or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to (a) take actions and negotiate, or cause to be prepared and negotiated, and subject to Bankruptcy Court approval as required, to execute, deliver, perform and cause the performance of any agreements (including asset purchase agreements), certificates, instruments, receipts, petitions, motions or other papers or documents in furtherance of, and necessary to effectuate, any Potential Sale Transactions to which the Company is or will be a party and (b) request the Bankruptcy Court to approve any Potential Sale Transaction (including a sale of the Company's assets to a higher or better bidder) and for any related relief; and

General Authorization and Ratification

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by the Manager or any officer of the Company or any of the professionals in connection with the Chapter 11 Cases or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and

FURTHER RESOLVED, that the Manager or any Authorized Person be, and hereby is, acting alone, authorized, empowered and directed, for and on behalf of the Company, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to grant powers of attorney, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Company, all such certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents, and to make all such payments as it, in its judgment, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of, or consummate the transactions contemplated by, the foregoing resolutions or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents; and

FURTHER RESOLVED, that any and all actions, whether previously or subsequently taken by the Manager or any Authorized Person or any other person authorized to act by the Manager or an Authorized Person, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed; and

FURTHER RESOLVED, that this Consent shall be governed by the laws of the State of Delaware (without regard to conflict of laws principles).

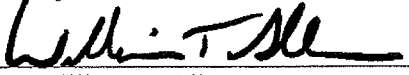
This Consent may be executed in one or more counterparts and may be delivered via facsimile or Portable Document Format (PDF), each of which shall be deemed an original and all of which taken together shall constitute one and the same consent.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being the Manager, has executed this Consent.

TRG Class D, LLC

By: Rockport Blocker, LLC, its Manager

By 

Name: William T. Allen

Title: President

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
	)	Chapter 11
)	
TRG Class D, LLC,	)	Case No. 18-____ (____)
)	
Debtor.	)	Joint Administration Requested
)	
)	

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE
THIRTY (30) LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor and its debtor affiliates (collectively, the “Debtors”) hereby certify that the *Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtors’ consolidated top thirty (30) unsecured creditors (the “**Top Thirty List**”). The list has been prepared from the Debtors’ unaudited books and records as of the Petition Date. The Top Thirty List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ Chapter 11 cases. The Top Thirty List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims. The information presented in the Top Thirty List shall not constitute an admission by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a later date. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors’ right to contest the validity, priority, and/or amount of any such claim.

Debtor Name <u>TRG Class D, LLC</u> United States Bankruptcy Court for the: <u>District of Delaware</u> (State) Case number (If known): _____
--

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the thirty (30) largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the thirty (30) largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1.	Coriland Capital Market Services LLC, as Collateral Agent ATTN: Chris Capezuti Director 225 West Washington Street, 21st Floor Chicago, IL 60606 United States	9.5% Senior Notes Due 2022	Unliquidated			Undetermined
2.	Adidas AG ATTN: Kasper Bo Rorsted Chief Executive Officer Adi-Dassler-Platz 1-2 Herzogenaurach, 91074 Germany	Contract Claim and Trade Claim	Unliquidated and Disputed			\$58,111,983.90
3.	Reebok International Ltd. ATTN: Matthew H. O'Toole Chief Executive Officer 25 Drydock Ave, Suite 110E Boston, MA 02210 United States	Trade Claim and Unsecured Notes Claim				\$12,505,208.14
4.	Stella International Trading (Macao Commercial Offshore) Limited ATTN: Lawrence Chen Li-Ming Chief Executive Officer Flat C, 20/F, Mg Tower, 133 Hoi Bun Road Kowloon Hong Kong	Trade Claim				\$9,159,974.33
5.	Farida Shoes Private Limited (FSLP) ATTN: Irshad Ahmed Mecca Managing Director Ramapuram, Chennai 600 089 Tamil Nadu, 600089 India	Trade Claim				\$4,936,524.36

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount, if claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6. Allune Consulting USA Inc ATTN: Vajira De Silva Chief Executive Officer 200 Summit Drive, Suite 230 2nd Floor South Burlington, MA 01803 United States	Litigation Claim	Contingent, Unliquidated, and Disputed			Undetermined
7. Link Worldwide Holdings Ltd ATTN: Frances Lin No 88 Sec 4 Chung Ching Rd, Ta Ya S Taichung, 123 Taiwan	Trade Claim				\$2,372,939.32
8. Precious Gold Holdings Limited ATTN: Susie Zhou No. 628 Sec 4 Chung Ching Rd Taichung, Taiwan	Trade Claim				\$1,172,033.16
9. International Business Machines ATTN: Ginni Rometty Chief Executive Officer 1 New Orchard Road Armonk, NY 10504-1722 United States	Trade Claim				\$620,172.06
10. Shoe Majesty Trading Co, Ltd ATTN: Betty Choi 338 Kings Road Hong Kong, 999077 Hong Kong	Trade Claim				\$604,863.58
11. Earth Inc ATTN: Philippe Meynard Chief Executive Officer 41 Seyon St, Ste 400 Waltham, MA 02453-8384 United States	Trade Claim				\$564,617.95
12. Aston Shoes Private Limited ATTN: Rafeeqe Ahmed Mecca Managing Director No.151/4 Mount Poonamallee Road, Ramapuram Chennai, 600089 India	Trade Claim				\$432,268.47
13. TradeGlobal, LLC ATTN: Blake Vaughn President & Chief Operating Officer 5389 E Provident Dr Cincinnati, OH 45246 United States	Trade Claim				\$395,693.38
14. Aptos Inc ATTN: Noel Goggin Chief Executive Officer 945 East Paces Ferry Road, Suite 2500 Atlanta, GA 30326 United States	Trade Claim				\$386,060.96

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
15. Adidas America Inc. ATTN: Kasper Rorsted Chief Executive Officer 5055 N Greeley Avenue Portland, OR 97217 United States	Trade Claim				\$365,492.35
16. Deloitte LLP ATTN: Cathy Engelbert Chief Executive Officer 30 Rockefeller Plaza, 41st Floor New York, NY 10112-0015 United States	Trade Claim				\$295,575.00
17. Stella International Design Service ATTN: Lawrence Chen Li-Ming Chief Executive Officer Suites 3003/04 Tower 2 The Gateway Hong Kong, KLN Hong Kong	Trade Claim	Unliquidated			\$291,385.92
18. Hemisphere Design & Manufacturing ATTN: Emily Barrack 25215 Rye Canyon Rd Valencia, CA 91355 United States	Trade Claim				\$231,567.79
19. BSF Consulting LLC ATTN: Brian Finnegan 80 Midas Dr South Burlington, VT 05403 United States	Trade Claim				\$209,850.79
20. Adidas International Trading B.V. ATTN: Kasper Rorsted Chief Executive Officer Hoogoordreef 9A Amsterdam, 1101 BA Netherlands	Trade Claim				\$202,865.56
21. Google Inc ATTN: Sundar Pichai Chief Executive Officer 1600 Amphitheatre Parkway Mountain View, CA 94043 United States	Trade Claim				\$186,750.88
22. Prisma Construction ATTN: Melane Primeau Senior Project Manager 124 Rue McGill, Suite 300 Montreal, QC J6W 6E5 Canada	Trade Claim				\$178,338.44
23. Systems Plus Technologies ATTN: Sapan Choksi Chief Executive Officer 2698 Route 516, Suite F Old Bridge, NJ 08857 United States	Trade Claim				\$173,702.39
24. Hayroad Productions LLC ATTN: Jennifer Sargent Producer 41 Hay Rd Belmont, MA 02478-1507 United States	Trade Claim				\$159,913.94

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
25. Alberto Del Biondi Spa ATTN: Alberto Del Biondi Chief Executive Officer Viale Della Navigazione Interna, 91 Noventa Padovana Pd 35027 Italy	Trade Claim				\$142,562.00
26. The Soapbox Studio LLC ATTN: Susan Mahoney Founder & Executive Creative Director 120 Glebe Rd Westmoreland, NH 03467-4616 United States	Trade Claim				\$137,000.00
27. Xzact Solutions Inc ATTN: Javier A. Martin President & Chief Executive Officer 3131 Westinghouse Boulevard Charlotte, NC 28273 United States	Trade Claim				\$112,748.82
28. Intune Logistics ATTN: Doug Eichenlaub Founder 208 Adley Way Greenville, SC 29607 United States	Trade Claim				\$109,656.17
29. Cheetah Digital, Inc ATTN: Sameer Kazi Chief Executive Officer 29 Broadway Level 6 New York, NY 10006 United States	Trade Claim				\$107,371.37
30. Dama Construction ATTN: Daniel Anerella President 117 Lindsay Avenue Dorval, QC H9P 2S6 Canada	Trade Claim				\$97,447.34

Fill in this information to identify the case and this filing:

Debtor Name TRG Class D, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

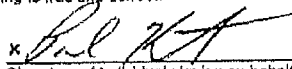
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets--Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM / DD / YYYY

x 
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Authorized Person
Position or relationship to debtor

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

In re:)	
	)	Chapter 11
TRG Class D, LLC,)	
	)	Case No. 18-_____ ()
Debtor.)	
	)	Joint Administration Requested
)	

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of the above-captioned debtor (the “Debtor”) certifies that the following corporate entities directly or indirectly own 10% or more of the Debtor:

Name of Interest Holder	Percentage of Interests Held
The Rockport Group Holdings, LLC	50%
TRG Intermediate Holdings, LLC	50%

Fill in this information to identify the case and this filing:

Debtor Name TRG Class D, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Statement of Corporate Ownership

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x Paul Kosturos
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Authorized Person
Position or relationship to debtor

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

In re:)	
	)	Chapter 11
TRG Class D, LLC,)	
	)	Case No. 18-____ (____)
Debtor.)	
	)	Joint Administration Requested
)	

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), the above-captioned debtor hereby provides the following name and address of the holders of its limited liability company interests:

Name and Address of Interest Holder	Percentage of Interests Held
The Rockport Group Holdings, LLC 1220 Washington Street West Newton, MA 02465	50%
TRG Intermediate Holdings, LLC 1220 Washington Street West Newton, MA 02465	50%

Fill in this information to identify the case and this filing:

Debtor Name TRG Class D, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x Paul Kosturos
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Authorized Person
Position or relationship to debtor

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware

(State)

Case number (if known):

18-11151

Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name The Rockport Group, LLC

2. All other names debtor used in the last 8 years

Relay Intermediate, LLC

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN)

47-4295559

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

1220 Washington Street

Number Street

Number Street

P.O. Box

West Newton, Massachusetts 02465

City

State

Zip Code

City

State

Zip Code

Location of principal assets, if different from principal place of business

Middlesex County

County

Number Street

City

State

Zip Code

5. Debtor's website (URL)

www.rockport.com

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

CERTIFIED:
AS A TRUE COPY
ATTEST:
UNA M. O'BOYLE
U.S. BANKRUPTCY COURT
By [Signature] Deputy Clerk
5/14/18

Debtor

The Rockport Group, LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4482**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No

☐ Yes. District _____ When MM / DD / YYYY Case number _____

If more than 2 cases, attach a separate list.

District _____ When MM / DD / YYYY Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No

☒ Yes. Debtor See Schedule 1 Relationship Affiliate
 District Delaware When Date hereof
 MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

Debtor

The Rockport Group, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)**☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number Street

City

State

ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors☐ 1-49☐ 50-99☐ 100-199☐ 200-999☒ 1,000-5,000☐ 5,001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated assets**☐ \$0-\$50,000☐ \$50,001-\$100,000☐ \$100,001-\$500,000☐ \$500,001-\$1 million☐ \$1,000,001-\$10 million☐ \$10,000,001-\$50 million☐ \$50,000,001-\$100 million☒ \$100,000,001-\$500 million☐ \$500,000,001-\$1 billion☐ \$1,000,000,001-\$10 billion☐ \$10,000,000,001-\$50 billion☐ More than \$50 billion

Debtor The Rockport Group, LLC
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures


WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☒ I have been authorized to file this petition on behalf of the debtor.
- ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

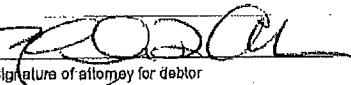
I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x 
Signature of authorized representative of debtor
Title Authorized Person

Paul Kosturos
Printed name

18. Signature of attorney

x 
Signature of attorney for debtor

Date 05/14/2018
MM/DD/YYYY

Mark D. Collins
Printed name

Richards, Layton & Finger, P.A.
Firm name

920 North King Street
Number Street

Wilmington
City

DE 19801
State ZIP Code

(302) 651-7700
Contact phone

collins@rlf.com
Email address

2981
Bar number

DE
State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “**Debtors**”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under Title 11 of the United States Code. The Debtors have moved for joint administration of their cases with the lead case number assigned to the Chapter 11 case of The Rockport Company, LLC.

- 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
- Rockport Canada ULC

**WRITTEN CONSENT OF THE MANAGER
OF THE ROCKPORT GROUP, LLC**

The undersigned, being the manager (the “**Manager**”) of The Rockport Group, LLC, a Delaware limited liability company (the “**Company**”), by this written consent, as permitted by Section 18-404(d) of the Delaware Limited Liability Company Act and Section 5(b) of the Second Amended and Restated Limited Liability Company Agreement of the Company, dated as of December 8, 2017 (the “**LLC Agreement**”), hereby consent to the following actions and adopt the following resolutions (this “**Consent**”):

Commencement of Chapter 11 Case

WHEREAS, the Manager is the sole manager of the Company.

NOW, THEREFORE, BE IT RESOLVED, that in the judgement of the Manager, it is desirable and in the best interests of the Company, its creditors, and its members that the Company seek a) relief under the provisions of Title 11 of the United States Code (the “**Bankruptcy Code**”) and (b) recognition of the Chapter 11 proceedings as a foreign proceeding (the “**Ancillary Proceedings**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c.C-36 (the “**CCAA**”); and

FURTHER RESOLVED, that for purposes of this Consent and the resolutions contained herein, the term Authorized Person shall mean each of the Chairman of the Board of Directors of the Manager, the President of the Manager, the Secretary of the Manager, Paul Kosturos, and any other officer of the Company or the Manager (each an “**Authorized Person**”); and

FURTHER RESOLVED, that the Company be, and hereby is, authorized and directed to: (a) file a voluntary petition (the “**Petition**”) for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”), (b) to commence the Ancillary Proceedings in the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”), and (c) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary in connection with the foregoing; and

FURTHER RESOLVED, that the Manager and each Authorized Person be, and hereby is, authorized and empowered for and on behalf of the Company to: (a) execute and verify the Petition, as well as all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modification to the Petition or ancillary documents as the Manager or such Authorized Person, in such person’s discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Authorized Officer); (b) execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as the Manager or such Authorized Person may approve.

Retention of Advisors

FURTHER RESOLVED, that the Manager and each Authorized Person be, and hereby is, authorized and empowered to retain, on behalf of the Company: (a) Richards, Layton & Finger, P.A., as bankruptcy counsel to the Company; (b) Borden Ladner Gervais LLP as Canadian bankruptcy counsel to the Company; (c) Houlihan Lokey Capital, Inc. as investment banker to the Company; (d) Alvarez & Marsal North America LLC as restructuring and interim management advisor to the Company; (e) Prime Clerk LLC as claims and noticing agent and administrative advisor to the Company; and (f) such additional professionals, including attorneys, accountants, consultants, or brokers, in each case as in the Manager or such Authorized Person's judgment may be necessary or desirable in connection with the Company's Chapter 11 case and other related matters, on such terms as the Manager or such Authorized Person shall approve.

Debtor in Possession Financing

WHEREAS, the Company has determined to enter into definitive credit agreements and note purchase agreements (collectively, the "**DIP Credit Agreements**") to obtain financing in the form of superpriority senior secured debtor-in-possession credit facilities in an aggregate principal amount of up to \$80 million (collectively, the "**DIP Credit Facilities**"), the proceeds of which will be used for general corporate and working capital purposes, including for capital expenditures and to pay fees and expenses associated with the Company's and its affiliates' Chapter 11 cases (the "**Chapter 11 Cases**") and the DIP Credit Facilities;

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company to enter into the DIP Credit Agreements and take all actions necessary and appropriate for the Company to obtain post-petition financing according to the terms negotiated by the Manager or such Authorized Person, including under one or more debtor-in-possession credit facilities, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments related thereto (collectively, the "**DIP Credit Documents**") as may be deemed necessary or appropriate by such Manager or Authorized Person (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Manager or Authorized Person); and

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company to (x) borrow and/or guaranty the debt under the DIP Credit Facilities and to grant a lien on substantially all assets of the Company to secure its obligations thereunder, and (y) to pay fees as required pursuant to the DIP Credit Documents; and

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, with full power of delegation, on behalf of and in the name of the Company, to execute, deliver, verify and/or file, or cause to be filed and/or executed, delivered or verified (or direct others to do so on their

behalf as provided herein), and to amend, supplement or otherwise modify from time to time, all necessary and appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings and other documents, agreements and papers, including all DIP Credit Documents, and to take any and all actions such Manager or Authorized Person deems necessary or appropriate in connection with the Chapter 11 Cases, any post-petition financing or any cash collateral usage contemplated hereby or thereby (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Manager or Authorized Person).

Potential Sale Transactions

FURTHER RESOLVED, that the Company and the Manager or any Authorized Person are hereby authorized, directed and empowered, on behalf of and in the name of the Company to file a motion with the Bankruptcy Court seeking (i) approval of bidding procedures to be used to facilitate a potential sale of all or potentially all of the Company's assets pursuant to Section 363 of the Bankruptcy Code and the CCAA (the "**Potential Sale Transactions**"), (ii) seeking approval of CB Marathon OpCo, LLC, as stalking horse purchaser (the "**Stalking Horse Bidder**") for the Potential Sale Transaction and (iii) seeking approval of the payment of certain fees (including expense reimbursement and breakup fees) to the Stalking Horse Bidder, all substantially in accordance with the summary presented to the Manager, subject to modifications thereto as the Manager or any Authorized Person and the Company's management may deem necessary or advisable in order to give effect to and carry out the general purposes of the Potential Sale Transactions as presented to the Manager; and

FURTHER RESOLVED, the Manager or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to conduct a further marketing process to identify Potential Sale Transactions under the supervision of the Bankruptcy Court; and

FURTHER RESOLVED, that the Manager or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to (a) take actions and negotiate, or cause to be prepared and negotiated, and subject to Bankruptcy Court approval as required, to execute, deliver, perform and cause the performance of any agreements (including asset purchase agreements), certificates, instruments, receipts, petitions, motions or other papers or documents in furtherance of, and necessary to effectuate, any Potential Sale Transactions to which the Company is or will be a party and (b) request the Bankruptcy Court to approve any Potential Sale Transaction (including a sale of the Company's assets to a higher or better bidder) and for any related relief; and

General Authorization and Ratification

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by the Manager or any officer of the Company or any of the professionals in connection with the Chapter 11 Cases or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and

FURTHER RESOLVED, that the Manager or any Authorized Person be, and hereby is, acting alone, authorized, empowered and directed, for and on behalf of the Company, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to grant powers of attorney, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Company, all such certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents, and to make all such payments as it, in its judgment, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of, or consummate the transactions contemplated by, the foregoing resolutions or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents; and

FURTHER RESOLVED, that any and all actions, whether previously or subsequently taken by the Manager or any Authorized Person or any other person authorized to act by the Manager or an Authorized Person, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed; and

FURTHER RESOLVED, that this Consent shall be governed by the laws of the State of Delaware (without regard to conflict of laws principles).

This Consent may be executed in one or more counterparts and may be delivered via facsimile or Portable Document Format (PDF), each of which shall be deemed an original and all of which taken together shall constitute one and the same consent.

[Signature Page Follows]

/ IN WITNESS WHEREOF, the undersigned, being the Manager, has executed this
Consent.

The Rockport Group, LLC

By: Rockport Blocker, LLC, its Manager

By William T. Allen

Name: William T. Allen

Title: President

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
	)	Chapter 11
)	
The Rockport Group, LLC,	)	Case No. 18-_____ (____)
)	
Debtor.	)	Joint Administration Requested
)	
)	

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE
THIRTY (30) LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor and its debtor affiliates (collectively, the “Debtors”) hereby certify that the *Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtors’ consolidated top thirty (30) unsecured creditors (the “**Top Thirty List**”). The list has been prepared from the Debtors’ unaudited books and records as of the Petition Date. The Top Thirty List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ Chapter 11 cases. The Top Thirty List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims. The information presented in the Top Thirty List shall not constitute an admission by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a later date. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors’ right to contest the validity, priority, and/or amount of any such claim.

Debtor Name The Rockport Group, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

☐ Check if this is an
amended filing

Official Form 204

**Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest
Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the thirty (30) largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the thirty (30) largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1.	Cortland Capital Market Services LLC, as Collateral Agent ATTN: Chris Capezuti Director 225 West Washington Street, 21st Floor Chicago, IL 60606 United States	9.5% Senior Notes Due 2022	Unliquidated			Undetermined
2.	Adidas AG ATTN: Kasper Bo Rorsted Chief Executive Officer Adi-Dassler-Platz 1-2 Herzogenaurach, 91074 Germany	Contract Claim and Trade Claim	Unliquidated and Disputed			\$58,111,983.90
3.	Reebok International Ltd. ATTN: Matthew H. O'Toole Chief Executive Officer 25 Drydock Ave, Suite 110E Boston, MA 02210 United States	Trade Claim and Unsecured Notes Claim				\$12,505,208.14
4.	Stella International Trading (Macao Commercial Offshore) Limited ATTN: Lawrence Chen Li-Ming Chief Executive Officer Flat C, 20/F, Mg Tower, 133 Hoi Bun Road Kowloon Hong Kong	Trade Claim				\$9,159,974.33
5.	Farida Shoes Private Limited (FSLP) ATTN: Irshad Ahmed Mecca Managing Director Ramapuram, Chennai 600 089 Tamil Nadu, 600089 India	Trade Claim				\$4,936,524.36

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6. Attune Consulting USA Inc ATTN: Vajira De Silva Chief Executive Officer 200 Summit Drive, Suite 230 2nd Floor South Burlington, MA 01803 United States	Litigation Claim	Contingent, Unliquidated, and Disputed			Undetermined
7. Link Worldwide Holdings Ltd ATTN: Frances Lin No 88 Sec 4 Chung Ching Rd, Ta Ya S Taichung, 123 Taiwan	Trade Claim				\$2,372,939.32
8. Precious Gold Holdings Limited ATTN: Susie Zhou No. 628 Sec 4 Chung Ching Rd Taichung, Taiwan	Trade Claim				\$1,172,033.16
9. International Business Machines ATTN: Ginni Rometty Chief Executive Officer 1 New Orchard Road Armonk, NY 10504-1722 United States	Trade Claim				\$820,172.06
10. Shoe Majesty Trading Co, Ltd ATTN: Betty Choi 338 Kings Road Hong Kong, 999077 Hong Kong	Trade Claim				\$604,863.58
11. Earth Inc ATTN: Philippe Meynard Chief Executive Officer 41 Seyon St, Ste 400 Waltham, MA 02453-8384 United States	Trade Claim				\$564,617.95
12. Aston Shoes Private Limited ATTN: Rafeeqe Ahmed Mecca Managing Director No.151/4 Mount Poonamallee Road, Ramapuram Chennai, 600089 India	Trade Claim				\$432,268.47
13. TradeGlobal, LLC ATTN: Blake Vaughn President & Chief Operating Officer 5389 E Provident Dr Cincinnati, OH 45246 United States	Trade Claim				\$395,693.38
14. Aptos Inc ATTN: Noel Goggin Chief Executive Officer 945 East Paces Ferry Road, Suite 2500 Atlanta, GA 30326 United States	Trade Claim				\$386,060.96

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
15. Adidas America Inc. ATTN: Kasper Rorsted Chief Executive Officer 5055 N Greeley Avenue Portland, OR 97217 United States	Trade Claim				\$365,492.35
16. Deloitte LLP ATTN: Cathy Engelbert Chief Executive Officer 30 Rockefeller Plaza, 41st Floor New York, NY 10112-0015 United States	Trade Claim				\$295,575.00
17. Stella International Design Service ATTN: Lawrence Chen Li-Ming Chief Executive Officer Suites 3003/04 Tower 2 The Gateway Hong Kong, KLN Hong Kong	Trade Claim	Unliquidated			\$291,385.92
18. Hemisphere Design & Manufacturing ATTN: Emily Barrack 25215 Rye Canyon Rd Valencia, CA 91355 United States	Trade Claim				\$231,567.79
19. BSF Consulting LLC ATTN: Brian Finnegan 80 Midas Dr South Burlington, VT 05403 United States	Trade Claim				\$209,850.79
20. Adidas International Trading B.V. ATTN: Kasper Rorsted Chief Executive Officer Hoogoordreef 9A Amsterdam, 1101 BA Netherlands	Trade Claim				\$202,865.56
21. Google Inc ATTN: Sundar Pichai Chief Executive Officer 1600 Amphitheatre Parkway Mountain View, CA 94043 United States	Trade Claim				\$186,750.88
22. Prisma Construction ATTN: Melane Primeau Senior Project Manager 124 Rue McGill, Suite 300 Montreal, QC J6W 6E5 Canada	Trade Claim				\$178,338.44
23. Systems Plus Technologies ATTN: Sapan Choksi Chief Executive Officer 2698 Route 516, Suite F Old Bridge, NJ 08857 United States	Trade Claim				\$173,702.39
24. Hayroad Productions LLC ATTN: Jennifer Sargent Producer 41 Hay Rd Belmont, MA 02478-1507 United States	Trade Claim				\$159,913.94

	Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
25.	Alberto Del Biondi Spa ATTN: Alberto Del Biondi Chief Executive Officer Viale Della Navigazione Interna, 91 Noventa Padovana Pd 35027 Italy	Trade Claim				\$142,562.00
26.	The Soapbox Studio LLC ATTN: Susan Mahoney Founder & Executive Creative Director 120 Glebe Rd Westmoreland, NH 03467-4616 United States	Trade Claim				\$137,000.00
27.	Xzact Solutions Inc ATTN: Javier A. Martin President & Chief Executive Officer 3131 Westinghouse Boulevard Charlotte, NC 28273 United States	Trade Claim				\$112,748.82
28.	Intune Logistics ATTN: Doug Elchenlaub Founder 208 Adley Way Greenville, SC 29607 United States	Trade Claim				\$109,656.17
29.	Cheetah Digital, Inc ATTN: Sameer Kazi Chief Executive Officer 29 Broadway Level 6 New York, NY 10006 United States	Trade Claim				\$107,371.37
30.	Dama Construction ATTN: Daniel Anerella President 117 Lindsay Avenue Dorval, QC H9P 2S6 Canada	Trade Claim				\$97,447.34

Fill in this information to identify the case and this filing:

Debtor Name The Rockport Group, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x 
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Authorized Person
Position or relationship to debtor

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

In re:)	
	)	Chapter 11
The Rockport Group, LLC,)	
	)	Case No. 18-_____ (____)
Debtor.)	
	)	Joint Administration Requested
)	

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of the above-captioned debtor (the “**Debtor**”) certifies that the following corporate entities directly or indirectly own 10% or more of the Debtor:

Name of Interest Holder	Percentage of Interests Held
TRG Class D, LLC	100%

Fill in this information to identify the case and this filing:

Debtor Name The Rockport Group, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Statement of Corporate Ownership

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM / DD / YYYY

x Paul Kosturos
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Authorized Person
Position or relationship to debtor

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

In re:)	
	)	Chapter 11
The Rockport Group, LLC,)	
	)	Case No. 18-____ (____)
Debtor.)	
	)	Joint Administration Requested
)	

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), the above-captioned debtor hereby provides the following name and address of the holders of its limited liability company interests:

Name and Address of Interest Holder	Percentage of Interests Held
TRG Class D, LLC 1220 Washington Street West Newton, MA 02465	100%

Fill in this information to identify the case and this filing:

Debtor Name The Rockport Group, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3671.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets--Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x Paul Kosturos
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Authorized Person
Position or relationship to debtor

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware
(State)

Case number (if known): 18-11152 Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Drydock Footwear, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 45-2197708

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

1220 Washington Street
Number Street

Number Street

P.O. Box

West Newton, Massachusetts 02465

City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

Middlesex County
County

Number Street

City State Zip Code

5. Debtor's website (URL) www.rockport.com

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

**CERTIFIED,
AS A TRUE COPY,
ATTEST:**
UNA M. O'BOYLE
U. S. BANKRUPTCY COURT
By [Signature]
Deputy Clerk
5/14/18

#1

Debtor Drydock Footwear, LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4482

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When MM / DD / YYYY Case number _____
If more than 2 cases, attach a separate list. District _____ When MM / DD / YYYY Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Schedule 1 Relationship Affiliate
District Delaware When Date hereof
Case number, if known _____
List all cases. If more than 1, attach a separate list.

Debtor Drydock Footwear, LLC
Name

Case number (if known) _____

11. Why is the case filed in *this* district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number Street

City State ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

☐ 1-49

☒ 1,000-5,000

☐ 25,001-50,000

☐ 50-99

☐ 5,001-10,000

☐ 50,001-100,000

☐ 100-199

☐ 10,001-25,000

☐ More than 100,000

☐ 200-999

15. Estimated assets

☐ \$0-\$50,000

☐ \$1,000,001-\$10 million

☐ \$500,000,001-\$1 billion

☐ \$50,001-\$100,000

☐ \$10,000,001-\$50 million

☐ \$1,000,000,001-\$10 billion

☐ \$100,001-\$500,000

☐ \$50,000,001-\$100 million

☐ \$10,000,000,001-\$50 billion

☐ \$500,001-\$1 million

☒ \$100,000,001-\$500 million

☐ More than \$50 billion

Debtor Drydock Footwear, LLC
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☒ I have been authorized to file this petition on behalf of the debtor.
- ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x Paul Kosturos
Signature of authorized representative of debtor
Title Interim Chief Financial Officer

Paul Kosturos
Printed name

18. Signature of attorney

x Mark D. Collins
Signature of attorney for debtor

Date 05/14/2018
MM/DD/YYYY

Mark D. Collins
Printed name

Richards, Layton & Finger, P.A.
Firm name

920 North King Street
Number Street

Wilmington
City

DE 19801
State ZIP Code

(302) 651-7700
Contact phone

collins@rlf.com
Email address

2981
Bar number

DE
State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “**Debtors**”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under Title 11 of the United States Code. The Debtors have moved for joint administration of their cases with the lead case number assigned to the Chapter 11 case of The Rockport Company, LLC.

- 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
- Rockport Canada ULC

**WRITTEN CONSENT OF THE MANAGER
OF DRYDOCK FOOTWEAR, LLC**

The undersigned, being the manager (the “**Manager**”) of Drydock Footwear, LLC, a Delaware limited liability company (the “**Company**”), by this written consent, as permitted by Section 18-404(d) of the Delaware Limited Liability Company Act and Section 5(b) of the Second Amended and Restated Limited Liability Company Agreement of the Company, dated as of July 31, 2015 (the “**LLC Agreement**”), hereby consent to the following actions and adopt the following resolutions (this “**Consent**”):

Commencement of Chapter 11 Case

WHEREAS, the Manager is the sole manager of the Company.

NOW, THEREFORE, BE IT RESOLVED, that in the judgement of the Manager, it is desirable and in the best interests of the Company, its creditors, and its members that the Company to seek (a) relief under the provisions of Title 11 of the United States Code (the “**Bankruptcy Code**”) and (b) recognition of the Chapter 11 proceedings as a foreign proceeding (the “**Ancillary Proceedings**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c.C-36 (the “**CCAA**”); and

FURTHER RESOLVED, that for purposes of this Consent and the resolutions contained herein, the term Authorized Person shall mean Paul Kosturos, any other officer of the Company or the Manager, and any officer of Rockport Blocker, LLC (each an “**Authorized Person**”); and

FURTHER RESOLVED, that the Company be, and hereby is, authorized and directed to: (a) file a voluntary petition (the “**Petition**”) for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”), (b) to commence the Ancillary Proceedings in the Ontario Superior Court of Justice (Commercial List), and (c) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary in connection with the foregoing; and

FURTHER RESOLVED, that the Manager and each Authorized Person be, and hereby is, authorized and empowered for and on behalf of the Company to: (a) execute and verify the Petition, as well as all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modification to the Petition or ancillary documents as the Manager or such Authorized Person, in such person’s discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Authorized Officer); (b) execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as the Manager or such Authorized Person may approve.

Retention of Advisors

FURTHER RESOLVED, that the Manager and each Authorized Person be, and hereby is, authorized and empowered to retain, on behalf of the Company: (a) Richards, Layton & Finger, P.A., as bankruptcy counsel to the Company; (b) Borden Ladner Gervais LLP as Canadian bankruptcy counsel to the Company; (c) Houlihan Lokey Capital, Inc. as investment banker to the Company; (d) Alvarez & Marsal North America LLC as restructuring and interim management advisor to the Company; (e) Prime Clerk LLC as claims and noticing agent and administrative advisor to the Company; and (f) such additional professionals, including attorneys, accountants, consultants, or brokers, in each case as in the Manager or such Authorized Person's judgment may be necessary or desirable in connection with the Company's Chapter 11 case and other related matters, on such terms as the Manager or such Authorized Person shall approve.

Debtor in Possession Financing

WHEREAS, the Company has determined to enter into definitive credit agreements and note purchase agreements (collectively, the "**DIP Credit Agreements**") to obtain financing in the form of superpriority senior secured debtor-in-possession credit facilities in an aggregate principal amount of up to \$80 million (collectively, the "**DIP Credit Facilities**"), the proceeds of which will be used for general corporate and working capital purposes, including for capital expenditures and to pay fees and expenses associated with the Company's and its affiliates' Chapter 11 cases (the "**Chapter 11 Cases**") and the DIP Credit Facilities;

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company to enter into the DIP Credit Agreements and take all actions necessary and appropriate for the Company to obtain post-petition financing according to the terms negotiated by the Manager or such Authorized Person, including under one or more debtor-in-possession credit facilities, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments related thereto (collectively, the "**DIP Credit Documents**") as may be deemed necessary or appropriate by such Manager or Authorized Person (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Manager or Authorized Person); and

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company to (x) borrow and/or guaranty the debt under the DIP Credit Facilities and to grant a lien on substantially all assets of the Company to secure its obligations thereunder, and (y) to pay fees as required pursuant to the DIP Credit Documents; and

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, with full power of delegation, on behalf of and in the name of the Company, to execute, deliver, verify and/or file, or cause to be filed and/or executed, delivered or verified (or direct others to do so on their behalf as provided herein), and to amend, supplement or otherwise modify from time to time, all

necessary and appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings and other documents, agreements and papers, including all DIP Credit Documents, and to take any and all actions that such Manager or Authorized Person deems necessary or appropriate in connection with the Chapter 11 Cases, any post-petition financing or any cash collateral usage contemplated hereby or thereby (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Manager or Authorized Person).

Potential Sale Transactions

FURTHER RESOLVED, that the Company and the Manager or any Authorized Person are hereby authorized, directed and empowered, on behalf of and in the name of the Company to file a motion with the Bankruptcy Court seeking (i) approval of bidding procedures to be used to facilitate a potential sale of all or potentially all of the Company's assets pursuant to Section 363 of the Bankruptcy Code and the CCAA (the "**Potential Sale Transactions**"), (ii) seeking approval of CB Marathon OpCo, LLC, as stalking horse purchaser (the "**Stalking Horse Bidder**") for the Potential Sale Transaction and (iii) seeking approval of the payment of certain fees (including expense reimbursement and breakup fees) to the Stalking Horse Bidder, all substantially in accordance with the summary presented to the Manager, subject to modifications thereto as the Manager or any Authorized Person and the Company's management may deem necessary or advisable in order to give effect to and carry out the general purposes of the Potential Sale Transactions as presented to the Manager; and

FURTHER RESOLVED, the Manager or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to conduct a further marketing process to identify Potential Sale Transactions under the supervision of the Bankruptcy Court; and

FURTHER RESOLVED, that the Manager or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to (a) take actions and negotiate, or cause to be prepared and negotiated, and subject to Bankruptcy Court approval as required, to execute, deliver, perform and cause the performance of any agreements (including asset purchase agreements), certificates, instruments, receipts, petitions, motions or other papers or documents in furtherance of, and necessary to effectuate, any Potential Sale Transactions to which the Company is or will be a party and (b) request the Bankruptcy Court to approve any Potential Sale Transaction (including a sale of the Company's assets to a higher or better bidder) and for any related relief; and

General Authorization and Ratification

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by the Manager or any officer of the Company or any of the professionals in connection with the Chapter 11 Cases or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and

FURTHER RESOLVED, that the Manager or any Authorized Person be, and hereby is, acting alone, authorized, empowered and directed, for and on behalf of the Company, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to grant powers of attorney, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Company, all such certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents, and to make all such payments as it, in its judgment, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of, or consummate the transactions contemplated by, the foregoing resolutions or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents; and

FURTHER RESOLVED, that any and all actions, whether previously or subsequently taken by the Manager or any Authorized Person or any other person authorized to act by the Manager or an Authorized Person, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed; and

FURTHER RESOLVED, that this Consent shall be governed by the laws of the State of Delaware (without regard to conflict of laws principles).

This Consent may be executed in one or more counterparts and may be delivered via facsimile or Portable Document Format (PDF), each of which shall be deemed an original and all of which taken together shall constitute one and the same consent.

[Signature Page Follows]

/ IN WITNESS WHEREOF, the undersigned, being the Manager, has executed this
Consent.

The Rockport Group, LLC

By: Rockport Blocker, LLC, its Manager

By William T. Allen

Name: William T. Allen

Title: President

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

_____)	
In re:	)	Chapter 11
)	
Drydock Footwear, LLC,	)	Case No. 18-_____()
)	
Debtor.	)	Joint Administration Requested
)	
_____)	

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE
THIRTY (30) LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor and its debtor affiliates (collectively, the “Debtors”) hereby certify that the *Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtors’ consolidated top thirty (30) unsecured creditors (the “**Top Thirty List**”). The list has been prepared from the Debtors’ unaudited books and records as of the Petition Date. The Top Thirty List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ Chapter 11 cases. The Top Thirty List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims. The information presented in the Top Thirty List shall not constitute an admission by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a later date. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors’ right to contest the validity, priority, and/or amount of any such claim.

Debtor Name Drydock Footwear, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

☐ Check if this is an
amended filing

Official Form 204

**Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest
Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the thirty (30) largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the thirty (30) largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1. Cortland Capital Market Services LLC, as Collateral Agent ATTN: Chris Capezuti Director 225 West Washington Street, 21st Floor Chicago, IL 60606 United States	9.5% Senior Notes Due 2022	Unliquidated			Undetermined
2. Adidas AG ATTN: Kasper Bo Rorsted Chief Executive Officer Adi-Dassler-Platz 1-2 Herzogenaurach, 91074 Germany	Contract Claim and Trade Claim	Unliquidated and Disputed			\$58,111,983.90
3. Reebok International Ltd. ATTN: Matthew H. O'Toole Chief Executive Officer 25 Drydock Ave, Suite 110E Boston, MA 02210 United States	Trade Claim and Unsecured Notes Claim				\$12,505,208.14
4. Stella International Trading (Macao Commercial Offshore) Limited ATTN: Lawrence Chen Li-Ming Chief Executive Officer Flat C, 20/F, Mg Tower, 133 Hoi Bun Road Kowloon Hong Kong	Trade Claim				\$9,159,974.33
5. Farida Shoes Private Limited (FSLP) ATTN: Irshad Ahmed Mecca Managing Director Ramapuram, Chennai 600 089 Tamil Nadu, 600089 India	Trade Claim				\$4,936,524.36

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6. Attune Consulting USA Inc ATTN: Vajira De Silva Chief Executive Officer 200 Summit Drive, Suite 230 2nd Floor South Burlington, MA 01803 United States	Litigation Claim	Contingent, Unliquidated, and Disputed			Undetermined
7. Link Worldwide Holdings Ltd ATTN: Frances Lin No 88 Sec 4 Chung Ching Rd, Ta Ya S Taichung, 123 Taiwan	Trade Claim				\$2,372,939.32
8. Precious Gold Holdings Limited ATTN: Susie Zhou No. 628 Sec 4 Chung Ching Rd Taichung, Taiwan	Trade Claim				\$1,172,033.16
9. International Business Machines ATTN: Ginni Rometty Chief Executive Officer 1 New Orchard Road Armonk, NY 10504-1722 United States	Trade Claim				\$820,172.06
10. Shoe Majesty Trading Co, Ltd ATTN: Betty Choi 338 Kings Road Hong Kong, 999077 Hong Kong	Trade Claim				\$604,863.58
11. Earth Inc ATTN: Philippe Meynard Chief Executive Officer 41 Seyon St, Ste 400 Waltham, MA 02453-8384 United States	Trade Claim				\$564,617.95
12. Aston Shoes Private Limited ATTN: Rafeeqe Ahmed Mecca Managing Director No.151/4 Mount Poonamallee Road, Ramapuram Chennai, 600089 India	Trade Claim				\$432,268.47
13. TradeGlobal, LLC ATTN: Blake Vaughn President & Chief Operating Officer 5389 E Provident Dr Cincinnati, OH 45246 United States	Trade Claim				\$395,693.38
14. Aptos Inc ATTN: Noel Goggin Chief Executive Officer 945 East Paces Ferry Road, Suite 2500 Atlanta, GA 30326 United States	Trade Claim				\$386,060.96

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
15. Adidas America Inc. ATTN: Kasper Rorsted Chief Executive Officer 5055 N Greeley Avenue Portland, OR 97217 United States	Trade Claim				\$365,492.35
16. Deloitte LLP ATTN: Cathy Engelbert Chief Executive Officer 30 Rockefeller Plaza, 41st Floor New York, NY 10112-0015 United States	Trade Claim				\$295,575.00
17. Stella International Design Service ATTN: Lawrence Chen Li-Ming Chief Executive Officer Suites 3003/04 Tower 2 The Gateway Hong Kong, KLN Hong Kong	Trade Claim	Unliquidated			\$291,385.92
18. Hemisphere Design & Manufacturing ATTN: Emily Barrack 25215 Rye Canyon Rd Valencia, CA 91355 United States	Trade Claim				\$231,567.79
19. BSF Consulting LLC ATTN: Brian Finnegan 80 Midas Dr South Burlington, VT 05403 United States	Trade Claim				\$209,850.79
20. Adidas International Trading B.V. ATTN: Kasper Rorsted Chief Executive Officer Hoogoordreef 9A Amsterdam, 1101 BA Netherlands	Trade Claim				\$202,865.56
21. Google Inc ATTN: Sundar Pichai Chief Executive Officer 1600 Amphitheatre Parkway Mountain View, CA 94043 United States	Trade Claim				\$186,750.88
22. Prisma Construction ATTN: Melane Primeau Senior Project Manager 124 Rue McGill, Suite 300 Montreal, QC J6W 6E5 Canada	Trade Claim				\$178,338.44
23. Systems Plus Technologies ATTN: Sapan Choksi Chief Executive Officer 2698 Route 516, Suite F Old Bridge, NJ 08857 United States	Trade Claim				\$173,702.39
24. Hayroad Productions LLC ATTN: Jennifer Sargent Producer 41 Hay Rd Belmont, MA 02478-1507 United States	Trade Claim				\$159,913.94

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
25. Alberto Del Biondi Spa ATTN: Alberto Del Biondi Chief Executive Officer Viale Della Navigazione Interna, 91 Noventa Padovana Pd 35027 Italy	Trade Claim				\$142,562.00
26. The Soapbox Studio LLC ATTN: Susan Mahoney Founder & Executive Creative Director 120 Glebe Rd Westmoreland, NH 03467-4616 United States	Trade Claim				\$137,000.00
27. Xzact Solutions Inc ATTN: Javier A. Martin President & Chief Executive Officer 3131 Westinghouse Boulevard Charlotte, NC 28273 United States	Trade Claim				\$112,748.82
28. Intune Logistics ATTN: Doug Eichenlaub Founder 208 Adley Way Greenville, SC 29607 United States	Trade Claim				\$109,656.17
29. Cheetah Digital, Inc ATTN: Sameer Kazi Chief Executive Officer 29 Broadway Level 6 New York, NY 10006 United States	Trade Claim				\$107,371.37
30. Dama Construction ATTN: Daniel Anerella President 117 Lindsay Avenue Dorval, QC H9P 2S6 Canada	Trade Claim				\$97,447.34

Fill in this information to identify the case and this filing:

Debtor Name Drydock Footwear, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

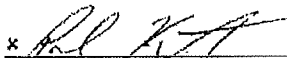
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets--Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule _____*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☐ *Other document that requires a declaration _____*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM / DD / YYYY

x 
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Interim Chief Financial Officer
Position or relationship to debtor

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

In re:)	
	)	Chapter 11
Drydock Footwear, LLC,)	
	)	Case No. 18-_____ ()
Debtor.)	
	)	Joint Administration Requested
)	

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of the above-captioned debtor (the “**Debtor**”) certifies that the following corporate entities directly or indirectly own 10% or more of the Debtor:

Name of Interest Holder	Percentage of Interests Held
The Rockport Company, LLC	100%

Fill in this information to identify the case and the filer:

Debtor Name Drylock Footwear, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both, 18 U.S.C. §§ 152, 1541, 1543, and 1547.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Statement of Corporate Ownership

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM / DD / YYYY

* Paul Kosturos
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Interim Chief Financial Officer
Position or relationship to debtor

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

In re:)	
	)	Chapter 11
Drydock Footwear, LLC,)	
	)	Case No. 18-_____ (___)
Debtor.)	
	)	Joint Administration Requested
)	

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), the above-captioned debtor hereby provides the following name and address of the holders of its limited liability company interests:

Name and Address of Interest Holder	Percentage of Interests Held
The Rockport Company, LLC 1220 Washington Street West Newton, MA 02465	100%

Fill in this information to identify the case and this filing:

Debtor Name Drydock Footwear, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date, Bankruptcy Rules 1000 and 6011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM / DD / YYYY

x 
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Interim Chief Financial Officer
Position or relationship to debtor

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware

(State)

Case number (if known):

18-11153

Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name DD Management Services LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 45-5398274

4. Debtor's address

Principal place of business

Mailing address, if different of business

1220 Washington Street

Number Street

Number Street

P.O. Box

West Newton, Massachusetts 02465

City

State

Zip Code

City

State

Zip Code

Location of principal assets, if different from principal place of business

Middlesex County

County

Number Street

City

State

Zip Code

5. Debtor's website (URL) www.rockport.com

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

CERTIFIED,
AS A TRUE COPY,
ATTEST:
UNA M. CIBCYLE
U.S. BANKRUPTCY COURT
By [Signature]
Deputy Clerk 5/14/18

#1

Debtor

DD Management Services LLC
Name

Case number (if known) _____

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.4482**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes. District _____ When MM / DD / YYYY Case number _____

If more than 2 cases, attach a separate list.

District _____ When MM / DD / YYYY Case number _____**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☐ No☒ Yes. Debtor See Schedule 1 Relationship Affiliate
District Delaware When Date hereof
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

Debtor DD Management Services LLC
Name

Case number (if known) _____

11. Why is the case filed in *this district*?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor DD Management Services LLC
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

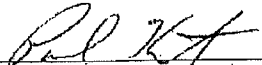
WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☒ I have been authorized to file this petition on behalf of the debtor.
- ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

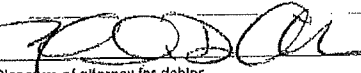
Executed on 05/14/2018
MM/DD/YYYY

x 
Signature of authorized representative of debtor

Paul Kosturos
Printed name

Title, Injuria Chief Financial Officer

18. Signature of attorney

x 
Signature of attorney for debtor

Date 05/14/2018
MM/DD/YYYY

Mark D. Collins
Printed name

Richards, Layton & Finger, P.A.
Firm name

820 North King Street
Number Street

Wilmington
City

DE 19801
State ZIP Code

(302) 651-7700
Contact phone

collins@rlf.com
Email address

2981
Bar number

DE
State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under Title 11 of the United States Code. The Debtors have moved for joint administration of their cases with the lead case number assigned to the Chapter 11 case of The Rockport Company, LLC.

- 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
- Rockport Canada ULC

**WRITTEN CONSENT OF THE MANAGER
OF DD MANAGEMENT SERVICES LLC**

The undersigned, being the manager (the “**Manager**”) of The Rockport Company, LLC, a Massachusetts limited liability company (the “**Company**”), by this written consent, as permitted by Section 21(a) of the Massachusetts Limited Liability Company Act and Section 5(b) of the Second Amended and Restated Limited Liability Company Agreement of the Company, dated as of December 8, 2017 (the “**LLC Agreement**”), hereby consent to the following actions and adopt the following resolutions (this “**Consent**”):

Commencement of Chapter 11 Case

WHEREAS, the Manager is the sole manager of the Company.

NOW, THEREFORE, BE IT RESOLVED, that in the judgement of the Manager, it is desirable and in the best interests of the Company, its creditors, and its members that the Company seek (a) relief under the provisions of Title 11 of the United States Code (the “**Bankruptcy Code**”) and (b) recognition of the Chapter 11 proceedings as a foreign proceeding (the “**Ancillary Proceedings**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c.C-36 (the “**CCAA**”); and

FURTHER RESOLVED, that for purposes of this Consent and the resolutions contained herein, the term Authorized Person shall mean each of the Chairman of the Board of Directors of the Manager, the President of the Manager, the Secretary of the Manager, Paul Kosturos, and any other officer of the Company or the Manager (each an “**Authorized Person**”); and

FURTHER RESOLVED, that the Company be, and hereby is, authorized and directed to: (a) file a voluntary petition (the “**Petition**”) for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”), (b) to commence the Ancillary Proceedings in the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”), and (c) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary in connection with the foregoing; and

FURTHER RESOLVED, that the Manager and each Authorized Person be, and hereby is, authorized and empowered for and on behalf of the Company to: (a) execute and verify the Petition, as well as all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modification to the Petition or ancillary documents as the Manager or such Authorized Person, in such person’s discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Authorized Officer); (b) execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as the Manager or such Authorized Person may approve.

Retention of Advisors

FURTHER RESOLVED, that the Manager and each Authorized Person be, and hereby is, authorized and empowered to retain, on behalf of the Company: (a) Richards, Layton & Finger, P.A., as bankruptcy counsel to the Company; (b) Borden Ladner Gervais LLP as Canadian bankruptcy counsel to the Company; (c) Houlihan Lokey Capital, Inc. as investment banker to the Company; (d) Alvarez & Marsal North America LLC as restructuring and interim management advisor to the Company; (e) Prime Clerk LLC as claims and noticing agent and administrative advisor to the Company; and (f) such additional professionals, including attorneys, accountants, consultants, or brokers, in each case as in the Manager or such Authorized Person's judgment may be necessary or desirable in connection with the Company's Chapter 11 case and other related matters, on such terms as the Manager or such Authorized Person shall approve.

Debtor in Possession Financing

WHEREAS, the Company has determined to enter into definitive credit agreements and note purchase agreements (collectively, the "**DIP Credit Agreements**") to obtain financing in the form of superpriority senior secured debtor-in-possession credit facilities in an aggregate principal amount of up to \$80 million (collectively, the "**DIP Credit Facilities**"), the proceeds of which will be used for general corporate and working capital purposes, including for capital expenditures and to pay fees and expenses associated with the Company's and its affiliates' Chapter 11 cases (the "**Chapter 11 Cases**") and the DIP Credit Facilities;

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company to enter into the DIP Credit Agreements and take all actions necessary and appropriate for the Company to obtain post-petition financing according to the terms negotiated by the Manager or such Authorized Person, including under one or more debtor-in-possession credit facilities, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments related thereto (collectively, the "**DIP Credit Documents**") as may be deemed necessary or appropriate by such Manager or Authorized Person (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Manager or Authorized Person); and

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company to (x) borrow and/or guaranty the debt under the DIP Credit Facilities and to grant a lien on substantially all assets of the Company to secure its obligations thereunder, and (y) to pay fees as required pursuant to the DIP Credit Documents; and

FURTHER RESOLVED, that the Company is hereby authorized, and the Manager and each Authorized Person shall be, and hereby is, authorized and empowered, with full power of delegation, on behalf of and in the name of the Company, to execute, deliver, verify and/or file, or cause to be filed and/or executed, delivered or verified (or direct others to do so on their

behalf as provided herein), and to amend, supplement or otherwise modify from time to time, all necessary and appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings and other documents, agreements and papers, including all DIP Credit Documents, and to take any and all actions that such Manager or Authorized Person deems necessary or appropriate in connection with the Chapter 11 Cases, any post-petition financing or any cash collateral usage contemplated hereby or thereby (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Manager or Authorized Person)..

Potential Sale Transactions

FURTHER RESOLVED, that the Company and the Manager or any Authorized Person are hereby authorized, directed and empowered, on behalf of and in the name of the Company to file a motion with the Bankruptcy Court seeking (i) approval of bidding procedures to be used to facilitate a potential sale of all or potentially all of the Company's assets pursuant to Section 363 of the Bankruptcy Code and the CCAA (the "**Potential Sale Transactions**"), (ii) seeking approval of CB Marathon OpCo, LLC, as stalking horse purchaser (the "**Stalking Horse Bidder**") for the Potential Sale Transaction and (iii) seeking approval of the payment of certain fees (including expense reimbursement and breakup fees) to the Stalking Horse Bidder, all substantially in accordance with the summary presented to the Manager, subject to modifications thereto as the Manager or any Authorized Person and the Company's management may deem necessary or advisable in order to give effect to and carry out the general purposes of the Potential Sale Transactions as presented to the Manager; and

FURTHER RESOLVED, the Manager or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to conduct a further marketing process to identify Potential Sale Transactions under the supervision of the Bankruptcy Court; and

FURTHER RESOLVED, that the Manager or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to (a) take actions and negotiate, or cause to be prepared and negotiated, and subject to Bankruptcy Court approval as required, to execute, deliver, perform and cause the performance of any agreements (including asset purchase agreements), certificates, instruments, receipts, petitions, motions or other papers or documents in furtherance of, and necessary to effectuate, any Potential Sale Transactions to which the Company is or will be a party and (b) request the Bankruptcy Court to approve any Potential Sale Transaction (including a sale of the Company's assets to a higher or better bidder) and for any related relief; and

General Authorization and Ratification

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by the Manager or any officer of the Company or any of the professionals in connection with the Chapter 11 Cases or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and

FURTHER RESOLVED, that the Manager or any Authorized Person be, and hereby is, acting alone, authorized, empowered and directed, for and on behalf of the Company, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to grant powers of attorney, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Company, all such certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents, and to make all such payments as it, in its judgment, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of, or consummate the transactions contemplated by, the foregoing resolutions or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents; and

FURTHER RESOLVED, that any and all actions, whether previously or subsequently taken by the Manager or any Authorized Person or any other person authorized to act by the Manager or an Authorized Person, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed; and

FURTHER RESOLVED, that this Consent shall be governed by the laws of the State of Delaware (without regard to conflict of laws principles).

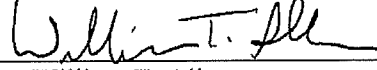
This Consent may be executed in one or more counterparts and may be delivered via facsimile or Portable Document Format (PDF), each of which shall be deemed an original and all of which taken together shall constitute one and the same consent.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being the Manager, has executed this Consent.

DD Management Services LLC

By: Rockport Blocker, LLC, its Manager

By 

Name: William T. Allen

Title: President

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
DD Management Services LLC,	)	Case No. 18-_____ ()
Debtor.	)	Joint Administration Requested
)	
)	
)	

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE
THIRTY (30) LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor and its debtor affiliates (collectively, the “Debtors”) hereby certify that the *Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtors’ consolidated top thirty (30) unsecured creditors (the “**Top Thirty List**”). The list has been prepared from the Debtors’ unaudited books and records as of the Petition Date. The Top Thirty List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ Chapter 11 cases. The Top Thirty List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims. The information presented in the Top Thirty List shall not constitute an admission by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a later date. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors’ right to contest the validity, priority, and/or amount of any such claim.

Debtor Name DD Management Services LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the thirty (30) largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the thirty (30) largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1.	Cortland Capital Market Services LLC, as Collateral Agent ATTN: Chris Capezuti Director 225 West Washington Street, 21st Floor Chicago, IL 60606 United States	9.5% Senior Notes Due 2022	Unliquidated			Undetermined
2.	Adidas AG ATTN: Kasper Bo Rorsted Chief Executive Officer Adi-Dassler-Platz 1-2 Herzogenaurach, 91074 Germany	Contract Claim and Trade Claim	Unliquidated and Disputed			\$58,111,983.90
3.	Reebok International Ltd. ATTN: Matthew H. O'Toole Chief Executive Officer 25 Drydock Ave, Suite 110E Boston, MA 02210 United States	Trade Claim and Unsecured Notes Claim				\$12,505,208.14
4.	Stella International Trading (Macao Commercial Offshore) Limited ATTN: Lawrence Chen Li-Ming Chief Executive Officer Flat C, 20/F, Mg Tower, 133 Hoi Bun Road Kowloon Hong Kong	Trade Claim				\$9,159,974.33
5.	Farida Shoes Private Limited (FSLP) ATTN: Irshad Ahmed Mecca Managing Director Ramapuram, Chennai 600 089 Tamil Nadu, 600089 India	Trade Claim				\$4,936,524.36

	Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6.	Attune Consulting USA Inc ATTN: Vajira De Silva Chief Executive Officer 200 Summit Drive, Suite 230 2nd Floor South Burlington, MA 01803 United States	Litigation Claim	Contingent, Unliquidated, and Disputed			Undetermined
7.	Link Worldwide Holdings Ltd ATTN: Frances Lin No 88 Sec 4 Chung Ching Rd, Ta Ya S Taichung, 123 Taiwan	Trade Claim				\$2,372,939.32
8.	Precious Gold Holdings Limited ATTN: Susie Zhou No. 628 Sec 4 Chung Ching Rd Taichung, Taiwan	Trade Claim				\$1,172,033.16
9.	International Business Machines ATTN: Ginni Rometty Chief Executive Officer 1 New Orchard Road Armonk, NY 10504-1722 United States	Trade Claim				\$820,172.06
10.	Shoe Majesty Trading Co, Ltd ATTN: Betty Choi 338 Kings Road Hong Kong, 999077 Hong Kong	Trade Claim				\$604,863.58
11.	Earth Inc ATTN: Philippe Meynard Chief Executive Officer 41 Seyon St, Ste 400 Waltham, MA 02453-8384 United States	Trade Claim				\$564,617.95
12.	Aston Shoes Private Limited ATTN: Rafeeqe Ahmed Mecca Managing Director No.151/4 Mount Poonamallee Road, Ramapuram Chennai, 600089 India	Trade Claim				\$432,268.47
13.	TradeGlobal, LLC ATTN: Blake Vaughn President & Chief Operating Officer 5389 E Provident Dr Cincinnati, OH 45246 United States	Trade Claim				\$395,693.38
14.	Aptos Inc ATTN: Noel Goggin Chief Executive Officer 945 East Paces Ferry Road, Suite 2500 Atlanta, GA 30326 United States	Trade Claim				\$386,060.96

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
15. Adidas America Inc. ATTN: Kasper Rorsted Chief Executive Officer 5055 N Greeley Avenue Portland, OR 97217 United States	Trade Claim				\$365,492.35
16. Deloitte LLP ATTN: Cathy Engelbert Chief Executive Officer 30 Rockefeller Plaza, 41st Floor New York, NY 10112-0015 United States	Trade Claim				\$295,575.00
17. Stella International Design Service ATTN: Lawrence Chen Li-Ming Chief Executive Officer Suites 3003/04 Tower 2 The Gateway Hong Kong, KLN Hong Kong	Trade Claim	Unliquidated			\$291,385.92
18. Hemisphere Design & Manufacturing ATTN: Emily Barrack 25215 Rye Canyon Rd Valencia, CA 91355 United States	Trade Claim				\$231,567.79
19. BSF Consulting LLC ATTN: Brian Finnegan 80 Midas Dr South Burlington, VT 05403 United States	Trade Claim				\$209,850.79
20. Adidas International Trading B.V. ATTN: Kasper Rorsted Chief Executive Officer Hoogoordreef 9A Amsterdam, 1101 BA Netherlands	Trade Claim				\$202,865.56
21. Google Inc ATTN: Sundar Pichai Chief Executive Officer 1600 Amphitheatre Parkway Mountain View, CA 94043 United States	Trade Claim				\$186,750.88
22. Prisma Construction ATTN: Melane Primeau Senior Project Manager 124 Rue McGill, Suite 300 Montreal, QC J6W 6E5 Canada	Trade Claim				\$178,338.44
23. Systems Plus Technologies ATTN: Sapan Choksi Chief Executive Officer 2698 Route 516, Suite F Old Bridge, NJ 08857 United States	Trade Claim				\$173,702.39
24. Hayroad Productions LLC ATTN: Jennifer Sargent Producer 41 Hay Rd Belmont, MA 02478-1507 United States	Trade Claim				\$159,913.94

	Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
25.	Alberto Del Biondi Spa ATTN: Alberto Del Biondi Chief Executive Officer Viale Della Navigazione Interna, 91 Noventa Padovana Pd 35027 Italy	Trade Claim				\$142,562.00
26.	The Soapbox Studio LLC ATTN: Susan Mahoney Founder & Executive Creative Director 120 Glebe Rd Westmoreland, NH 03467-4616 United States	Trade Claim				\$137,000.00
27.	Xzact Solutions Inc ATTN: Javier A. Martin President & Chief Executive Officer 3131 Westinghouse Boulevard Charlotte, NC 28273 United States	Trade Claim				\$112,748.82
28.	Intune Logistics ATTN: Doug Eichenlaub Founder 208 Adley Way Greenville, SC 29607 United States	Trade Claim				\$109,656.17
29.	Cheetah Digital, Inc ATTN: Sameer Kazi Chief Executive Officer 29 Broadway Level 6 New York, NY 10006 United States	Trade Claim				\$107,371.37
30.	Dama Construction ATTN: Daniel Anerella President 117 Lindsay Avenue Dorval, QC H9P 2S6 Canada	Trade Claim				\$97,447.34

Fill in this information to identify the case and this filing:

Debtor Name DD Management Services LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM / DD / YYYY

x Paul Kosturos
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Interim Chief Financial Officer
Position or relationship to debtor

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

In re:)	
	)	Chapter 11
DD Management Services LLC,)	
	)	Case No. 18-_____ ()
Debtor.)	
	)	Joint Administration Requested
)	

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of the above-captioned debtor (the “**Debtor**”) certifies that the following corporate entities directly or indirectly own 10% or more of the Debtor:

Name of Interest Holder	Percentage of Interests Held
The Rockport Company, LLC	100%

Fill in this information to identify the case and the filer:

Debtor Name DD Management Services LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Statement of Corporate Ownership

I declare under penalty of perjury that the foregoing is true and correct:

Executed on 05/14/2018
MM/DD/YYYY

x Paul Kosturos
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Interim Chief Financial Officer
Position or relationship to debtor

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

In re:)	
	)	Chapter 11
DD Management Services LLC,)	
	)	Case No. 18-_____ (___)
Debtor.)	
	)	Joint Administration Requested
)	

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), the above-captioned debtor hereby provides the following name and address of the holders of its limited liability company interests:

Name and Address of Interest Holder	Percentage of Interests Held
The Rockport Company, LLC 1220 Washington Street West Newton, MA 02465	100%

Fill in this information to identify the case and this filing:

Debtor Name DD Management Services LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both, 18 U.S.C. §§ 182, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x Paul Kosturos
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Interim Chief Financial Officer
Position or relationship to debtor

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware

(State)

Case number (if known):

18-11154

Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Rockport Canada ULC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 98-1243548

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

745 Thurlow Street

Number Street

Number Street

c/o McCarthy Tétraut LLP, Suite 2400

P.O. Box

Vancouver, British Columbia, Canada V6B 0C5

City

State

Zip Code

City

State

Zip Code

Location of principal assets, if different from principal place of business

County

Number Street

City

State

Zip Code

5. Debtor's website (URL) www.rockport.com

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

CERTIFIED,
AS A TRUE COPY,
ATTEST:
UNA M. O'BOYLE
U.S. BANKRUPTCY COURT
By UNA M. O'BOYLE
Deputy Clerk 5/14/18.

Debtor

Rockport Canada ULC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(1))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4482

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When MM / DD / YYYY Case number _____

If more than 2 cases, attach a separate list.

District _____ When MM / DD / YYYY Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Schedule 1 Relationship Affiliate
District Delaware When Date hereof
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

Debtor Rockport Canada ULC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____

State _____

ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Rockport Canada ULC
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☒ I have been authorized to file this petition on behalf of the debtor.
- ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM / DD / YYYY

☒

/s/ Paul Kosturos

Signature of authorized representative of debtor

Paul Kosturos

Printed name

Title Interim Chief Financial Officer

18. Signature of attorney

☒

/s/ Mark D. Collins

Signature of attorney for debtor

Date 05/14/2018
MM / DD / YYYY

Mark D. Collins

Printed name

Richards, Layton & Finger, P.A.

Firm name

920 North King Street

Number Street

Wilmington

City

DE
State

19801
ZIP Code

(302) 651-7700

Contact phone

collins@rlf.com
Email address

2981

Bar number

DE
State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of their cases with the lead case number assigned to the chapter 11 case of The Rockport Company, LLC.

- 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
- Rockport Canada ULC

ROCKPORT CANADA ULC

DIRECTORS' CONSENT RESOLUTIONS

The undersigned, being all of the directors (the "**Board**") of Rockport Canada ULC (the "**Company**"), hereby consent to and adopt in writing the following resolutions as of May 14, 2018.

CHAPTER 11 FILING

WHEREAS, the Board has consulted with the management of the Company and legal advisers of the Company and has considered fully each of the strategic alternatives available to it and has determined to file a voluntary petition for relief under Chapter 11 of title 11 (the "**Chapter 11**") of the United States Code (the "**Bankruptcy Code**") and to seek the recognition of the Chapter 11 proceedings as a foreign proceeding pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c.C-36 (the "**Ancillary Proceedings**");

BE IT RESOLVED, that in the judgment of the directors, it is desirable and in the best interests of the Company, its creditors, and other parties in interest that the Company seek relief under the provisions of Chapter 11 of the Bankruptcy Code and commence the Ancillary Proceedings; and

FURTHER RESOLVED, that for purposes of this Consent and the resolutions contained herein, the term Authorized Person shall mean each of the Chairman of the Board of Directors, the President, the Secretary, Paul Kosturos, and any other officer of the Company or the directors (each an "**Authorized Person**"); and

FURTHER RESOLVED, that the Company be, and hereby is, authorized and directed to: (a) file a voluntary petition (the "**Petition**") for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") and to commence the Ancillary Proceedings in the Ontario Superior Court of Justice (Commercial List) (the "**Canadian Court**") and (b) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effect the foregoing; and

FURTHER RESOLVED, that the directors and each Authorized Person be, and hereby is, authorized and empowered for and on behalf of the Company to: (a) execute and verify the Petition, as well as all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modification to the Petition or ancillary documents as the directors or such Authorized Person, in such person's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Authorized Officer); (b) execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as the directors or such Authorized Person may approve.

Retention of Advisors

FURTHER RESOLVED, that the directors and each Authorized Person be, and hereby is, authorized and empowered to retain, on behalf of the Company: (a) Richards, Layton & Finger, P.A., as bankruptcy counsel to the Company; (b) Borden Ladner Gervais LLP as Canadian bankruptcy counsel to the Company; (c) Houlihan Lokey Capital, Inc. as investment banker to the Company; (d) Alvarez & Marsal North America LLC as restructuring and interim management advisor to the Company; (e) Prime Clerk LLC as claims and noticing agent and administrative advisor to the Company; and (f) such additional professionals, including attorneys, accountants, consultants, or brokers, in each case as in the directors or such Authorized Person's judgment may be necessary or desirable in connection with the Company's Chapter 11 case and the Ancillary Proceedings and other related matters, on such terms as the directors or such Authorized Person shall approve.

Debtor in Possession Financing

WHEREAS, the Company has determined to enter into definitive credit agreements and note purchase agreements (collectively, the "**DIP Credit Agreements**") to obtain financing in the form of superpriority senior secured debtor-in-possession credit facilities in an aggregate principal amount of up to \$80 million (collectively, the "**DIP Credit Facilities**"), the proceeds of which will be used for general corporate and working capital purposes, including for capital expenditures and to pay fees and expenses associated with the Company's and its affiliates' Chapter 11 cases and the Ancillary Proceedings (the "**Chapter 11 and CCAA Cases**") and the DIP Credit Facilities;

FURTHER RESOLVED, that the Company is hereby authorized, and the directors and each Authorized Person shall be, and hereby is, authorized and empowered, in the name and on behalf of the Company to enter into the DIP Credit Agreements and take all actions necessary and appropriate for the Company to obtain post-petition or post-filing financing according to the terms negotiated by the directors or such Authorized Person, including under one or more debtor-in-possession credit facilities, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guarantees, security agreements, pledge agreements and all other documents, agreements or instruments related thereto (collectively, the "**DIP Credit Documents**") as may be deemed necessary or appropriate by the directors or the Authorized Person; and

FURTHER RESOLVED, that the Company is hereby authorized, and the directors and each Authorized Person shall be, and hereby is, authorized and empowered, with full power of delegation, on behalf of and in the name of the Company, to execute, deliver, verify and/or file, or cause to be filed and/or executed, delivered or verified (or direct others to do so on their behalf as provided herein), and to amend, supplement or otherwise modify from time to time, all necessary and appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings and other documents, agreements and papers, including all DIP Credit Documents, and to take any and all actions that the directors or Authorized Person deems necessary or appropriate in connection with the Chapter 11 and CCAA Cases, any post-petition or post-filing financing or any cash collateral usage contemplated hereby or thereby.

Potential Sale Transactions

FURTHER RESOLVED, that the Company and the directors or any Authorized Person are hereby authorized, directed and empowered, on behalf of and in the name of the Company to file a motion with the Bankruptcy Court and the Canadian Court seeking (i) approval of bidding procedures to be used to facilitate a potential sale of all or potentially all of the Company's assets pursuant to Section 363 of the Bankruptcy Code and the Canadian Court (the "**Potential Sale Transaction**"), (ii) seeking approval of CB Marathon OpCo, LLC, as stalking horse purchaser (the "**Stalking Horse Bidder**") for the Potential Sale Transaction and (iii) seeking approval of the payment of certain fees (including expense reimbursement and breakup fees) to the Stalking Horse Bidder, all substantially in accordance with the summary presented to the directors, subject to modifications thereto as the directors or any Authorized Person and the Company's management may deem necessary or advisable in order to give effect to and carry out the general purposes of the Potential Sale Transactions as presented to the directors; and

FURTHER RESOLVED, the directors or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to conduct a further marketing process to identify Potential Sale Transactions under the supervision of the Bankruptcy Court and the Canadian Court; and

FURTHER RESOLVED, that the directors or any Authorized Person be, and each of them alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to (a) take actions and negotiate, or cause to be prepared and negotiated, and subject to Bankruptcy Court and the Canadian Court approval as required, to execute, deliver, perform and cause the performance of any agreements (including asset purchase agreements), certificates, instruments, receipts, petitions, motions or other papers or documents in furtherance of, and necessary to effectuate, any Potential Sale Transactions to which the Company is or will be a party and (b) request the Bankruptcy Court and the Canadian Court to approve any Potential Sale Transaction (including a sale of the Company's assets to a higher or better bidder) and for any related relief; and

General Authorization and Ratification

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by the directors or any officer of the Company or any of the professionals in connection with the Chapter 11 and CCAA Cases or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and

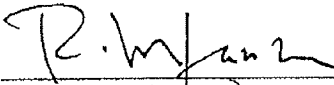
FURTHER RESOLVED, that the directors or any Authorized Person be, and hereby is, acting alone, authorized, empowered and directed, for and on behalf of the Company, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to grant powers of attorney, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Company, all such certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents, and to make all such payments as it, in its judgment, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of, or consummate the transactions contemplated by, the foregoing


resolutions or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of certificates, instruments, agreements, representation letters, powers of attorney, consents or other documents; and

FURTHER RESOLVED, that any and all actions, whether previously or subsequently taken by the directors or any Authorized Person or any other person authorized to act by the directors or an Authorized Person, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed; and

[SIGNATURE PAGE FOLLOWS]

This resolution may be executed in any number of counterparts, PDF or facsimile counterparts, each of which when executed and delivered (by PDF, facsimile or otherwise) shall be deemed to be an original, but all of which together shall constitute one and the same document.


Robert Infantino
Chief Executive Officer


Karla Jarvis
Secretary

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
	)	Chapter 11
Rockport Canada ULC,)	
	)	Case No. 18-_____ (____)
Debtor.)	
	)	Joint Administration Requested
)	

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE
THIRTY (30) LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor and its debtor affiliates (collectively, the “Debtors”) hereby certify that the *Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtors’ consolidated top thirty (30) unsecured creditors (the “**Top Thirty List**”). The list has been prepared from the Debtors’ unaudited books and records as of the Petition Date. The Top Thirty List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top Thirty List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims. The information presented in the Top Thirty List shall not constitute an admission by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a later date. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors’ right to contest the validity, priority, and/or amount of any such claim.

Debtor Name Rockport Canada ULC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the thirty (30) largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the thirty (30) largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1. Cortland Capital Market Services LLC, as Collateral Agent ATTN: Chris Capezuti Director 225 West Washington Street, 21st Floor Chicago, IL 60606 United States	9.5% Senior Notes Due 2022	Unliquidated			Undetermined
2. Adidas AG ATTN: Kasper Bo Rorsted Chief Executive Officer Adi-Dassler-Platz 1-2 Herzogenaurach, 91074 Germany	Contract Claim and Trade Claim	Unliquidated and Disputed			\$58,111,983.90
3. Reebok International Ltd. ATTN: Matthew H. O'Toole Chief Executive Officer 25 Drydock Ave, Suite 110E Boston, MA 02210 United States	Trade Claim and Unsecured Notes Claim				\$12,505,208.14
4. Stella International Trading (Macao Commercial Offshore) Limited ATTN: Lawrence Chen Li-Ming Chief Executive Officer Flat C, 20/F, Mg Tower, 133 Hoi Bun Road Kowloon Hong Kong	Trade Claim				\$9,159,974.33
5. Farida Shoes Private Limited (FSLP) ATTN: Irshad Ahmed Mecca Managing Director Ramapuram, Chennai 600 089 Tamil Nadu, 600089 India	Trade Claim				\$4,936,524.36

	Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6.	Attune Consulting USA Inc ATTN: Vajira De Silva Chief Executive Officer 200 Summit Drive, Suite 230 2nd Floor South Burlington, MA 01803 United States	Litigation Claim	Contingent, Unliquidated, and Disputed			Undetermined
7.	Link Worldwide Holdings Ltd ATTN: Frances Lin No 88 Sec 4 Chung Ching Rd, Ta Ya S Taichung, 123 Taiwan	Trade Claim				\$2,372,939.32
8.	Precious Gold Holdings Limited ATTN: Susie Zhou No. 628 Sec 4 Chung Ching Rd Taichung, Taiwan	Trade Claim				\$1,172,033.16
9.	International Business Machines ATTN: Ginni Rometty Chief Executive Officer 1 New Orchard Road Armonk, NY 10504-1722 United States	Trade Claim				\$820,172.06
10.	Shoe Majesty Trading Co, Ltd ATTN: Betty Choi 338 Kings Road Hong Kong, 999077 Hong Kong	Trade Claim				\$604,863.58
11.	Earth Inc ATTN: Philippe Meynard Chief Executive Officer 41 Seyon St, Ste 400 Waltham, MA 02453-8384 United States	Trade Claim				\$564,617.95
12.	Aston Shoes Private Limited ATTN: Rafeeqe Ahmed Mecca Managing Director No.151/4 Mount Poonamallee Road, Ramapuram Chennai, 600089 India	Trade Claim				\$432,268.47
13.	TradeGlobal, LLC ATTN: Blake Vaughn President & Chief Operating Officer 5389 E Provident Dr Cincinnati, OH 45246 United States	Trade Claim				\$395,693.38
14.	Aptos Inc ATTN: Noel Goggin Chief Executive Officer 945 East Paces Ferry Road, Suite 2500 Atlanta, GA 30326 United States	Trade Claim				\$386,060.96

	Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
15.	Adidas America Inc. ATTN: Kasper Rorsted Chief Executive Officer 5055 N Greeley Avenue Portland, OR 97217 United States	Trade Claim				\$365,492.35
16.	Deloitte LLP ATTN: Cathy Engelbert Chief Executive Officer 30 Rockefeller Plaza, 41st Floor New York, NY 10112-0015 United States	Trade Claim				\$295,575.00
17.	Stella International Design Service ATTN: Lawrence Chen Li-Ming Chief Executive Officer Suites 3003/04 Tower 2 The Gateway Hong Kong, KLN Hong Kong	Trade Claim	Unliquidated			\$291,385.92
18.	Hemisphere Design & Manufacturing ATTN: Emily Barrack 25215 Rye Canyon Rd Valencia, CA 91355 United States	Trade Claim				\$231,567.79
19.	BSF Consulting LLC ATTN: Brian Finnegan 80 Midas Dr South Burlington, VT 05403 United States	Trade Claim				\$209,850.79
20.	Adidas International Trading B.V. ATTN: Kasper Rorsted Chief Executive Officer Hoogoordreef 9A Amsterdam, 1101 BA Netherlands	Trade Claim				\$202,865.56
21.	Google Inc ATTN: Sundar Pichai Chief Executive Officer 1600 Amphitheatre Parkway Mountain View, CA 94043 United States	Trade Claim				\$186,750.88
22.	Prisma Construction ATTN: Melane Primeau Senior Project Manager 124 Rue McGill, Suite 300 Montreal, QC J6W 6E5 Canada	Trade Claim				\$178,338.44
23.	Systems Plus Technologies ATTN: Sapan Choksi Chief Executive Officer 2698 Route 516, Suite F Old Bridge, NJ 08857 United States	Trade Claim				\$173,702.39
24.	Hayroad Productions LLC ATTN: Jennifer Sargent Producer 41 Hay Rd Belmont, MA 02478-1507 United States	Trade Claim				\$159,913.94

	Name of creditor and complete mailing address, including zip code	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
25.	Alberto Del Biondi Spa ATTN: Alberto Del Biondi Chief Executive Officer Viale Della Navigazione Interna, 91 Noventa Padovana Pd 35027 Italy	Trade Claim				\$142,562.00
26.	The Soapbox Studio LLC ATTN: Susan Mahoney Founder & Executive Creative Director 120 Glebe Rd Westmoreland, NH 03467-4616 United States	Trade Claim				\$137,000.00
27.	Xzact Solutions Inc ATTN: Javier A. Martin President & Chief Executive Officer 3131 Westinghouse Boulevard Charlotte, NC 28273 United States	Trade Claim				\$112,748.82
28.	Intune Logistics ATTN: Doug Eichenlaub Founder 208 Adley Way Greenville, SC 29607 United States	Trade Claim				\$109,656.17
29.	Cheetah Digital, Inc ATTN: Sameer Kazi Chief Executive Officer 29 Broadway Level 6 New York, NY 10006 United States	Trade Claim				\$107,371.37
30.	Dama Construction ATTN: Daniel Anerella President 117 Lindsay Avenue Dorval, QC H9P 2S6 Canada	Trade Claim				\$97,447.34

Fill in this information to identify the case and this filing:

Debtor Name Rockport Canada ULC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

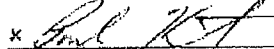
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM/DD/YYYY

x 
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Interim Chief Financial Officer
Position or relationship to debtor

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

In re:	)	Chapter 11
Rockport Canada ULC,	)	Case No. 18-_____ (___)
Debtor.	)	Joint Administration Requested
)	
)	

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of the above-captioned debtor (the “**Debtor**”) certifies that the following corporate entities directly or indirectly own 10% or more of the Debtor:

Name of Interest Holder	Percentage of Interests Held
Rockport Canada Holdings Ltd.	100%

Fill in this information to identify the case and the filer:

Debtor Name Rockport Canada ULC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1619, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Statement of Corporate Ownership

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM / DD / YYYY

x Paul Kosturos
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Interim Chief Financial Officer
Position or relationship to debtor

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

In re:)	
	)	Chapter 11
Rockport Canada ULC,)	
	)	Case No. 18-_____ (____)
Debtor.)	
	)	Joint Administration Requested
)	

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), the above-captioned debtor hereby provides the following name and address of the holders of its limited liability company interests:

Name and Address of Interest Holder	Percentage of Interests Held
Rockport Canada Holdings Ltd. c/o Jordans Trust Company Suite 1, 3 rd Floor 11-12 St. James's Square London, SW1Y4LB	100%

Fill in this information to identify the case and this filing:

Debtor Name Rockport Canada ULC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule _____*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ *Other document that requires a declaration* List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/14/2018
MM / DD / YYYY

* Paul Kosturos
Signature of individual signing on behalf of debtor

Paul Kosturos
Printed name

Interim Chief Financial Officer
Position or relationship to debtor

Tab B

THIS IS EXHIBIT "B" TO THE AFFIDAVIT
OF PAUL KOSTUROS SWORN BEFORE ME

ON THIS 15TH DAY OF MAY, 2018

Lesley A. Morris

A Notary Public in and for the State of Delaware



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

In re:)	
	)	Chapter 11
THE ROCKPORT COMPANY, LLC, <i>et al.</i>,	)	Case No. 18-_____ ()
Debtors. ¹	)	Joint Administration Requested
)	
)	

**DECLARATION OF PAUL KOSTUROS IN SUPPORT
OF DEBTORS' CHAPTER 11 PETITIONS AND FIRST DAY MOTIONS**

Under 28 U.S.C. § 1764, I, Paul Kosturos, declare as follows under the penalty of perjury:

1. I am the Interim Chief Financial Officer ("**Interim CFO**") of The Rockport Company, LLC ("**Rockport**"), a Delaware limited liability company, and its affiliates (collectively the "**Debtors**") in the above-captioned Chapter 11 cases (the "**Chapter 11 Cases**"), and a Senior Director of Alvarez & Marsal Private Equity Services Operations Group, LLC ("**A&M**"). I am authorized to submit this declaration (the "**First Day Declaration**") on behalf of the Debtors.

2. In March 2017, A&M was retained by the Debtors to provide certain information technology consulting services. A&M's retention was later expanded whereby A&M made certain personnel available to perform interim management services for the Debtors. Pursuant to

¹ The debtors and debtors in possession in these cases and the last four digits of their respective Employer Identification Numbers are: Rockport Blocker, LLC (5097), The Rockport Group Holdings, LLC (3025), TRG 1-P Holdings, LLC (4756), TRG Intermediate Holdings, LLC (8931), TRG Class D, LLC (4757), The Rockport Group, LLC (5559), The Rockport Company, LLC (5456), Drydock Footwear, LLC (7708), DD Management Services LLC (8274), and Rockport Canada ULC (3548). The debtors' mailing address is 1220 Washington Street, West Newton, Massachusetts 02465.

the expansion of A&M's retention, I was appointed Interim CFO of Rockport and I have served in that role since August 1, 2017.

3. I have more than twenty years of experience in finance and accounting and have advised companies across a diverse range of industries. I have assisted clients both in and outside of Chapter 11, designed and evaluated financing packages and presentations to various types of lenders and equity investors and acted as financial advisor to boards of directors and/or principal shareholders in the purchase or sale of numerous businesses.

4. I am generally familiar with the Debtors' business, day-to-day operations, financial matters, results of operations, cash flows, and underlying books and records. All facts set forth in this First Day Declaration are based upon my personal knowledge of the Debtors' business, operations, and related financial information gathered from my review of their books and records, relevant documents, and information supplied to me by members of the Debtors' management team and advisors. If called to testify, I could and would testify competently to the facts set forth in this First Day Declaration.

5. On the date hereof (the "**Petition Date**"), each of the Debtors filed a voluntary petition for relief in the United States Bankruptcy Court for the District of Delaware (the "**Court**"). The purpose of these Chapter 11 Cases is to facilitate the entry into an asset purchase agreement to sell substantially all of the Debtors' assets to CB Marathon Opco, LLC ("**Marathon**"), an affiliate of Charlesbank Equity Fund IX, Limited Partnership, or another higher or otherwise better bidder pursuant to Section 363 of the Bankruptcy Code (the "**Sale**"). Filed concurrently herewith is the Debtors' *Motion of Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing to Approve,*

Sale of Substantially all of the Debtors' Assets, (D) Approving Form and Manner of Notice of Sale, Auction and Sale Hearing, (E) Approving Assumption and Assignment Procedures and (F) Granting Related Relief; and (II)(A) Approving Sale of Substantially all of the Debtors' Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, (B) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases and (C) Granting Related Relief (the "**Sale Motion**").

6. I submit this First Day Declaration on behalf of the Debtors in support of the Debtors' (a) voluntary petitions for relief that were filed under Chapter 11 of the Bankruptcy Code and (b) "first day" motions, which are being filed concurrently herewith (collectively, the "**First Day Motions**").² The Debtors seek the relief set forth in the First Day Motions to minimize the adverse effects caused by the commencement of these Chapter 11 Cases on their business so as to preserve the business pending the Sale. I have reviewed the Debtors' petitions and the First Day Motions, or have otherwise had their contents explained to me, and it is my belief that the relief sought therein is essential to ensure the uninterrupted operation of the Debtors' business and to successfully maximize the value of the Debtors' estates.

7. Part I of this First Day Declaration provides an overview of the Debtors' business, capital structure, and significant prepetition indebtedness, as well as a discussion of the Debtors' financial performance and the events leading to the Debtors' Chapter 11 Cases. Part II sets forth a summary of the relief requested in the First Day Motion and the relevant facts in support thereof.

² Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the applicable First Day Motion.

PART I

A. General Background

8. Founded in 1971 and headquartered in West Newton, Massachusetts, the Debtors are a leading global designer, distributor, and retailer of comfort footwear in more than fifty markets worldwide. The Debtors offer a wide array of men's and women's casual and dress style shoes, boots, and sandals, under their namesake Rockport brand and their owned Aravon and Dunham brands. The Debtors' Rockport brand is recognized as a global leader in lightweight, technology-infused comfort footwear for all occasions. The Debtors also offer premium footwear for comfort-conscious customers through their women's-oriented Aravon and outdoor-inspired Dunham brands. The Debtors' comprehensive assortment of footwear products incorporates industry-leading sports technology to provide customers with superior comfort without compromising style.

9. The footwear business is highly competitive, and the Debtors' business accounts for a fraction of the total market for men's and women's footwear. The Debtors' compete with other footwear retailers and wholesalers, including department stores, online retailers, manufacturer-owned factory outlet stores and other retail and wholesale outlets. At various times of the year, department store chains, specialty shops, and online retailers offer brand-name merchandise at substantial markdowns which further intensifies the competitive nature of the industry.

10. The Debtors' business in the United States is operated by Rockport, and the Debtors' Canadian business is operated by Debtor Rockport Canada ULC, a British Columbia unlimited liability company ("**Rockport Canada**"). Rockport Canada is a wholly-owned subsidiary of Rockport, all material decisions regarding Rockport Canada and its operations are made by Rockport personnel in the United States, and substantially all of its books and records

are located in the United States. As a result of these and other factors, the Debtors believe that the center of main interest for Rockport Canada is in the United States. As explained in greater detail in Part II below, in addition to these Chapter 11 Cases, the Debtors anticipate commencing an ancillary proceeding under Part IV of the Companies' Creditors Arrangement Act (Canada) in Toronto, Ontario, Canada before the Ontario Superior Court of Justice (Commercial List) (the "Canadian Court").

B. The Debtors' Business

11. The Debtors operate a global, multi-channel business, organized by brand, geography and customer type, consisting of the following segments:

- i. **Wholesale Business.** The Debtors are a leading supplier of men's and women's footwear to well-known retailers across a variety of wholesale formats, including department stores, family retail outlets, internet retailers, and independently-owned retailers. The Debtors' wholesale business accounts for approximately 57% of all global sales. In North America, the Debtors' Rockport-branded products are sold through two primary wholesale channels: (a) key accounts (department stores, family retail outlets, and internet retailers) and (b) specialty accounts (independently-owned retailers). International sales of the Debtors' Rockport-branded products are led by dedicated personnel in each location. The Debtors' Aravon- and Dunham-branded products are sold only through department stores, internet retailers, and independently-owned retailers.³
- ii. **Direct North American Retail Store Business.** The Debtors operate eight (8) full-price and nineteen (19) outlet stores in the United States and fourteen (14) full-price and nineteen (19) outlet stores in Canada.
- iii. **Direct eCommerce Business.** The Debtors sell their footwear products directly through their websites (<http://www.rockport.com> and <http://www.rockport.ca>). This channel gives the Debtors an ideal medium to engage directly with new and existing customers.
- iv. **International Business.** The Debtors use a distributor model to leverage their global brand in foreign markets without having to establish local operations. Currently, the Debtors are partnered with twenty-two (22) distributors

³ The Debtors' Dunham brand is sold in the United States and Canada, and their Aravon brand is sold only in the United States.

worldwide to sell their products in thirty-five countries, including China, Indonesia, Egypt, South Africa, Mexico, and Peru. In addition to this distributor model, certain of the Debtors' non-debtor foreign affiliates (the "**Foreign Affiliates**") operate approximately 121 retail stores around the world.

12. In the ordinary course of their business, the Debtors source their inventory, merchandise, and other materials related to their ongoing operations (collectively, the "**Merchandise**") from third-party manufacturers (the "**Vendors**") located outside of the United States—primarily (but not exclusively) in mainland China, but also in Vietnam, India, and Brazil. To that end, the Debtors rely on certain of their Foreign Affiliates to ensure the timely production and delivery of Merchandise for sale by the Debtors and other Foreign Affiliates. In addition, the Debtors rely on their global network of common carriers, expeditors, consolidators, warehousemen and transportation service providers, and other related parties to transport, import, and take delivery of Merchandise in a timely fashion and on a worldwide basis.

13. In particular, the Debtors rely on warehouseman and logistics providers to (i) coordinate and process various import duties and related charges at ports or transportation centers around the world and (ii) transport and store Merchandise at the Debtors' warehousing and distribution centers located in the United States in Rancho Cucamonga, California and Cincinnati, Ohio, and internationally in Brampton, Ontario, Lisbon, Portugal, Incheon, Korea, and Tokyo, Japan.

C. Organizational Structure

14. A detailed organizational chart depicting the ownership structure of the Debtors and their Foreign Affiliates is attached hereto as Exhibit A. Rockport Blocker, LLC, a Delaware limited liability company ("**Blocker**"), is the ultimate parent of each of the other Debtors and their Foreign Affiliates. A list of the unitholders for each Debtor is attached to each of the Chapter 11 petitions.

D. The 2015 and 2017 Transactions

15. In 2015, Reebok International Ltd. (“**Reebok**”), a subsidiary of adidas AG (“**Adidas**”), engaged in a sale transaction (the “**2015 Transaction**”) with Berkshire Partners LLC (“**Berkshire**”) and New Balance Holding, Inc. (“**New Balance**”). Pursuant to the 2015 Transaction, Reebok sold its Rockport division to Debtor The Rockport Group, LLC (“**TRG**”), an entity formed by Berkshire and New Balance, and New Balance contributed its owned brands, Cobb Hill, Aravon, and Dunham, to TRG.

16. At the time of the 2015 Transaction, the Debtors’ operations were deeply integrated with Adidas’ global logistics and information technology networks (the “**Adidas Networks**”). As a result of this integration, TRG and Adidas agreed to separate the Debtors’ operations from the Adidas Networks over a two-year period (the “**Transition Period**”). During the Transition Period, the Debtors relied on the Adidas Networks in the ordinary course of their business consistent with certain transition and management agreements entered into by TRG and Adidas.

17. In late 2017, Berkshire and New Balance sold 100% of their interests in the Debtors to the Prepetition Noteholders (as defined herein) (the “**2017 Transaction**”). In connection with the closing of the 2017 Transaction, in December 2017, the Prepetition Noteholders appointed William Allen, Matthew Sheahan, and Michael LeRoy as independent directors (the “**Independent Directors**”) of Blocker. Shortly after their appointment, the Independent Directors approved the Debtors’ retention of independent advisors to explore and evaluate a potential value-maximizing Sale of the Assets (as defined herein).

E. Prepetition Capital Structure

18. In connection with the 2015 Transaction, certain of the Debtors entered into the Prepetition ABL Credit Agreement, the Prepetition Notes Agreement, and the Prepetition

Subordinated Notes (each as defined herein). As of the Petition Date, the Debtors have total outstanding liabilities and other obligations of approximately \$287 million of funded indebtedness, comprised of approximately:

- \$57 million outstanding under the Prepetition ABL Facility (as defined herein);
- \$188.3 million outstanding under the Prepetition Notes Facility (as defined herein);
- \$11.9 million outstanding under the Prepetition Subordinated Notes; and
- \$29.6 million outstanding in trade debt.

19. A detailed discussion of the Debtors' capital structure, including their various debt obligations, is set forth below.

i. Prepetition ABL Facility

20. The Debtors' have outstanding secured debt to various lenders pursuant to that certain Revolving Credit Agreement,⁴ dated as of July 31, 2015 (as amended, supplemented, restated or otherwise modified from time to time, the "**Prepetition ABL Credit Agreement**"), among Rockport, TRG, Rockport Canada, TRG Class D, LLC ("**Class D**"), the Subsidiaries (as defined therein) of TRG from time to time, the Lenders (as defined therein) (the "**ABL Lenders**"), and Citizens Business Capital ("**Citizens**"), as administrative agent and collateral agent for the ABL Lenders (Citizens in such capacities, the "**ABL Administrative Agent**" and, together with the ABL Lenders, the "**ABL Secured Parties**"). The Prepetition ABL Credit Agreement provides for, among other things, up to \$60,000,000.00 in aggregate principal amount of revolving loan commitments, including letter of credit and swingline loan

⁴ Any summary of an agreement in this First Day Declaration is qualified in its entirety by the terms of that agreement.

commitments, with a sublimit for letters of credit of \$10,000,000.00 (collectively, the **“Prepetition ABL Facility”**).

21. As of the Petition Date, the aggregate outstanding amount owed by the Debtors under the Prepetition ABL Facility is not less than \$53,425,436.95, plus \$3,550,000.00 of issued and outstanding letters of credit (collectively, together with any costs and other charges or amounts paid, incurred or accrued prior to the Petition Date in accordance with the Prepetition ABL Facility, and further including all **“Obligations”** as described in the Prepetition ABL Facility, including all obligations with respect to cash management services and bank products, and all interest, fees, costs and other charges allowable under Section 506(b) of the Bankruptcy Code, the **“Prepetition ABL Obligations”**). The Debtors, including Rockport Canada, are jointly and severally liable for the Prepetition ABL Obligations, and such obligations are secured by a first priority lien on the Revolving Priority Collateral (as defined in the Intercreditor Agreement) (as defined in the Prepetition ABL Credit Agreement)⁵) and a second priority lien on

⁵ The term **“Revolving Priority Collateral”** as defined in the Intercreditor Agreement means all Collateral consisting of the following:

(1) all Inventory;

(2) all Revolving Accounts Collateral;

(3) to the extent evidencing or governing any of the items referred to in the preceding clauses (1) and (2), all Documents, General Intangibles (other than Intellectual Property and equity interests of Subsidiaries of Rockport Group), Instruments (including, without limitation, Promissory Notes); provided, that to the extent any of the foregoing also relates to Note Priority Collateral, only that portion related to the items referred to in the preceding clauses (1) and (2) shall be included in the Revolving Priority Collateral;

(4) to the extent evidencing or governing any of the items referred to in the preceding clauses (1) through (3), all Supporting Obligations; provided, that to the extent any of the foregoing also relates to Note Priority Collateral, only that portion related to the items referred to in the preceding clauses (1) through (3) shall be included in the Revolving Priority Collateral;

(5) all books and Records relating to the foregoing (including without limitation all books, databases, customer lists and Records, whether tangible or electronic, which contain any information relating to any of the foregoing); and

(6) all collateral security and guarantees with respect to any of the foregoing and all cash, Money, instruments, Chattel Paper, insurance proceeds, investment property, securities and financial assets to the extent received as proceeds of any Revolving Priority Collateral (**“Revolving Priority Proceeds”**); provided, however, that

the Note Priority Collateral (as defined in the Intercreditor Agreement)⁶, subject to the terms of the Intercreditor Agreement. The Revolving Priority Collateral includes substantially all of the assets of Rockport Canada, including without limitation, all accounts, goods, inventory, and all proceeds of Rockport Canada's assets.

22. Prior to the Petition Date, the Prepetition ABL Facility was used to fund the Debtors' daily operations. As such, the Debtors made daily requests to the ABL Administrative Agent to transfer available funds under the Prepetition ABL Facility into the Debtors' primary operating account held by Rockport. Rockport would then use such funds to fund the Debtors' global enterprise, including the Debtors' operations in Canada. Although Rockport Canada did not borrow any monies directly under the Prepetition ABL Facility, its assets were included in the facility's borrowing base and funds received under that facility were used to, among other things, purchase merchandise sold by Rockport Canada, pay wages, salaries and benefits of the Debtors' corporate employees and other general expenses of the Debtors' enterprise. Rockport

no proceeds of Revolving Priority Proceeds will constitute Revolving Priority Collateral unless such proceeds of Revolving Priority Proceeds would otherwise constitute Revolving Priority Collateral.

For the avoidance of doubt, under no circumstances shall Excluded Assets (as defined in the next succeeding sentence) be Revolving Priority Collateral. As used in this definition of "Revolving Priority Collateral," the term "Excluded Assets" shall have the meaning provided in the Revolving Credit Facility (if the Revolving Credit Facility is then in effect) or in the Revolving Collateral Documents relating thereto, or in any other Revolving Credit Agreement then in effect (if the Revolving Credit Facility is not then in effect) or in the Revolving Collateral Documents relating thereto.

⁶ The term "**Note Priority Collateral**" as defined in the Intercreditor Agreement means all of the Collateral excluding the Revolving Priority Collateral, including all real estate, Intellectual Property, equipment and equity interests of any Subsidiaries of any Credit Party, and all collateral security and guarantees with respect to any Note Priority Collateral and all cash, Money, Instruments, Securities and Financial Assets to the extent received as proceeds of any Note Priority Collateral; provided however, no proceeds of proceeds will constitute Note Priority Collateral unless such proceeds of proceeds would otherwise constitute Note Priority Collateral or are credited to the Asset Sales Proceeds Account. For the avoidance of doubt, under no circumstances shall any of the Revolving Canadian Collateral or Excluded Assets be Note Priority Collateral. As used in this definition of "Note Priority Collateral," "Excluded Assets" shall have the meaning provided in the Original Note Purchase Agreement (if the Original Note Purchase Agreement is then in effect) or in any other Note Purchase Agreement then in effect (if the Original Note Purchase Agreement is not then in effect) or the Note Collateral Documents relating thereto.

Canada's indirect access to the funding provided to the other Debtors under the Prepetition ABL Facility was critical to its ability to operate as a going concern prior to the Petition Date.

23. In addition, prior to the Petition Date, the Prepetition ABL Credit Agreement was amended six (6) times, most recently on May 7, 2018, to, among other things, waive certain defaults by certain of the Debtors under the Prepetition ABL Credit Agreement, modify certain financial reporting requirements, and implement milestones related to a potential Sale of the Assets (as defined herein) and repayment of the Prepetition ABL Obligations.

ii. Prepetition Notes Facility

24. Prior to the Petition Date, certain of the Debtors issued those certain Senior Secured Notes Due 2022 pursuant to that certain Note Purchase Agreement, dated as of July 31, 2015 (as amended, supplemented, restated or otherwise modified from time to time, the "**Prepetition Note Purchase Agreement**"), among Rockport, TRG, Class D, the Subsidiaries (as defined therein) of TRG from time to time, Cortland Capital Market Services LLC ("**Cortland**"), as collateral agent (Cortland in such capacity, the "**Collateral Agent**"), and the Purchasers (as defined therein) (the "**Prepetition Noteholders**" and together with the ABL Secured Parties, the "**Prepetition Secured Parties**"), in the original principal amount of \$130 million (together with all Senior Notes issued as payment in kind thereon, the "**Initial Prepetition Notes**"). Prior to the Petition Date, certain additional Senior Notes (together with all Senior Notes issued as payment in kind thereon, the "**Additional Prepetition Notes**" and, together with the Initial Prepetition Notes, the "**Prepetition Notes**") were issued to the Prepetition Noteholders by certain of the Debtors in an original principal amount of \$40,753,966.05 (together with the Initial Prepetition Notes, collectively, the "**Prepetition Notes Facility**" and, together with the Prepetition ABL Facility, the "**Prepetition Credit Facilities**"). The Additional Prepetition Notes are senior in right of payment to the Initial Prepetition Notes.

25. As of the Petition Date, the aggregate outstanding amount owed by the Debtors in respect of the Prepetition Notes is not less than \$188,253,357.91 (collectively, together with any costs and other charges or amounts paid, incurred or accrued prior to the Petition Date in accordance with the Prepetition Notes Facility, and further including all “Obligations” as described in the Prepetition Notes Facility, including all interest, fees, costs and other charges allowable under Section 506(b) of the Bankruptcy Code, the “**Prepetition Note Obligations**”). The Prepetition Note Obligations are secured by a first priority lien on the Note Priority Collateral, and a second priority lien on the Revolving Priority Collateral, subject to the terms of the Intercreditor Agreement.

26. Proceeds from the Initial Prepetition Notes were used to finance a portion of the 2015 Transaction, and proceeds from the Additional Prepetition Notes were used to provide the Debtors with additional liquidity and to fund day-to-day operations. Prior to the Petition Date, from time to time the Debtors would request that the Prepetition Noteholders purchase Additional Prepetition Notes. In response to such requests, the Prepetition Noteholders would then transfer available funds under the Prepetition Notes Facility into bank accounts operated by the Debtors.

27. Prior to the Petition Date, the Prepetition Noteholder Purchase Agreement was amended five (5) times, most recently on May 7, 2018, to, among other things, permit the issuance of the Additional Prepetition Notes, modify certain financial reporting requirements, and implement milestones related to a potential Sale of the Assets.

iii. Prepetition Subordinated Notes

28. As of the Petition Date, TRG has approximately \$11.9 million in contingent obligations under certain promissory notes (the “**Prepetition Subordinated Notes**”) issued by Reebok:

- that certain Unsecured Subordinated Promissory Note, dated as of July 31, 2015;
- that certain Unsecured Subordinated Contingent Promissory Note – Tranche A, dated as of July 31, 2015; and
- that certain Unsecured Subordinated Contingent Promissory Note – Tranche B, dated as of July 31, 2015.

29. The Prepetition Subordinated Notes are unsecured and subordinated to the Prepetition Credit Facilities pursuant to that certain Subordination Agreement, dated as of July 31, 2015, among TRG, Rockport, each of the other Loan Parties (as defined therein) from time to time, the ABL Administrative Agent, the Prepetition Noteholders, and Reebok.

iv. Trade Debt

30. As explained above, in the ordinary course of business, the Debtors source their Merchandise from Vendors located outside of the United States. As of the Petition Date, Debtors estimate that they owe approximately \$29.6 million in trade debt.

F. Events Leading Up to these Chapter 11 Cases

31. Over the last three years the Debtors have faced economic headwinds and operational challenges that significantly and adversely impacted the operating performance of the Debtors' footwear business, including:

- *A costly and time consuming separation from the Adidas Networks.* Separation of the Debtors' operations from the Adidas Networks was not completed until November 2017, and proved to be more complex, took meaningfully longer, and was significantly more expensive than planned. In addition, the Debtors encountered operational challenges during the initial development of their own logistics network that negatively impacted revenue. Ultimately, significant operational challenges and one-time costs associated with the Debtors' separation from the Adidas Networks contributed to the Debtors' tightening liquidity during the Transition Period.
- *Disruptive and costly supply chain interruption.* In October 2016, the Debtors experienced factory delivery delays due to the closure of three factories by certain of their foreign vendors. As a result, production of the Debtors' women's footwear program was relocated to other factories utilized by the

Debtors for production of their remaining footwear programs. The reallocation of factory resources disrupted the Debtors supply chain and resulted in significant shipment delays across multiple product lines shortly before the Fall 2017 season. In response to this disruption, the Debtors were forced to rely on more expensive expedited shipping methods in order to meet seasonal demands and minimize the delayed arrival of products to their customers.

- *Contract dispute with Expeditors and notice of default.* As explained above, the Debtors rely on warehouse and logistic providers to fulfill their distribution and warehousing needs in various locations throughout the world. To service the Debtors operations in the United States and Canada, Expeditors International of Washington, Inc. (“**Expeditors**”) operates distribution warehouse facilities in Rancho Cucamonga, California and Brampton, Canada. The parties’ relationship is governed by that certain Master Warehouse and Logistics Services Agreement, dated as of August 1, 2016 (including all statement of works related thereto, as amended, supplemented, restated or otherwise modified from time to time collectively, the “**Expeditors Agreement**”), between Rockport and Expeditors. Since execution of the Expeditors Agreement, the parties’ relationship has deteriorated, due largely to disputes over rates charged by Expeditors. On March 23, 2018, Expeditors sent a notice (the “**Default Notice**”) alleging that Rockport was in material breach of the Expeditors Agreement for failure to pay certain charges disputed by Rockport. Pursuant to the Default Notice, Expeditors indicated that it would terminate the Expeditors Agreement unless Rockport cured its alleged breach by paying the disputed amounts on or before May 7, 2018. In order to ensure product delivery to the Debtors’ customers and avoid irreparable harm to the Debtors’ as a result of the potential termination of the Expeditors Agreement, on May 4, 2018, the Debtors paid the disputed amounts under duress and protest, subject to the right of clawback in the future, and thereby cured this disputed default.
- *A number of stores acquired in the 2015 Transaction performed below expectations in a competitive retail market.* Over the last several years the Debtors have faced a highly promotional and competitive retail environment, underscored by a shift in customer preference for online shopping. In this unfavorable retail environment, many of the stores acquired by the Debtors in the 2015 Transaction (the “**Acquired Stores**”) performed below expectations. Moreover, the Acquired Stores were significantly impacted by the supply-chain disruption experienced by the Debtors in October 2016. The unfavorable performance of the Acquired Stores in the current retail environment has made it difficult for the Debtors to maintain sufficient liquidity and to operate their business outside of Chapter 11.

32. Given the Debtors’ tight liquidity position in the lead up to these Chapter 11

Cases, the Debtors approached the ABL Administrative Agent and the Prepetition Noteholders

on several occasions seeking amendments to the Prepetition ABL Credit Agreement and Prepetition Note Purchase Agreement to, among other things, obtain additional financing (as set forth in Section E above).

G. Prepetition Marketing Efforts and Objectives of the Sale Process

33. In December 2017, the Debtors retained Houlihan Lokey, Inc. (“**Houlihan**”)—an investment banker with expertise in mergers and acquisitions, recapitalization, and financial restructuring—to explore a potential sale of the Debtors’ assets (collectively, the “**Assets**”). As part of this effort, Houlihan began facilitating a robust marketing process for the potential purchase of all, or certain of, the Assets and contacted one hundred and ten (110) potential strategic and financial acquirers (collectively, the “**Interested Parties**”) to garner interest in pursuing such transaction.

34. Approximately sixty (60) Interested Parties executed a non-disclosure agreement to review certain confidential business and financial information of the Debtors, received a confidential information memorandum, and obtained access to an initial set of diligence materials in a data room. On or around January 12, 2018, Houlihan distributed a process letter to the remaining Interested Parties inviting such Interested Parties to submit initial, non-binding indications of interest (the “**Initial IOIs**”) by no later than February 6, 2018, at 5:00 p.m. (prevailing Eastern Time) (the “**Initial IOI Submission Deadline**”).

35. In all, Houlihan received Initial IOIs from ten (10) Interested Parties. Shortly after the Initial IOI Submission Deadline, a more comprehensive data room was made available to certain Interested Parties who submitted Initial IOIs. Of the ten (10) Interested Parties who submitted Initial IOIs, seven (7) Interested Parties were granted access to the data room and six (6) Interested Parties met with senior management of Rockport in person to review the opportunity and to ask any and all questions pertaining thereto.

36. On or about March 2, 2018, Houlihan requested that the six (6) Interested Parties that remained interested in pursuing a transaction submit their best and final letter of intent (each a “**Final Bid**”) for the Assets by March 29, 2018 at 12:00 p.m. (prevailing Eastern Time) (the “**Prepetition Bid Deadline**”). On March 7, 2018, Houlihan posted a form asset purchase agreement in the data room for review and comment by the Interested Parties in connection with submission of their Final Bid. Prior to the Prepetition Bid Deadline, three (3) Interested Parties submitted a Final Bid. On April 4, 2018, a fourth verbal bid (the “**Late Bid**,” and together with the Final Bids, the “**Bids**”) was received from an Interested Party.

37. After reviewing and carefully considering the Bids received from the four (4) Interested Parties, the Debtors determined, in consultation with their advisors, that Marathon (the “**Stalking Horse Bidder**”) had submitted the highest or otherwise best offer, pursuant to which the Stalking Horse Bidder agreed to acquire substantially all of the Assets (other than the Debtors’ North American retail assets (the “**North American Retail Assets**”))⁷ for a purchase price of (i) \$150 million in cash subject to certain working capital adjustments plus the NAM Store Inventory Amount; (ii) a warrant to purchase up to 5% of common equity of the indirect parent of the Stalking Horse Bidder once the Stalking Horse Bidder receives a return equal to 2.5 times its initial equity investment as of the Closing Date (as defined in the Stalking Horse Agreement); and (iii) the assumption of certain liabilities (collectively, the “**Stalking Horse Bid**”).

⁷ As set forth in the Sale Motion, pursuant to the Stalking Horse Agreement (as defined herein), the Stalking Horse Bidder is still considering whether to purchase any portion of the North American Retail Assets. The Stalking Horse Agreement currently identifies the North American Retail Assets as “Excluded Asset;” provided, however, that section 8.4 of the Stalking Horse Agreement provides for a twenty-five (25) day “No Liquidation Period” following the Petition Date during which the Debtors may not sell retail inventory other than in the ordinary course of business. The “No Liquidation Period” is intended to provide the Stalking Horse Bidder with an opportunity to further consider the acquisition of any North American Retail Assets (*i.e.*, the Debtors’ retail leases and related inventory in the United States and Canada) prior to the Debtors commencing any Store Closing Sales (as defined herein).

38. Thereafter, the Debtors, in consultation with their advisors, determined to pursue the Stalking Horse Bid for the Assets, subject to definitive documentation. To this end, after good faith, arm's-length negotiations between the parties and in consultation with their advisors and key stakeholders, the Debtors and the Stalking Horse Bidder entered into that certain Asset Purchase Agreement, dated as of May 13, 2018 (the “**Stalking Horse Agreement**”), pursuant to which the Stalking Horse Bidder will acquire the Purchased Assets (as defined in the Stalking Horse Agreement), subject to higher or otherwise better offers.

39. Contemporaneously herewith the Debtors filed the Sale Motion seeking, among other things: (i) entry of an order (a) establishing bidding and auction procedures (the “**Bidding Procedures**”) in connection with the sale of the Assets, (b) approving proposed bid protections, including the payment of a break-up fee in an amount equal to 3 percent (3%) of the Base Cash Amount (as defined in the Stalking Horse Agreement) (*i.e.*, \$4,500,000.00) and (b) reimbursement of up to \$2,000,000.00 for reasonable and documented costs and expenses incurred by the Stalking Horse Bidder in connection with, among other things, the negotiation and execution of, and the carrying out of its obligations under, the Stalking Horse Agreement, (c) scheduling an auction (the “**Auction**”) and setting a date and time for the sale hearing (the “**Sale Hearing**”) and (d) establishing procedures for noticing and determining cure amounts for contracts and leases to be assumed and assigned in connection with the Sale transaction; and (ii) at the Sale Hearing, subject to the results of the Auction, the entry of an order (a) approving and authorizing a sale to the winning bidder, (b) authorizing the assumption and assignment of certain contracts and leases and (c) authorizing the Debtors to enter into a transition services agreement as contemplated by the Stalking Horse Agreement.

40. Given the Debtors' extensive prepetition marketing efforts and the significant information compiled in the schedules to the Stalking Horse Agreement, the Sale Motion requests the following timeline:

On or before June 4, 2018	Hearing to consider approval of the Bidding Procedures and entry of the Bidding Procedures Order
June 27, 2018 at 4:00 p.m. (prevailing Eastern Time)	Sale Objection Deadline
June 29, 2018 at 5:00 p.m. (prevailing Eastern Time)	Bid Deadline
July 3, 2018 at 5:00 p.m. (prevailing Eastern Time)	Deadline for Debtors to notify Potential Bidders of their status as Qualified Bidders
July 10, 2018 at 10:00 a.m. (prevailing Eastern Time)	Auction to be held at the offices of Richard, Layton & Finger, P.A. (if necessary)
July 11, 2018	Target date for the Debtors to file with the Court the Notice of Auction Results
July 13, 2018	Proposed date of the Sale Hearing to consider approval of Sale and entry of Sale Order
On or after July 27, 2018	Closing Date (Unless Successful Bidder agrees to waive the 14-day stay of Sale Order)

41. The Bidding Procedures, including the proposed timeline, are designed to maximize the value received for the Assets and to facilitate a fair and open process in which all interested bidders may participate. The Debtors believe that the proposed timeline is sufficient to complete a fair and open sale process that will maximize the value received for the Assets in light of Debtors' robust prepetition marketing efforts. Indeed, the most likely competing bidders are among those who previously submitted a Bid. Thus, these parties need minimal time to submit competing bids. If new bidders emerge, the proposed timeline will provide them with sufficient time to perform due diligence given that the process is well understood at this juncture and bidders can utilize the Stalking Horse Agreement and its schedules as a template upon which to base their bids. Accordingly, the Debtors believe that the schedule is sufficient, while respecting the necessity to consummate the Sale as quickly as possible to maximize the value received for the Assets.

42. Further, upon entry of the Bidding Procedures Order (as defined in the Sale Motion), and in compliance with Section 7.1 of the Stalking Horse Agreement, the Debtors will continue to market and solicit offers for all or a portion of the Assets to a wide range of potential purchasers and will work diligently with all parties that have expressed an interest in the Assets to date.⁸ In this way, the Debtors intend to maximize (i) the number of participants in the sale process and (ii) the value of the Assets.

43. As set forth above, the Debtors have determined that value will be maximized by commencing these Chapter 11 Cases and continuing an orderly sale process. While the prepetition solicitation process already was extensive, the commencement of these Chapter 11 Cases and the implementation of a Court supervised sale process allows other bidders to make competing bids and maximize the value of their estates for the benefit of the Debtors' stakeholders.

44. A sale pursuant to Section 363 of the Bankruptcy Code is the most appropriate course of action for the Debtors. As set forth above, if the proposed Sale is consummated, the Stalking Horse Bidder will purchase substantially all of the Assets, including any North American Retail Assets it chooses to acquire. The Debtors have adequate financial and human resources to maintain their business as a going concern throughout these Chapter 11 Cases in order to maximize value for their estates and creditors. The proposed sale process will allow the Debtors to maintain their day-to-day operations with their customers with very little, if any,

⁸ Specifically, upon execution of Stalking Horse Agreement and until the earlier of (i) twenty-five (25) days from the Petition Date or (ii) entry of the Bidding Procedures Order, the Debtors agreed to pause the active solicitation of the Assets. During this period, however, the Debtors may provide all information provided to the Stalking Horse Bidder to those twelve (12) or less parties who entered into confidentiality agreements and provided either a written or oral indication of interest to the Debtors consistent with Section 7.1(b) of the Stalking Horse Agreement and engage in discussions with such parties with respect to such information (but may not engage in negotiations for or knowingly encourage an Acquisition Proposal with such parties). Upon the earlier of (i) twenty-five (25) days from the Petition Date or (ii) entry of the Bidding Procedures Order, there is no restriction on the Debtors' ability to solicit bids for and market the Assets.

disruptions. In the absence of a sale transaction conducted in accordance with such timeline, the Debtors face deterioration in the value of the business and the value of the Stalking Horse Agreement. The Debtors do not believe that the Sale could be consummated outside of these bankruptcy proceedings. Among other reasons, the Stalking Horse Bidder requested that the Sale be consummated through a process pursuant to Section 363 of the Bankruptcy Code, whereby the Sale of the Assets would be free and clear of all liens, claims, and encumbrances.

H. Store Closing Sales

45. Under the terms of the Stalking Horse Agreement, the Debtors' North American Retail Assets (*i.e.*, retail leases and related inventory in the U.S. and Canada) are currently identified as Excluded Assets (as defined in the Stalking Horse Agreement). The Stalking Horse Bidder, however, is still considering whether to acquire any portion of the North American Retail Assets.⁹ As a result, the Stalking Horse Agreement provides that, for a period of twenty-five (25) days following the Petition Date (the "**No Liquidation Period**"), the Debtors shall not sell or otherwise dispose of any Inventory (as defined in the Stalking Horse Agreement) other than in the ordinary course of business. The No Liquidation Period is intended to preserve ordinary inventory levels at the retail locations should the Stalking Horse Bidder decide to acquire any of the North American retail locations.

46. Although the Stalking Horse Bidder is contemplating acquiring a portion of the North American Retail Assets, based on discussions with the Stalking Horse Bidder, the Debtors do not believe that the Stalking Horse Bidder intends to acquire all or substantially all of the North American Retail Assets. Further, based on the Debtors' extensive prepetition marketing

⁹ In the event that the Stalking Horse Bidder chooses to acquire any of the Debtors' North American Retail Assets, the purchase price shall be adjusted to include the costs of the acquired inventory consistent with Section 3.1 of the Stalking Horse Agreement.

process and the prepetition Bids received for the Assets, the Debtors do not expect there to be any significant interest in the North American Retail Assets. Thus, the Debtors need to be in a position to wind down their North American retail business immediately upon the conclusion of the No Liquidation Period (with the goal of concluding such process by July 31, 2018, thereby stemming the incurrence of August administrative rent).¹⁰ Accordingly, contemporaneously herewith the Debtors have filed a motion (the “**Store Closing Motion**”) seeking authority to conduct store closing sales (the “**Store Closing Sales**”) with respect to the North American Retail Assets, subject to the Debtors’ ability to remove any retail location from the relief granted therein to the extent necessary to comply with the Stalking Horse Agreement or otherwise maximize value in connection with the sale process.

PART II

47. To enable the Debtors to minimize any adverse effects caused by the commencement of the Chapter 11 Cases on their businesses until the Sale is completed, the Debtors are seeking approval of the First Day Motions and related orders (the “**Proposed Orders**”).

48. I have reviewed each of the First Day Motions, Proposed Orders, and exhibits thereto, and the facts set forth therein are true and correct to the best of my knowledge, information, and belief. Moreover, I believe that the relief sought in each of the First Day Motions (a) is vital to enabling the Debtors to make the transition to, and operate in, Chapter 11 with minimum disruption to their business or loss of productivity or value and (b) is essential to maximizing the value of the Debtors’ estates.

¹⁰ The Debtors are considering retaining a consultant to assist them in the conduct of the Store Closing Sales (as defined herein). Should they decide to retain a consultant, the Debtors will seek approval of such arrangement through a separate motion or application to be filed with the Court (in addition to the Store Closing Motion).

A. Joint Administration Motion

49. Pursuant to this motion (the “**Joint Administration Motion**”), the Debtors request the joint administration of their Chapter 11 Cases, ten in total, for procedural purposes only. Many of the motions, hearings, and other matters involved in the Chapter 11 Cases will affect all of the Debtors. Therefore, I believe that the joint administration of these cases will avoid the unnecessary time and expense of duplicate motions, applications and orders, thereby saving considerable time and expense for the Debtors and resulting in substantial savings for their estate. Accordingly, I believe the Court should approve the joint administration of these Chapter 11 Cases.

B. Application to Appoint Prime Clerk LLC as Claims Agent

50. The Debtors filed an application (the “**Claims Agent Application**”) contemporaneously herewith to retain Prime Clerk LLC (“**Prime Clerk**”), as claims and noticing agent pursuant to Section 156(c) of Title 28 of the United States Code and Rule 2002-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware. Prime Clerk is a bankruptcy administrator that specializes in providing comprehensive Chapter 11 administrative services, including noticing, claims processing, balloting, and other related services critical to the effective administration of Chapter 11 cases. Given the complexity of these cases and the number of creditors and other parties in interest involved, I believe that appointing Prime Clerk as the claims and noticing agent in these Chapter 11 Cases will relieve the administrative burden on the Clerk of the Court for the District of Delaware and will maximize the value of the Debtors’ estates for all of their stakeholders.

C. Automatic Stay Motion

51. Pursuant to this motion (the “**Automatic Stay Motion**”), the Debtors seek entry of an order enforcing and restating the automatic stay protections and *ipso facto* prohibitions of

the Bankruptcy Code. I believe that such an order is appropriate in these Chapter 11 Cases because the Debtors have customers, vendors, and contract counterparties around the world, including in Asia, Brazil, Canada, and Europe. Many of the Debtors' non-U.S. creditors and contract counterparties may be unfamiliar with the automatic stay, the prohibition on enforcement of *ipso facto* contract provisions, and the Bankruptcy Code's antidiscrimination protections. Therefore, I believe that an order outlining these provisions, which the Debtors could transmit to foreign creditors, would maximize the protection the Bankruptcy Code affords the Debtors. Accordingly, based on the foregoing and those additional reasons set forth in the Automatic Stay Motion, I believe that the relief requested in such motion is in the best interests of the Debtors' estates and their creditors and all other parties in interest.

D. Foreign Representative Motion

52. Pursuant to this motion (the "**Foreign Representative Motion**"), the Debtors seek entry of an order authorizing Blocker, as a Debtor in these Chapter 11 Cases and as the ultimate parent of each Debtor, to act as the foreign representative (the "**Foreign Representative**") on behalf of the Debtors' estates in any judicial or other proceeding in Canada. Because Debtor Rockport Canada is the operating entity for the Debtors' business in Canada, the Debtors intend to commence an ancillary proceeding (the "**Ancillary Proceeding**") under Part IV of the Companies' Creditors Arrangement Act ("**CCAA**") in the Ontario Superior Court of Justice (the "**Canadian Court**"). Blocker, as the proposed foreign representative for the Debtors in the Ancillary Proceeding, intends to seek recognition of these Chapter 11 Cases and certain orders entered in the Chapter 11 Cases. Accordingly, based on the foregoing and those additional reasons set forth in the Foreign Representative Motion, I believe that the relief requested in such motion is in the best interests of the Debtors' estates and their creditors and all other parties in interest.

E. Shippers and Warehousemen Motion

53. Pursuant to this motion (the “**Shippers and Warehousemen Motion**”), the Debtors seek entry of interim and final orders, under Sections 105(a), 363 and 503 of the Bankruptcy Code, (i) authorizing, but not directing, the Debtors, in their sole discretion, to pay (a) all or a portion of the Shipping and Warehousing Claims (as defined in the Shippers and Warehousemen Motion) and (b) certain Import Charges (as defined in the Shippers and Warehousemen Motion); and (ii) authorizing applicable banks and other financial institutions to receive, process, honor and pay any and all checks drawn on the Debtors’ general disbursement account and other transfers to the extent such checks and transfers relate to any of the foregoing.

54. In operating their global retail, eCommerce and wholesale businesses, the Debtors depend on the uninterrupted flow of inventory and other goods through their supply chain and distribution network, including the purchase, importation, warehousing, and shipment of the Merchandise. Because the substantial majority of the Debtors’ Vendors are located outside of the United States—primarily (but not exclusively) in mainland China, but also in Vietnam, India, and Brazil, the Debtors’ ability to operate in the ordinary course of business therefore depends on their concurrent ability to transport, import, and take delivery of Merchandise in a timely fashion and on a worldwide basis.

55. If the Debtors fail to pay any of the Shippers or Warehousemen for charges incurred in connection with the transport of goods, the Shippers or Warehousemen may be permitted by law or otherwise to assert possessory liens against any of the Merchandise. Further, because of the commencement of the Chapter 11 Cases, certain Shippers and Warehousemen that hold Merchandise for delivery to or from the Debtors may refuse to release such Merchandise pending receipt of payment for their prepetition services, which would disrupt the Debtors’ operations. The Debtors believe that a disruption in their chain of transportation and storage

arrangements due to nonpayment of shipping and warehouse charges could cause substantial delays, great expense and irreparable harm to the Debtors' estates.

56. Because the Debtors are dependent on many third-party Shippers and Warehousemen, it is essential that the commencement of the Chapter 11 Cases not give such Shippers and Warehousemen reason or excuse to cease performing services or to retain products or other Merchandise. Further, the Debtors propose that they may, in their sole discretion, condition payment of any such Shipping and Warehousing Claims upon an agreement to continue to supply goods or services to the Debtors on such creditor's Customary Trade Terms.

57. As explained above, on May 4, 2018, the Debtors paid certain disputed amounts to Expeditors under duress and protest, subject to the right of clawback in the future. Pursuant to the Shippers and Warehousemen Motion, Debtors seek to pay only undisputed amounts to Expeditors pursuant to the Shippers and Warehousemen Motion.

58. In addition, as noted above, the Debtors receive substantially all of their Merchandise from foreign countries. Timely receipt of such Merchandise is critical to the Debtors' business operations, and the Debtors may be required to pay certain import charges (the "**Import Charges**"), including, but not limited to, customs duties, detention and demurrage fees, tariffs, excise taxes, and other similar obligations. Failure to pay the Import Charges to whom they are owed may interfere with the Debtor's supply chain. A disruption in the Debtors' supply chain due to nonpayment of Import Charges could cause substantial delays, great expense and irreparable harm to the Debtors' estates.

59. Accordingly, based on the foregoing and those additional reasons set forth in the Shipping and Warehousemen Motion, I believe that the relief requested in such motion is

necessary to avoid immediate and irreparable harm and is in the best interests of the Debtors' estates and their creditors and all other parties in interest.

F. Critical and Foreign Vendors Motion

60. Pursuant to this motion (the "**Critical and Foreign Vendors Motion**"), the debtors seek entry of interim and final orders, under Sections 105(a), 363, 1107(a), and 1108 of the Bankruptcy Code, (i) authorizing, but not directing, the Debtors to pay prepetition obligations of certain (a) Critical Vendors (as defined in the Critical and Foreign Vendors Motion), in the ordinary course in an amount not to exceed the applicable Critical Vendor Claims Cap (as defined in the Critical and Foreign Vendors Motion), and (b) Foreign Vendors (as defined in the Critical and Foreign Vendors Motion) in the ordinary course in an amount not to exceed the applicable Foreign Vendor Claims Cap (as defined in the Critical and Foreign Vendors Motion); and (ii) authorizing applicable banks and financial institutions to receive, process, honor and pay any and all checks drawn on the Debtors' general disbursement account and other transfers to the extent these checks and transfers relate to any of the foregoing. For the avoidance of doubt, the Debtors are not seeking to prepay any Vendor's Claims (as defined in the Critical and Foreign Vendors Motion).

61. As described above, the Debtors' business relies on their access to and relationship with a network of Vendors in the United States and around the world. In particular, the Debtors rely entirely on Foreign Vendors to source and manufacture all of the Merchandise sold across the Debtors' global enterprise, from manufacturing facilities located in Brazil, China, India, and Vietnam to the Debtors' distribution warehouses in United States, Canada, Portugal, Korea, and Japan. Because the Foreign Vendors may lack minimum contacts with the United States, the Debtors believe that there is a material risk that the Foreign Vendors may consider themselves beyond the jurisdiction of this Court, disregard the automatic stay, and engage in

conduct that disrupts the Debtors' operations, including but not limited to, exercising self-help remedies under local law, if applicable, and instituting litigation in a foreign forum seeking recovery of outstanding prepetition obligations. Any disruption to the Debtors' production and supply of Merchandise would have a far-reaching economic and operational impact on their business and could therefore jeopardize the Debtors' ability to consummate a Sale through Chapter 11.

62. Accordingly, based on the foregoing and the additional reasons set forth in the Critical and Foreign Vendors Motion, I believe that the relief requested in such motion is necessary to avoid immediate and irreparable harm and is in the best interests of the Debtors' estates and their creditors and all other parties in interest.

G. Taxes Motion

63. Pursuant to this motion (the "**Taxes Motion**"), the Debtors seek entry of interim and final orders, under Sections 105(a), 363(b), 507(a)(8) and 541 of the Bankruptcy Code, authorizing (i) the Debtors, in their sole discretion, to pay Covered Taxes and Fees (as defined in the Taxes Motion) in the ordinary course of business, whether arising prior to, on or after the commencement of the Chapter 11 Cases; and (ii) applicable banks and financial institutions to receive, process, honor and pay any and all checks drawn on the Debtors' general disbursement account and other transfers to the extent these checks and transfers relate to any of the foregoing. For the avoidance of doubt, the Debtors are not seeking to prepay any Covered Taxes and Fees.

64. In the ordinary course of the Debtors' businesses, the Debtors collect, withhold and incur the Covered Taxes and Fees, including Income Taxes, Sales and Use Taxes,

Employment and Wage-Related Taxes,¹¹ Business Taxes, Property Taxes, and certain Other Taxes (as each is defined in the Taxes Motion). The Debtors remit the Covered Taxes and Fees to various federal, state, provincial and local governmental authorities, including taxing and licensing authorities (collectively, the “**Governmental Authorities**”).

65. I believe that many of the Covered Taxes and Fees were collected before the Petition Date and must be turned over to the relevant Governmental Authorities. Moreover, failure to pay such amounts may give rise to priority or secured claims that would, in any event, be entitled to payment in full.

66. The Debtors also seek to pay prepetition Covered Taxes and Fees in order to forestall the Governmental Authorities from taking actions that might interfere with the Debtors’ businesses, such as blocking the receipt or renewal of permits required for the Debtors’ continued operations or possibly bringing personal liability actions against the Debtors’ directors, officers and other employees in connection with non-payment of the Covered Taxes and Fees. I believe that actions against the Debtors’ directors, officers and other employees would likely distract key personnel, whose full-time attention to the Chapter 11 Cases is required, and would likely cause potential business disruptions. Any such business disruptions would likely erode the Debtors’ business reputation and negatively affect the Chapter 11 Cases. I believe that, as of the Petition Date, none of the Covered Taxes and Fees are past due or delinquent and, after entry of the Proposed Orders, intend to pay such amounts as they come due in the ordinary course of business.

¹¹ By the Taxes Motion, the Debtors are not seeking authority to pay the Employment and Wage Related Taxes, which are addressed separately in the Employee Motion (as defined herein).

67. Accordingly, based on the foregoing and those additional reasons set forth in the Taxes Motion, I believe that the relief requested in such motion is necessary to avoid immediate and irreparable harm and is in the best interests of the Debtors' estates and their creditors and all other parties in interest.

H. Insurance Motion

68. Pursuant to this motion (the "**Insurance Motion**"), the Debtors seek entry of interim and final orders, under Sections 105(a), 362 and 363 of the Bankruptcy Code, (i) authorizing the Debtors to continue and renew their (a) Insurance Programs (as defined herein), including Premium Financing (as defined herein), and (b) Surety Bond Program (as defined herein) and honor all obligations under the Insurance and Surety Bond Programs; (ii) modifying the automatic stay imposed by Section 362 of the Bankruptcy Code to the extent necessary to permit the Debtors' employees to proceed with any claims they may have under the Workers' Compensation Program (as defined herein); and (iii) authorizing financial institutions to honor and process related checks and transfers.

69. The Debtors maintain their various liability, property, casualty, workers' compensation and other insurance programs, including the Premium Financing (as defined herein) in the ordinary course of their businesses (collectively, the "**Insurance Programs**") through several private insurance carriers (collectively, the "**Insurance Carriers**"). As part of the Insurance Programs, the Debtors also maintain workers' compensation insurance coverage (the "**Workers' Compensation Program**") and premium financing (the "**Premium Financing**") to pay certain of the Insurance Premiums (as defined in the Insurance Motion). All of the Insurance Programs are essential to the ongoing operation of the Debtors' businesses and the preservation of the value of the Debtors' estates.

70. Additionally, in the ordinary course of business, the Debtors are required to provide a customs surety bond (the “**Customs Bond**”) to the United States Bureau of Customs and Border Protection to secure the payment or enforcement of certain obligations of Rockport (the “**Surety Bond Program**”). These obligations generally relate to (i) customs and import duties, (ii) the clearance of containers that move internationally, and (iii) foreign-trade zone activity. Failure to provide, maintain, or timely replace the Customs Bond will prevent Rockport from undertaking essential functions related to the Debtors’ operations.

71. The Debtors employ Marsh & McLennan Agency (the “**Broker**”) to assist them with the procurement and management of the Insurance Programs. Amounts due to the Brokers are paid directly through the premiums the Debtors pay to Insurance Carriers. The employment of the Broker allows the Debtors to obtain and manage the Insurance Programs in a reasonable and prudent manner and to realize considerable savings in the procurement of such policies.

72. The nature of the Debtors’ businesses makes it essential for the Debtors to maintain their Insurance Programs and Surety Bond Program on an ongoing and uninterrupted basis. The non-payment of any premiums, deductibles or related fees under the Insurance Programs could result in one or more of the Insurance Carriers terminating or declining to renew their insurance policies or refusing to enter into new insurance policies with the Debtors in the future. If any of the Insurance Programs lapse without renewal, the Debtors could be in violation of state and/or federal law and be exposed to substantial liability for personal and/or property damages, to the detriment of all parties in interest. Likewise, the Debtors would be exposed to substantial liability without the ability to make annual payments towards the Surety Premiums or post new or replacement collateral to secure the Indemnity Obligations.

73. Finally, the Debtors' request modification of the automatic stay as it relates to any workers' compensation claims to allow the Debtors' employees to proceed with any valid claims under the Debtors' Workers' Compensation Programs. The Debtors believe that, absent this relief, employees would face significant harm and may voluntarily terminate their employment which would severely disrupt the Debtors' business and could jeopardize the Debtors' ability to consummate a Sale through Chapter 11.

74. Accordingly, based on the foregoing and those additional reasons set forth in the Insurance Motion, I believe that the relief requested in such motion is necessary to avoid immediate and irreparable harm and is in the best interests of the Debtors' estates and their creditors and all other parties in interest.

I. Employee Motion

75. Pursuant to this motion (the "**Employee Motion**"), the Debtors seek entry of interim and final orders, under Sections 105(a), 363, and 507(a) of the Bankruptcy Code, authorizing (i) the Debtors to (a) pay certain employee compensation and benefits, (b) maintain such benefits and other employee-related programs, and (c) pay the prepetition claims of independent contractors and temporary workers; and (ii) applicable banks and other financial institutions to receive, process, honor and pay any and all checks drawn on the Debtors' general disbursement account and other transfers to the extent such checks and transfers relate to any of the foregoing.

76. Specifically, the Debtors seek the authorization to honor and continue prepetition Compensation and Benefit Programs (as defined in the Employee Motion), including (i) wages, salaries, independent contractor obligations, temporary worker obligations, vacation pay, other accrued compensation, (ii) reimbursement of business, travel and other expenses, and (iii) benefits in the form of health, dental, and vision insurance, health and flexible savings accounts,

dental coverage, continuation coverage under COBRA,¹² basic term life insurance, accidental death and dismemberment insurance, short-term and long-term disability, and other miscellaneous benefits provided to Employees in the ordinary course of business. The Debtors request that the Court confirm their right to continue each of the Compensation and Benefit Programs in the ordinary course of business during the pendency of these Chapter 11 Cases in the manner and to the extent that such Compensation and Benefit Programs were in effect immediately prior to the filing of these cases and to make payments in connection with expenses incurred in the post-petition administration of any Compensation and Benefit Programs.

77. In addition, the Debtors seek authorization to pay Severance Obligations (as defined in the Employee Motion) to fifty-one (51) non-insider, retail Employees terminated shortly before the Petition Date. The Debtors seek authority, but not direction, to pay \$70,000.00 in the interim period and \$140,000.00 on a final basis with respect to Severance Obligations. The Debtors believe it is necessary for them to have the authorization to honor the Severance Obligations to Employees terminated shortly before the Petition Date in order to maintain Employee morale and goodwill at their retail locations. If Employee morale suffers and Employees depart, the value of the Debtors' business may decline, which could jeopardize the Debtors' ability to successfully close the Sale of substantially all of their Assets and wind down their North American retail operations. By separate motion to be filed with the Court, the Debtors intend to seek authority to pay certain retention and shrink bonuses to Employees at any of their retail locations subject to the Store Closing Sales.

¹² As part of their COBRA obligations, the Debtors seek authority to pay the COBRA premiums of three (3) Former Non-Retail Employees (as defined in the Employee Motion) during the interim period in order to provide these Former Non-Retail Employees sufficient opportunity to obtain appropriate medical insurance.

78. The Debtors also seek authorization to pay any and all local, state, provincial, and federal withholding and payroll-related or similar taxes relating to the prepetition workforce obligations including, but not limited to, all withholding taxes, federal social security (and their Canadian equivalents), and various wage garnishments required by law. In addition, the Debtors seek authorization to pay to third parties any and all amounts deducted from the employees' paychecks by the Debtors for payments on behalf of the Employees for savings programs (including 401(k) plans and their Canadian equivalents), benefit plans, insurance programs, and other similar programs and plans.

79. Accordingly, based on the foregoing and those additional reasons set forth in the Employee Motion, I believe that the relief requested in such motion is necessary to avoid immediate and irreparable harm and is in the best interests of the Debtors' estates and their creditors and all other parties in interest.

J. Customer Programs Motion

80. Pursuant to this motion (the "**Customer Programs Motion**"), the Debtors seek entry of an order under Sections 105, 363, and 507 of the Bankruptcy Code authorizing, but not directing, (i) the Debtors to (a) continue to administer certain Customer Programs (as defined herein) and (b) honor or pay Customer Obligations (as defined in the Customer Programs Motion) in the ordinary course of business; and (ii) applicable banks and other financial institutions to receive, process, honor and pay any and all checks drawn on the Debtors' general disbursement account and other transfers to the extent such checks and transfers relate to any of the foregoing.

81. In the ordinary course of their businesses, the Debtors engage in certain marketing and sales practices that are, among other things, (i) targeted to develop and sustain a positive reputation for their goods in the marketplace and (ii) designed to attract new customers and

reward and provide incentives to existing customers (collectively, the “**Customer Programs**”). The Customer Programs, all of which are described in detail in the Customer Programs Motion, include (a) online sales promotions, (b) wholesale sales promotions, (c) the co-op marketing agreements, (d) the coupon program, (e) the gift card program, (f) return, refund and exchange policies, (g) the affiliate program, (h) the GiftNow program, (i) the wholesale sales associates programs, and (j) the credit card processing programs. Customer programs are standard in retail, wholesale and e-commerce businesses. Without the ability to continue the Customer Programs and to satisfy prepetition obligations in connection therewith, the Debtors risk losing customer loyalty, goodwill, and market share, which could cause a precipitous decline in the value of their businesses at a critical juncture. The Debtors’ ability to continue their Customer Programs and honor obligations related thereto is necessary to keep the reputation of the Debtors’ brands intact, meet competitive market pressures, ensure customer satisfaction, and, ultimately, maximize value for the Debtors’ estates and their stakeholders.

82. Accordingly, based on the foregoing and those additional reasons set forth in the Customer Programs Motion, I believe that the relief requested in such motion is necessary to avoid immediate and irreparable harm and is in the best interests of the Debtors’ estates and their creditors and all other parties in interest.

K. Utilities Motion

83. Pursuant to this motion (the “**Utilities Motion**”), the Debtors request entry of interim and final orders, under Section 366 of the Bankruptcy Code, (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 requests by the utilities for additional adequate assurance of payment.

84. In connection with the operation of their businesses and management of their properties, the Debtors obtain utility services, including electricity, natural gas, telephone, internet, waste removal, and other similar services (collectively, “**Utility Services**”) from more than fifty (50) utilities, as that term is used in section 366 of the Bankruptcy Code (collectively, the “**Utility Companies**”). Uninterrupted Utility Services are essential to the Debtors’ ongoing operations and, therefore, the preservation of the value of the Debtors’ estates. Should any Utility Company alter, refuse, or discontinue service, even for a brief period, the Debtors’ business operations could be disrupted, and such disruption could jeopardize the Debtors’ ability to consummate a Sale through Chapter 11. Therefore, the Debtors seek to establish an orderly process for providing adequate assurance to their Utility Companies without hindering the Debtors’ ability to maintain operations. Specifically, by the Utilities Motion, the Debtors seek approval of an adequate assurance deposit of approximately \$43,000.00 (which is approximately fifty percent (50%) of the estimated monthly cost of the Utility Services, based on historical averages over the prior twelve (12) months) into a newly-created segregated, interest-bearing account, as adequate assurance of postpetition payment to the Utility Companies pursuant to Section 366(b) of the Bankruptcy Code. Further, I am informed and believe that the proposed Adequate Assurance Procedures (as defined in the Utilities Motion) are consistent with procedures that are typically approved in Chapter 11 cases in this District.

85. Accordingly, based on the foregoing and those additional reasons set forth in the Utilities Motion, I believe that the relief requested in such motion is necessary to avoid immediate and irreparable harm and is in the best interests of the Debtors’ estates and their creditors and all other parties in interest.

L. Cash Management Motion

86. Pursuant to this motion (the “**Cash Management Motion**”), the Debtors seek entry of interim and final orders, under Sections 105, 345, 363, and 507 of the Bankruptcy Code, requesting the entry of an order (i) authorizing the Debtors to continue to use their cash management system (the “**Cash Management System**”) and bank accounts, as set forth below; (ii) waiving certain bank account and related requirements of the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”); (iii) authorizing the Debtors to continue their existing deposit practices under the Cash Management System (subject to the Debtors’ implementation of certain reasonable changes to the Cash Management System); (iv) extending time to comply with Section 345(b) of the Bankruptcy Code; (v) authorizing Intercompany Transactions (as defined in the Cash Management Motion) consistent with historical practice and granting administrative expense priority to Intercompany Transactions; and (vi) granting related relief.

87. In the ordinary course of business, the Debtors utilize the Cash Management System to collect, concentrate, and disburse funds (primarily payroll and payments to Vendors) to manage their business. The Cash Management System also enables the Debtors to efficiently monitor and control their cash position and maintain control over Intercompany Transactions. Indeed, the continued use of the Cash Management System during the pendency of these Chapter 11 Cases is essential to the Debtors’ business operations and their goal of maximizing value for the benefit of all parties in interest.

88. Moreover, in the ordinary course of business, the Debtors engage in certain transactions between and among the Debtors as well as certain of their non-debtor Foreign Affiliates (the “**Intercompany Transactions**”). Historically, the Debtors have engaged in Intercompany Transactions as business is transacted among (i) Rockport and Rockport Canada

and (ii) Rockport and the Foreign Affiliates. Typically, Rockport funds the operations of certain Foreign Affiliates, primarily those in China, Hong Kong, India, and Vietnam (the “**Sourcing and Sales Foreign Affiliates**”), that (i) work directly with the Debtors’ Vendors or (ii) with respect to the Hong Kong Sourcing and Sales Foreign Affiliate, engage in sales, customer service, and merchandising with a focus on distributors. The Intercompany Transactions with the Sourcing and Sales Foreign Affiliates ensure the timely production and delivery of the Merchandise sold by the Debtors and its non-Sourcing and Sales Foreign Affiliates to customers around the world. Intercompany Transactions also occur between Rockport and its non-Sourcing and Sales Foreign Affiliates, *i.e.*, those entities in Korea, Japan, and Western Europe: after Rockport purchases the merchandise directly from the Vendors, it sells the merchandise to its non-Sourcing and Sales Foreign Affiliates, resulting in a transfer of funds to Rockport for use by the Debtors in their day-to-day operations in the United States.

89. In addition, Intercompany Transactions regularly occur between Rockport and Rockport Canada when funds are transferred between those entities as necessary, including, but not limited to, transfers as a result of the Rockport’s sale of Merchandise to Rockport Canada.¹³ Following the Petition Date, Rockport Canada will continue to transfer funds to Rockport on account of (i) Merchandise purchased postpetition from Rockport as necessary for Rockport Canada’s ongoing operations¹⁴ and (ii) postpetition back-office services provided by Rockport (the “**Permitted Rockport Canada Intercompany Transactions**”).¹⁵ Other than the Permitted

¹³ As of the Petition Date, Rockport Canada owes approximately \$28.3 million to Rockport and Debtor Drydock Footwear, LLC on account of these Intercompany Transactions.

¹⁴ Rockport Canada will pay Rockport on a cash on delivery basis for postpetition Merchandise prior to receiving delivery of such Merchandise.

¹⁵ Rockport Canada will pay Rockport for back-office services in accordance with existing practices.

Rockport Canada Intercompany Transactions, following the Petition Date, Rockport Canada will not transfer funds to Rockport on account of any prepetition Intercompany Transactions unless otherwise ordered by the Court.

90. Generally, the Debtors' non-Sourcing and Sales Foreign Affiliates operate solely on funds generated in their respective jurisdictions. Occasionally, funds generated by a non-Sourcing and Sales Foreign Affiliate are insufficient to cover such entity's operating costs. In that limited circumstance, Rockport provides supplemental operational funding to the affected non-Sourcing and Sales Foreign Affiliate. The Debtors believe that continuing these Intercompany Transactions in these limited circumstances is necessary to preserving their equity interests in the non-Sourcing and Sales Foreign Affiliates, and thus, is in the best interests of the Debtors and their estates. In fact, the Stalking Horse Bidder intends to acquire the Debtors' equity interests in the Foreign Affiliates pursuant to the Sale of substantially all of the Assets (other than the Debtors' North American Retail Assets) under Section 363 of the Bankruptcy Code. As a result, the Debtors believe that continuance of the Intercompany Transactions, including the Permitted Rockport Canada Intercompany Transactions, is critical to preserving the value of the Foreign Affiliates which will enure to the benefit of the Debtors' estates and stakeholders in connection with the Sale.

91. Additionally, to minimize expenses to their estates, the Debtors seek authorization to continue their correspondence and business forms, including, but not limited to, purchase orders, letterhead, checks, invoices, sales order acknowledgements and other business forms in the forms existing immediately prior to the Petition Date, without reference to the Debtors' status as debtors in possession; provided, however, that in the event that the Debtors generate new checks during the pendency of these cases other than from their existing stock of checks, such

checks will include a legend with the designation “Debtor-in-Possession.” In addition, with respect to checks which the Debtors or their agents print themselves, the Debtors will begin printing the “Debtor in Possession” legend and the bankruptcy case number on such items within ten (10) days of the date of entry of an order approving the Cash Management Motion. The Debtors also seek authority to use all correspondence and other business forms (including, without limitation, letterhead, purchase orders and invoices) without reference to the Debtors’ status as debtors in possession.

92. Also, by the Cash Management Motion, the Debtors seek a thirty (30) day extension of the time to comply with Section 345(b) of the Bankruptcy Code, without prejudice to the Debtors’ ability to seek a further extension (upon agreement with the United States Trustee) or a waiver of those requirements. During the extension period, the Debtors propose to engage the U.S. Trustee in discussions to determine if compliance with Section 345(b) of the Bankruptcy Code is necessary under the circumstances of these Chapter 11 Cases. The Debtors believe that the benefits of the requested extension far outweigh any harm to the estate.

93. Accordingly, based on the foregoing and those additional reasons set forth in the Cash Management Motion, I believe that the relief requested in such motion is necessary to avoid immediate and irreparable harm and is in the best interests of the Debtors’ estates and their creditors and all other parties in interest.

M. DIP Motion

94. Pursuant to this motion (the “**DIP Motion**”), the Debtors request entry of interim and final orders (respectively, the “**Interim DIP Order**” and the “**Final DIP Order**” and, collectively the “**DIP Orders**”) authorizing them to obtain postpetition secured DIP financing in an aggregate amount of up to \$80 million consisting of (i) up to a \$60 million DIP ABL Facility (as defined in the DIP Motion) and (ii) up to a \$20 million new money DIP Note Facility (as

defined in the DIP Motion).¹⁶ By the DIP Motion, the Debtors also request that the Court authorize related relief, including the consensual use of the Prepetition Secured Parties Lenders' Cash Collateral (as defined in the DIP Motion).

95. The DIP ABL Facility provides the Debtors with a \$60 million facility upon entry of the Interim DIP Order. Pursuant to the DIP ABL Credit Agreement (as defined in the DIP Motion) and the DIP Orders, following entry of the Interim DIP Order the Debtors intend to repay the Prepetition ABL Obligations outstanding under the Prepetition ABL Facility initially as a creeping roll-up by applying the collection of receivables and other proceeds of the Revolving Priority Collateral to satisfy amounts owed under the Prepetition ABL Facility and free up corresponding borrowing availability under the DIP ABL Facility. Upon entry of the Final DIP Order, the Debtors will use the proceeds of the next advance under the DIP ABL Credit Agreement to "roll-up" all amounts outstanding under the Prepetition ABL Facility to satisfy all Prepetition ABL Obligations in full in accordance with the terms of the Prepetition Revolving Credit Agreement.

96. The DIP Note Facility further provides the Debtors with approximately \$10 million upon entry of the Interim DIP Order and an additional availability of \$10 million following entry of the Final DIP Order to be funded in increments. Pursuant to the DIP Note Purchase Agreement (as defined in the DIP Motion) and the DIP Orders, Prepetition Notes in an amount equal to \$20 million will be deemed exchanged for notes issued under the DIP Note Facility upon entry of the Interim DIP Order, and an additional \$20 million will be deemed

¹⁶ The lenders under the DIP ABL Facility are identical to the lenders under the Prepetition Revolver Facility and the purchasers under the DIP Note Facility are identical to the purchasers under the Prepetition Note Facility.

exchanged for notes issued under the DIP Note Facility upon entry of the Final DIP Order, for a total “partial roll-up” of \$40 million of Prepetition Notes.

97. In addition to providing the Debtors with up to \$20 million of incremental liquidity, the DIP Facilities (as defined in the DIP Motion) also provide the Debtors with access to the use of the Prepetition Secured Parties Lenders’ collateral (including Cash Collateral) on a consensual basis. The repayment of the Prepetition ABL Facility and the Prepetition Note Facility pursuant to the terms of the DIP Facilities is a material component of the structure of the DIP Facilities and was required by the DIP Lenders (as defined in the DIP Motion) as a condition to their commitment to provide postpetition financing, and the consensual use of Cash Collateral.

98. The Debtors believe they must immediately instill confidence in their employees, vendors and customers, reassuring them that these Chapter 11 Cases will not erode their relationships with the Debtors or the overall value of the Debtors’ estates. The Debtors further believe they must provide assurances to their stakeholders as to their ability to seamlessly transition into Chapter 11, operate in a “business as usual” fashion, but with increased liquidity, and ultimately consummate a Sale of their business to the Stalking Horse Bidder, or otherwise highest and best bidder pursuant to Section 363 of the Bankruptcy Code. In particular, the Debtors believe that the initial success of these Chapter 11 Cases depends on the comfort level of the Debtors’ stakeholders—in particular the Debtors’ third-party vendors located outside of the United States—which, in turn, depends upon the Debtors’ ability to minimize the disruption caused by the Chapter 11 filings.

99. The DIP Facilities, as a package covering all the Debtors’ typical financing needs, will provide the working capital necessary to allow the Debtors, including Rockport Canada, to,

among other things, continue operating their businesses until consummation of the proposed Sale, which in turn will help maintain value of the Debtors' estates for the benefit of all creditors and parties in interests. I believe that without access to the DIP Facilities, the Debtors, including Rockport Canada, would lack sufficient liquidity to operate their business, thereby immediately and irreparably harming their business, depleting their going-concern value of their Assets, and jeopardizing consummation of the proposed Sale.

100. In particular, consistent with prepetition practices, funds available under the facility will be used to, among other things, provide Rockport Canada with merchandise to sell, pay wages, salaries and benefits of the Debtors' corporate employees and other general expenses of the Debtors' enterprise. Indeed, Rockport Canada's assets were an important component of the borrowing base under the Prepetition ABL Facility, and thus relied upon by the ABL Lenders to secure the Prepetition ABL Obligations. Without Rockport Canada's assets in the borrowing base (as calculated in accordance with the Prepetition ABL Credit Agreement), the availability under the Prepetition ABL Facility (and thus the outstanding Prepetition ABL Obligations) would have been reduced dollar-for-dollar. Similarly, the inclusion of Rockport Canada's assets in the borrowing base under the DIP ABL Facility is an integral component of such facility, and is a condition to the DIP ABL Lenders' commitment to provide postpetition financing. Thus, the Debtors believe that Rockport Canada's indirect access to funds provided to the other Debtors under the DIP ABL Facility is critical to Rockport Canada's ability to operate as a going concern until consummation of the proposed Sale. Accordingly, the credit to be provided under the DIP Facilities is necessary to preserve the value of the Debtors' estates for the benefit of all stakeholders.

101. In order to properly apportion the joint and several liability among Rockport Canada, on the one hand, and all of the remaining Debtors, on the other hand, of the Prepetition ABL Obligations, the Debtors, the ABL Lenders, and the Prepetition Noteholders, and Richter Advisory Group Inc., in its capacity as the proposed Canadian Court-appointed information officer of the Debtors, have initiated discussions over the fair and equitable allocation of the Debtors' liability under the Prepetition ABL Facility as between Rockport Canada, on the one hand and the remaining Debtors, on the other hand.

102. Subject to consideration and approval by the Court at the Final Hearing, the Debtors, the ABL Lenders, and the Prepetition Noteholders have determined that an appropriate allocation of the Prepetition ABL Obligations should be based upon the net asset values set forth in the most recent Borrowing Base Certification (as of April 15, 2018) under the Prepetition ABL Facility with respect to Rockport Canada's Revolving Priority Collateral and the remaining Debtors' Revolving Priority Collateral. The net asset values of the Revolving Priority Collateral (as determined by the April 15, 2018 Borrowing Base Certificate), as between Rockport Canada and the remaining Debtors is set forth on Exhibit D attached to the DIP Motion.¹⁷ As reflected therein, and based upon the agreement of the Debtors, the Prepetition Secured Parties, the DIP

¹⁷ This exhibit sets forth both the "gross" value of the Debtors' eligible assets under the Prepetition ABL Facility as reflected on the Debtors' books ("**Gross Value**") and the net value of these same assets ("**Net Value**") (split between Rockport Canada and the remaining Debtors). Net Value reflects the ABL Lenders' calculation of what they were willing to lend against, or the "Availability" under the Prepetition ABL Facility. The deductions made to Gross Value to arrive at Net Value include: (i) reserves, which are established to discount collateral value for, among other things, accounts receivable that are over sixty (60) days past due or deemed difficult to collect like foreign, inventory shrinkage, and inventory that may not be readily accessible due to location, and (ii) net orderly liquidation value ("**NOLV**"), which represents a percentage of the eligible inventory that reflects the estimated proceeds from the liquidation of such inventory after deducting all associated direct operating costs and liquidator fees. The ABL Lenders utilized professionals to determine both their reserve levels and the NOLV in order to calculate the Net Value (thereby determining the Availability under the Prepetition ABL Facility). The Debtors believe that utilizing the Net Value of the various Debtors' eligible assets under the Prepetition ABL Facility as of the Petition Date is the appropriate methodology for determining the Proposed ABL Liability Allocation as it best reflects the actual value of the assets in the borrowing base that the ABL Lenders were willing to lend against, and thus the allocable amount of the Prepetition ABL Obligations as between Rockport Canada and the remaining Debtors and their eligible assets as of the Petition Date.

ABL Agent and the DIP Note Purchasers, the Debtors believe that Rockport Canada's allocable share of the Prepetition ABL Obligations should be 18.4% of such outstanding amount, and the other Debtors' allocable share should be 81.6% (the "**Proposed ABL Liability Allocation**"). The Debtors will seek approval of this proposed allocation at the final hearing on the DIP Motion.

103. Although the Proposed ABL Liability Allocation will not be considered by the Court until the Final Hearing, the DIP Note Purchasers are willing to provide up to \$10 million in New Money Notes (as defined in the DIP Note Purchase Agreement) upon entry of the Interim Order. However, as set forth in the Interim Order, as a condition to providing any additional New Money Notes under the DIP Notes Facility, the DIP Note Purchasers are requiring that the Proposed ABL Liability Allocation be approved by the Court at the Final Hearing and be part of the Final Order.

104. Further, the DIP Facilities are the result of arm's-length negotiations between the Debtors and the Prepetition Secured Parties related to the Debtors' liquidity issues, financing needs, and goals of these Chapter 11 Cases. First, the DIP Lenders, including the DIP Note Purchasers, were represented by separate counsel for negotiating the terms of the DIP Facilities. Second, the Independent Directors, who were advised by independent counsel, approved the DIP Facilities. Third, the DIP Lenders received all of the protections that a third-party DIP lender would have demanded and received in a comparable context. Finally, the fees payable to the DIP Agents (as defined in the DIP Motion) and the DIP Lenders pursuant to the DIP Documents (as defined in the DIP Motion) were negotiated at arm's length, are an integral component of the overall terms of the DIP Facilities, are the best financing terms available, and I have been advised that such fees are reasonable and customary for similar transactions.

105. The Debtors do not believe that alternative sources of financing with terms as favorable as those of the DIP Facilities are readily available to the Debtors. During the prepetition marketing process and negotiation of the Stalking Horse Agreement, Houlihan, on behalf of the Debtors, contacted a number of traditional and non-traditional lenders, including the Stalking Horse Bidder, with experience providing DIP financing. None of the parties contacted by Houlihan were willing to provide DIP financing that was junior to both the ABL Secured Parties and the Prepetition Noteholders. One party indicated it would be willing to provide DIP financing that was junior to the liens held by the ABL Secured Parties Lenders, but would require priming of the Prepetition Noteholders—likely resulting in expensive and distracting litigation at the outset of these Chapter 11 Cases.

106. The Debtors believe, in consultation with their advisors, that the DIP Facilities represent the Debtors' best alternative for postpetition financing under the circumstances as they provide the Debtors with sufficient and immediate liquidity on terms negotiated at arms' length. Indeed, due largely to the fact that substantially all of the Assets are encumbered under the Prepetition Credit Facilities, the Debtors believe that a workable DIP financing, and successful start to the Chapter 11 Cases, is likely only if such DIP financing has the support of, or is provided by, the Prepetition Secured Parties. Moreover, as with any third-party proposal, the Debtors would have incurred execution risk associated with a new lender transaction, including material timing and due diligence constraints, necessarily involving the payment of additional professional fees. In contrast, the proposed DIP Facilities offered by the DIP Lenders allow the Debtors to avoid the need to engage in a costly and time-consuming priming fight at the outset of these Chapter 11 Cases.

107. Accordingly, based on the foregoing and those additional reasons set forth in the DIP Motion, I believe that the relief requested in such motion is necessary to avoid immediate and irreparable harm and is in the best interests of the Debtors' estates and their creditors and all other parties in interest.

CONCLUSION

108. The Debtors' ultimate goal in these Chapter 11 Cases is to maximize the value of their estates for the benefit of their stakeholders. A Sale of the Assets via Section 363 is the best way to accomplish this. In the near term, however, to minimize any loss of value to their business, the Debtors' immediate objective is to promote stability and maintain ordinary course operations during the early stages of these Chapter 11 Cases, with as little disruption to operations as possible. I believe that if the Court grants the relief requested in each of the First Day Motions, the prospect for achieving these objectives and completing a successful sale of the Debtors' business will be substantially enhanced.

109. I hereby certify that the foregoing statements are true and correct to the best of my knowledge, information and belief and respectfully request that all of the relief requested in the First Day Motions be granted, together with such other and further relief as is just and proper.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 14th day of May, 2018.

The Rockport Company, LLC, *et al.*
Debtors and Debtors in Possession

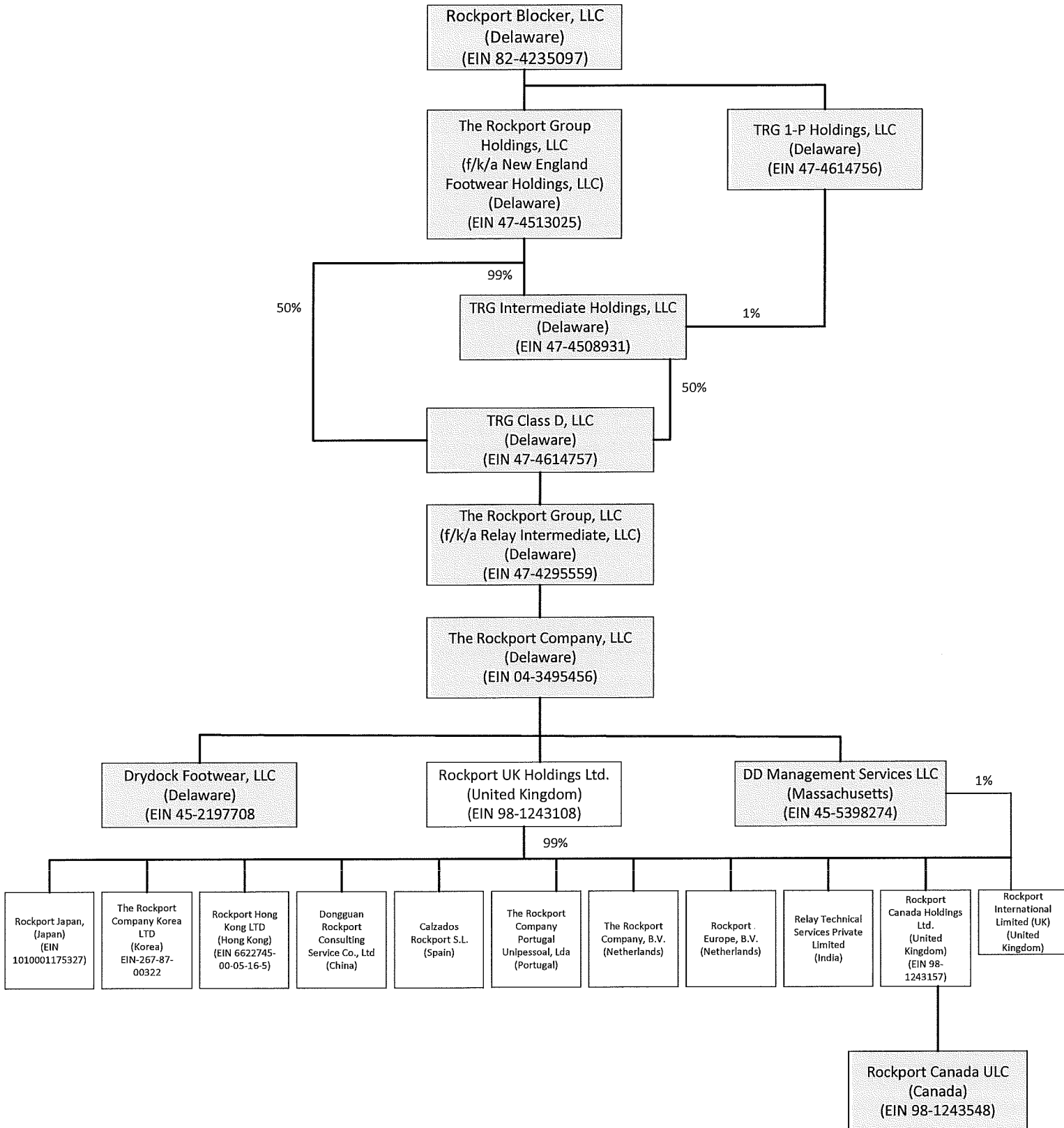
/s/ Paul Kosturos

Paul Kosturos
Interim Chief Financial Officer

EXHIBIT A

Organizational Chart

The Rockport Group, LLC Structure Chart



File a First Day Motion:18-11145 The Rockport Company, LLC

Type: bk

Chapter: 11 v

Office: 1 (Delaware)

Assets: y

Case Flag: VerifDue, PlnDue,
DsclsDue**U.S. Bankruptcy Court****District of Delaware**

Notice of Electronic Filing

The following transaction was received from Mark D. Collins entered on 5/14/2018 at 7:59 AM EDT and filed on 5/14/2018

Case Name: The Rockport Company, LLC**Case Number:** 18-11145**Document Number:** 14**Docket Text:**

Affidavit/Declaration in Support of First Day Motion // *Declaration of Paul Kosturos in Support of Debtors' Chapter 11 Petitions and First Day Motions* Filed By The Rockport Company, LLC (Collins, Mark)

The following document(s) are associated with this transaction:

Document description:Main Document**Original filename:**\\im-file\data\MLM\24. First Day Dec.pdf**Electronic document Stamp:**

[STAMP bkecfStamp_ID=983460418 [Date=5/14/2018] [FileNumber=15166063-0]
] [9c568ffea7b2fbfec17ba8adde8065e6a1cb97bd4f453ce6bf55d133f20882f0a6
a359e264fbdbdd844913553296f11b7f6e3b8d649b2e4329e29aeaa305523]]

18-11145 Notice will be electronically mailed to:

Mark D. Collins on behalf of Debtor The Rockport Company, LLC
rbgroup@rlf.com;ann-jerominski-2390@ecf.pacerpro.com

Brya Michele Keilson on behalf of U.S. Trustee U.S. Trustee
brya.keilson@usdoj.gov

U.S. Trustee
USTPRegion03.WL.ECF@USDOJ.GOV

18-11145 Notice will not be electronically mailed to:

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

APPLICATION RECORD
(Volume 1 of 3)
(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