

**EXHIBIT A**

**Notice**

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

<i>In re</i>	)	Chapter 15
	)	
	)	
	)	Case No. 15-12186 (KG)
THANE INTERNATIONAL, INC., <i>et al.</i> , <sup>1</sup>	)	
	)	(Jointly Administered)
Debtors in a Foreign Proceeding.	)	
	)	Hrg Date: 12/1/2015 @ 11:00 a.m (Eastern)
	)	Obj. Due: 11/24/2015 @ 4:00 p.m. (Eastern)

**NOTICE OF FILING AND HEARING ON VERIFIED PETITION OF FOREIGN MAIN  
PROCEEDING AND RELATED RELIEF**

**PLEASE TAKE NOTICE** that on October 25, 2015, Richter Advisory Group Inc. (the “Receiver”), the court-appointed receiver and duly authorized foreign representative for Thane International, Inc., Thane Direct, Inc., Thane Direct Company, West Coast Direct Marketing, Inc., TDG, Inc., Thane Direct Canada Inc., and Thane Direct Marketing, Inc. (collectively, the “Debtors” or the “Thane Group”) in Canadian insolvency proceedings pending in Toronto, Ontario, Canada (the “Canadian Proceeding”),<sup>2</sup> by the Receiver’s United States counsel, filed an Official Form Petition for each of the Debtors and the Verified Petition of Foreign Main Proceeding and Related Relief (together with all exhibits, declarations and other documents appended thereto or filed in connection therewith, the “Petition for Recognition”) commencing chapter 15 cases (the “Chapter 15 Cases”) ancillary to the Canadian Proceeding and seeking (i) recognition of such foreign proceeding as a “foreign main proceeding” and (ii) relief

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

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

in aid of the Canadian Proceeding in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") with respect to the Thane Group, including certain additional relief pursuant to sections 105, 362, 363, 365, 1507, and 1521 of the Bankruptcy Code.

**PLEASE TAKE FURTHER NOTICE** that among the additional relief that the Receiver will request from the Bankruptcy Court is the entry of an order (i) recognizing and enforcing the Approval, Vesting and Distribution Order entered by the Ontario Superior Court of Justice [Commercial List] (the "Canadian Court") on October 23, 2015 (the "Vesting Order"), and (ii) authorizing the sale of substantially all of the Debtors' assets pursuant to the terms of the Offer to Purchase dated October 16, 2013, (the "Purchase Agreement"), which agreement was approved by the Canadian Court through the Vesting Order.

**PLEASE TAKE FURTHER NOTICE** that because the purchasers (the "New Thane Purchasers") under the terms of the Purchase Agreement propose to assume substantially all of the existing contracts and other agreements between the Debtors and non-Debtor counterparties and also employ substantially all of the current employees of the Debtors, and because there will be no proceeds remaining after the closing of the sale to the New Thane Purchasers (and the payment of roughly half of the existing senior secured indebtedness of the Debtors) to satisfy any obligations not assumed by the New Thane Purchasers, including but not limited to any tax liabilities caused by the cancellation of indebtedness in connection with such sale, the Receiver does not intend to seek a bar date in the Chapter 15 Cases at this time.

**PLEASE TAKE FURTHER NOTICE** that a copy of the Petition for Recognition is served upon you herewith, along with: (i) the lists required to be filed with the Petition for Recognition pursuant to Bankruptcy Rule 1007(a)(4) and (ii) the Declaration of

Pritesh Patel, Vice President of the Foreign Representative of the foreign proceeding required to be filed pursuant to Bankruptcy Code section 1515 (collectively the "Supporting Documents").

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Order Scheduling Hearing on Verified Chapter 15 Petition and Specifying Form and Manner of Notice of Hearing (Docket No. \_\_\_) (the "Scheduling Order"), a copy of which is served upon you herewith, the Bankruptcy Court has scheduled a hearing on **December 1, 2015, at 11:00 a.m. (Eastern Time)** (the "Hearing") before the Honorable Kevin Gross, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6<sup>th</sup> Floor, Courtroom #3, Wilmington, Delaware 19801, U.S.A.

**PLEASE TAKE FURTHER NOTICE** that any response or objection to the relief requested in the Petition for Recognition must be (i) in writing describing the basis therefor; (ii) filed with the Clerk of the Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, U.S.A, **on or before November 24, 2015 at 4:00 p.m. (Eastern Time)** (the "Objection Deadline"); and (iii) served upon Womble Carlyle Sandridge & Rice, LLP, 222 Delaware Ave, Suite 1501, Wilmington, Delaware 19801 (Attention: Mark L. Desgrosseilliers, Esq.), United States counsel to the Receiver, so as to be received on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE** that all parties in interest opposed to the Petition for Recognition or the Receiver's request for relief must appear at the Hearing at the time and place set forth above. Further, the Hearing may be adjourned from time to time without further notice other than an announcement in open court at the Hearing of the adjourned date or dates or any further adjourned hearing.

**PLEASE TAKE FURTHER NOTICE** that the Receiver intends to raise issues pertaining to foreign law, specifically Canadian insolvency law, in connection with the Petition for Recognition: (i) recognizing the Canadian Proceeding as a foreign main proceeding pursuant to chapter 15 of the Bankruptcy Code and the Foreign Representative as the Thane Group's foreign representative under Bankruptcy Code sections 1509 and 1517; (ii) granting automatic relief pursuant to Bankruptcy Code section 1520; and (iii) granting other and additional relief pursuant to Bankruptcy Code sections 1507 and 1521(a) and (b).

**PLEASE TAKE FURTHER NOTICE** that if no response or objection is timely filed and served as provided above, the Bankruptcy Court may grant the recognition and relief requested by the Receiver without further notice. Copies of the Petition for Recognition and the Supporting Documents will be made available upon request at the office of the Receiver's United States counsel at the address below.

Dated: October 28, 2015  
Wilmington, Delaware

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