

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 Nos. 6, 7 and 21</b>

**ORDER GRANTING RECOGNITION AND RELATED RELIEF**

THIS MATTER was brought before the Court 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).

The Receiver filed Verified Petitions for Recognition of Canadian Receivership Proceedings and Related Relief on October 25, 2015 (the “Chapter 15 Petitions”), commencing the above-captioned cases under chapter 15 of title 11 of the United States Code (as amended, the “Bankruptcy Code”) and seeking the entry of an order recognizing the Canadian Proceeding as a “foreign main proceeding” under section 1517 of the Bankruptcy Code and granting such other relief as is appropriate in the circumstances.

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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).

The Court having considered and reviewed the Chapter 15 Petitions and the other pleadings and exhibits submitted by the Receiver in support thereof and due and timely notice of the filing of Chapter 15 Petitions having been given pursuant to Rule 2002(q) of the Federal Rules of Bankruptcy Procedure; and no objections having been filed to the Chapter 15 Petitions and/or the recognition and related relief granted hereby; and after due deliberation thereon; and due and sufficient cause appearing therefor, the Court finds and concludes as follows:<sup>2</sup>

- A. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and section 1501 of the Bankruptcy Code;
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P);
- C. Venue is proper in this District pursuant to 28 U.S.C. § 1410;
- D. The Receiver is a “person” within the meaning of section 101(41) of the Bankruptcy Code and is the duly appointed “foreign representative” of the Thane Debtors within the meaning of section 101(24) of the Bankruptcy Code;
- E. The cases were properly commenced pursuant to sections 1504 and 1509 of the Bankruptcy Code, and the Chapter 15 petitions meet the requirements of sections 1504 and 1515 of the Bankruptcy Code;
- F. The Canadian Proceeding is a foreign proceeding within the meaning of section 101(23) of the Bankruptcy Code;
- G. The Canadian Proceeding is entitled to recognition by this Court pursuant to section 1517 of the Bankruptcy Code;

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<sup>2</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.

H. The Canadian Proceeding is pending in Toronto, Ontario, Canada, where each of the Thane Debtors has its center of main interests within the meaning of section 1502(4) of the Bankruptcy Code, and as such constitutes a “foreign main proceeding” pursuant to section 1502(4) of the Bankruptcy Code and is entitled to recognition as a foreign main proceeding pursuant to section 1517(b)(1) of the Bankruptcy Code;

I. The Receiver is entitled to additional relief pursuant to section 1521(a)(7) of the Bankruptcy Code including the application of section 365 of the Bankruptcy Code in these chapter 15 cases, and all relief afforded foreign main proceedings automatically upon recognition pursuant to section 1520 of the Bankruptcy Code, including, without limitation, sections 362 and 363 of the Bankruptcy Code; and

J. The relief granted herein is necessary and appropriate, in the interest of the public and international comity, and consistent with the public policy of the United States.

NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

1. The Canadian Proceeding shall be and hereby is recognized as a foreign main proceeding pursuant to section 1517(b)(1) of the Bankruptcy Code, and all automatic relief under section 1520 of the Bankruptcy Code shall apply in these cases, including without limitation, sections 362(a) and 363 of the Bankruptcy Code.

2. The Receiver shall be and hereby is recognized as the foreign representative of the Thane Debtors.

3. The following additional relief is granted pursuant to section 1521 of the Bankruptcy Code:

- a. The commencement or continuation of any action or proceeding concerning the assets, rights, obligations or liabilities of the Thane Debtors including any action or proceeding against Richter Advisory Group Inc. in its capacity as Receiver, to the extent not

stayed under section 1520(a) of the Bankruptcy Code, is hereby stayed;

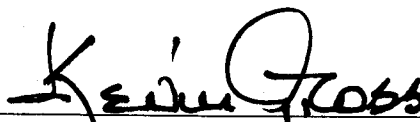
- b. Execution against the assets of the Thane Debtors located in the United States, to the extent not stayed under section 1520(a) of the Bankruptcy Code, is hereby stayed;
- c. Application of sections 363 and 365 of the Bankruptcy Code in these chapter 15 cases is hereby granted;
- d. The administration or realization of all or part of the assets of the Thane Debtors in the United States is hereby entrusted to the Receiver, and the terms of the order appointing the Receiver in the Canadian Proceeding shall apply to the Thane Debtors, their creditors, the Receiver, and any other parties-in-interest; and
- e. The right of any person or entity, other than the Receiver, to transfer or otherwise dispose of any assets of the Thane Debtors located in the United States, to the extent not suspended under section 1520(a) of the Bankruptcy Code, is hereby suspended unless authorized in writing by Order of this Court.

4. The provisional relief provided by this Court's orders entered on October 27, 2015 (Docket No. 21) is hereby extended pursuant to section 1521(a)(6) of the Bankruptcy Code.

5. This Court shall retain jurisdiction with respect to the enforcement, amendment or modification of this Order, any request for additional relief or any adversary proceeding brought in and through these cases, and any request by an entity for relief from the provisions of this Order, for cause shown, that is properly commenced and within the jurisdiction of this Court.

6. Notwithstanding Bankruptcy Rule 7062, made applicable to these cases by Bankruptcy Rule 1018, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry, and upon its entry, this Order shall become final and appealable.

Dated: Wilmington, Delaware  
December 1, 2015

A handwritten signature in black ink that reads "Kevin Gross". The signature is written in a cursive style with a large, looping "K" and "G".

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The Honorable Kevin Gross  
United States Bankruptcy Judge