

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

<i>In re</i>	)	Chapter 15
	)	
THANE INTERNATIONAL, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 15-12186 (KG)
	)	
Debtors in a Foreign Proceeding.	)	(Jointly Administered)
	)	<b>Related Docket No. 9</b>

**ORDER GRANTING PROVISIONAL RELIEF  
PURSUANT TO SECTION 1519 OF THE BANKRUPTCY CODE**

Upon the Emergency Motion for Temporary Restraining Order, and after Notice and a Hearing, a Preliminary Injunction, Pursuant to sections 105(a), 362 and 365 of the Bankruptcy Code (the “Motion”),<sup>2</sup> by Richter Advisory Group Inc., the duly appointed and acting receiver (the “Receiver”) and foreign representative of Thane International, Inc., Thane Direct, Inc., Thane Direct Company, West Coast Direct Marketing, Inc., TDG, Inc., Thane Direct Canada Inc. and Thane Direct Marketing, Inc. (collectively, the “Thane Debtors”) in Canadian receivership proceedings pending in Toronto, Ontario (together, the “Canadian Proceeding”) under Canada’s Bankruptcy and Insolvency Act and Ontario’s Courts of Justice Act, subject to the supervision of the Ontario Superior Court of Justice (Commercial List); and the Court having considered and reviewed the Motion and the Chapter 15 Petitions and all related documents filed contemporaneously therewith, including, but not limited to, the Declaration of Pritesh Patel in Connection with the Verified Petition for Recognition of Foreign Main Proceeding and Related Relief, including all facts specifically alleged and verified therein;

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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> Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Motion.

and upon the record herein; and due and sufficient cause appearing therefor; the Court hereby finds and concludes as follows:<sup>3</sup>

A. The Receiver has demonstrated a substantial likelihood of success on the merits that the Thane Debtors are the subject of a pending foreign main proceeding in Canada and that the Receiver is the foreign representative of the Thane Debtors;

B. The Receiver has demonstrated that, without a stay on execution against the Thane Debtors' assets located in the United States and the protections of section 362 of the Bankruptcy Code, there is a material risk that the Thane Debtors will suffer irreparable harm to the value of their business, assets, and property located in the United States;

C. The Receiver has demonstrated that, without the protections of section 365 of the Bankruptcy Code, there is a material risk that key contracts may not be preserved and that counterparties to certain of the Thane Debtors' agreements may take the position that the commencement of the Canadian Proceeding authorizes them to terminate such contract or accelerate obligations thereunder;

D. The Receiver has demonstrated that such termination or acceleration, if permitted and valid, would severely disrupt the Thane Debtors' operations in the United States, result in irreparable damage to the value of the Thane Debtors' businesses in the United States, and cause substantial harm to the Thane Debtors' creditors and other parties in interest;

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<sup>3</sup> Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Rule 52 of the Federal Rules of Civil Procedure (the "Federal Rules"), made applicable by Rule 7052 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Bankruptcy Rule 9014. To the extent any finding of fact shall be determined to be a conclusion of law, it shall be so deemed, and to the extent any conclusion of law shall be determined to be a finding of fact, it shall be so deemed.

E. The Receiver has demonstrated that no injury will result to any party that is greater than the harm to the Thane Debtors' business, assets, and property located in the United States in the absence of the requested relief;

F. The Receiver has demonstrated that the interests of the public will be served by this Court's granting of the relief requested by the Receiver;

G. In the context of these cases, it would have been infeasible for the Receiver to have served notice of the Motion on all parties in interest in connection with the provisional emergency relief requested in the Motion;

H. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and section 1501 of the Bankruptcy Code;

I. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P); and

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

NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

1. The Motion is GRANTED, as set forth herein.

2. Effective October 27, 2015 at 9:00 a.m., pursuant to sections 105 and 1519 of the Bankruptcy Code, sections 362 and 365 of the Bankruptcy Code shall provisionally apply in these cases, thereby (a) staying any and all actions or proceedings against the Thane Debtors and their assets in the United States, including actions by all persons and entities to seize, attach, possess, execute against, and/or enforce any claim or lien against any property located in the United States in which any of the Thane Debtors has an interest and (b) preserving contracts that have not been terminated and staying all persons and entities from taking any action to terminate or modify any executory contract or unexpired lease with any of the Thane Debtors, including without limitation the right to rely upon any contractual provision purporting to effect a termination or modification solely because of a condition of the kind described in

section 365(e)(1) of the Bankruptcy Code.

3. Such provisional application of sections 362 and 365 of the Bankruptcy Code shall extend through and including the date on which the Court rules on the Receiver's Verified Petition for Recognition of Foreign Main Proceeding and Related Relief (Docket No. 6).

4. The Receiver shall cause notice of the entry of this Order to be served in accordance with and as set forth in the Order Scheduling Hearing on Verified Petition Under Chapter 15 for Recognition of a Foreign Main Proceeding and for Additional Relief and Assistance Under 11 U.S.C. §§105(a), 1507 and 1521 and Specifying Form and Manner of Service of Notice of Hearing (the "Notice Order").

5. Service in accordance with the terms of the Notice Order shall constitute adequate and sufficient service and notice.


6. Responses or objections to the Motion must be made pursuant to the Bankruptcy Code, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and the Bankruptcy Rules, must be in writing and describe the basis therefor, and must be filed with the Office of the Clerk of the Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801 and served so as to be received on or before <sup>November 24</sup> ~~October~~ \_\_, 2015, at 4:00 p.m. (Eastern), in accordance with the requirements of Bankruptcy Rule 1011(b), by: (i) United States counsel for the Receiver, Womble, Carlyle, Sandridge & Rice, LLP, 222 Delaware Avenue, Suite 1501, Wilmington, Delaware 19801 Attn: Mark L. Desgrosseilliers, Esq., (ii) counsel for Bank of Montreal, Chapman and Cutler, LLP, 111 West Monroe Street, Chicago, IL 60603, Attn: David T.B. Audley, Esq. and Michael T. Benz, Esq., and Klehr Harrison Harvey Branzburg LLP, 919 Market Street, Suite 1000,

Wilmington, DE 19801, Attn.: Richard M. Beck, Esq.; and (iii) counsel to the United States Trustee for the District of Delaware, Office of the United States Trustee, 844 N. King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: David L. Buchbinder, Esq.

7. Pursuant to Bankruptcy Rule 7065, the security provisions of Federal Rule 65(c) are waived.

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

Dated: Wilmington, Delaware  
October 27, 2015

  
The Honorable Kevin Gross  
United States Bankruptcy Judge