

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

THE HONOURABLE)
)
MR. JUSTICE ~~PATILLO~~)
 CONWAY)
 MONDAY, THE 3rd DAY
 OF APRIL, 2017

BETWEEN:



BANK OF MONTREAL

Applicant

- and -

**THANE INTERNATIONAL, INC., THANE DIRECT, INC., THANE DIRECT
COMPANY, THANE DIRECT MARKETING INC., WEST COAST DIRECT
MARKETING, INC., THANE DIRECT CANADA INC. AND TDG, INC.**

Respondents

**ORDER
(Discharge of Receiver and Distribution)**

THIS MOTION, made by Richter Advisory Group Inc. ("**Richter**"), in its capacity as the court-appointed receiver of 2657874, Inc. (formerly Thane International Inc.), 2804906, Inc. (formerly Thane Direct, Inc.), 3244585 Nova Scotia Company (formerly Thane Direct Company), 2194124 Ontario Inc. (formerly Thane Direct Marketing Inc.), West Coast Direct Marketing, Inc., 1262775 Ontario Inc. (formerly Thane Direct Canada Inc.) and TDG, Inc. (in such capacity, the "**Receiver**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion of the Receiver; the First Report of the Receiver dated March 14, 2017 (the "**First Report**"); the Affidavit of Paul van Eyk sworn March 9, 2017 (the "**Van Eyk Affidavit**"); the Affidavit of Gordon Raman sworn March 10, 2017 (the "**Raman Affidavit**"); and on hearing the submissions of counsel for the Receiver and such other counsel

as may be present, and upon reading the affidavit of service of Rachael Belanger sworn March 16, 2017, filed;

SERVICE

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and the Motion Record be and is hereby is abridged so that the motion is properly returnable today, and that any further service thereof be and is hereby dispensed with.

CAPITALIZED TERMS

2. **THIS COURT ORDERS** that capitalized terms not defined herein shall have the meaning ascribed thereto in the First Report.

APPROVAL OF ACTIVITIES

3. **THIS COURT ORDERS** that the First Report and the Supplemental Report to the Report of the Proposed Receiver dated October 22, 2015 (the "**Supplemental Report**"), and the activities of the Receiver set out in the First Report and Supplemental Report, be and are hereby approved.

APPROVAL OF STATEMENT OF RECEIPTS AND DISBURSEMENTS

4. **THIS COURT ORDERS** that the Receiver's Statement of Cash Receipts and Disbursements to March 9, 2017, as attached to the First Report, be and is hereby approved.

APPROVAL OF FEES

5. **THIS COURT ORDERS** that the fees and disbursements of the Receiver, and that of U.S. counsel to the Receiver, namely, Womble Carlyle Sandridge & Rice, LLP (the "**U.S. Counsel**"), as described in the First Report and as set out in the Van Eyk Affidavit, including the estimated fees, inclusive of disbursements and applicable taxes, of the Receiver and U.S. Counsel up to its date of discharge, be and are hereby approved.

6. **THIS COURT ORDERS** that the fees and disbursements of the Receiver's legal counsel, Borden Ladner Gervais LLP ("**BLG**"), as described in the First Report and as set out in

the Raman Affidavit, including the estimated fees, inclusive of disbursements and applicable taxes, of BLG in connection with services to be provided to the Receiver up to its date of discharge, be and are hereby approved.

7. **THIS COURT ORDERS** that in the event that the fees and disbursements of the Receiver, U.S. Counsel or BLG exceed the estimates, such additional amounts may be paid without further order of the Court, subject to the consent of BMO and the Purchasers.

DISCHARGE OF THE COURT-ORDERED CHARGES

8. **THIS COURT ORDERS** that, upon the Receiver filing the Certificate, as defined in paragraph 11 of this Order, the Receiver's Charge, as defined in and created by the Order of the Honourable Mr. Justice Penny dated October 23, 2015, shall be fully and finally terminated, discharged and released.

DISTRIBUTIONS

9. **THIS COURT ORDERS** that the Receiver is authorized and directed to distribute the amount of \$3,370,947, in respect of the cash proceeds held by the Receiver, in respect of the Tax Refunds to 9472550 Canada Inc., 635427, Inc. and 9472541 Canada Inc., or as each of them may direct.

10. **THIS COURT ORDERS** that any surplus cash proceeds held by the Receiver following the payment of all fees and disbursements of the Receiver, U.S. Counsel and BLG, up to and including all such fees and disbursements incurred up to the filing of the Certificate with the Court, shall be paid or caused to be paid by the Receiver to BMO and to the Purchasers (as defined in the First Report, consisting of 9472541 Canada Inc., 9472550 Canada Inc., 635427, Inc. and 652134 Limited, or as each of them may direct, in accordance with the formula described in the First Report.

DISCHARGE OF THE RECEIVER

11. **THIS COURT ORDERS** that upon the Receiver filing a certificate with the Court in substantially the form attached hereto as Schedule "A" (the "**Certificate**") certifying that it has completed the Remaining Matters, as defined and described in the First Report, the Receiver

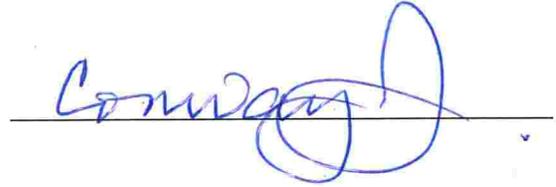
shall be discharged as Receiver of the undertakings, property and assets of 2657874, Inc. (formerly Thane International Inc.), 2804906, Inc. (formerly Thane Direct, Inc.), 3244585 Nova Scotia Company (formerly Thane Direct Company), 2194124 Ontario Inc. (formerly Thane Direct Marketing Inc.), West Coast Direct Marketing, Inc., 1262775 Ontario Inc. (formerly Thane Direct Canada Inc.) and TDG, Inc., provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of Richter in its capacity as Receiver.

12. **THIS COURT ORDERS AND DECLARES** that Richter is hereby released and discharged from any and all liability that Richter now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Richter while acting in its capacity as Receiver herein, save and except for any gross negligence or willful misconduct on the Receiver's part. Without limiting the generality of the foregoing, Richter is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or willful misconduct on the Receiver's part.

AID AND RECOGNITION

13. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, including, without limitation, the United States Bankruptcy Court for the District of Delaware, to give effect to this Order and assist the Receiver, and its respective agents, in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver, and its respective agents, in carrying out the terms of this Order.

14. **THIS COURT ORDERS** that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, including, without limitation, the United States Bankruptcy Court for the District of Delaware, for the recognition of this Order and for assistance in carrying out the terms of this Order.



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

APR 03 2017

PER / PAR:



SCHEDULE "A": FORM OF RECEIVER'S DISCHARGE CERTIFICATE

Court File No.: CV-15-11146-00CL

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

BETWEEN:

BANK OF MONTREAL

Applicant

- and -

**THANE INTERNATIONAL, INC., THANE DIRECT, INC., THANE DIRECT
COMPANY, THANE DIRECT MARKETING INC., WEST COAST DIRECT
MARKETING, INC., THANE DIRECT CANADA INC. AND TDG, INC.**

Respondents

RECEIVER'S DISCHARGE CERTIFICATE

- A. Pursuant to an Order of The Honourable Mr. Justice Penny of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated October 23, 2015, Richter Advisory Group Inc. was appointed receiver (the "**Receiver**") of the Respondents pursuant to section 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended.
- B. Pursuant to an Order of the Court dated April 3, 2017 (the "**Discharge Order**"), the Court ordered, *inter alia*, that the Receiver be discharged, effective upon the filing by the Receiver of a certificate certifying the matters set out herein.
- C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Discharge Order.

THE RECEIVER HEREBY CERTIFIES the following:

1. The Receiver is satisfied, in its discretion, that it has completed the Remaining Matters as set out in the Receiver's First Report to the Court dated March 14, 2017.

2. This Certificate was delivered by the Receiver at _____(time) on _____(date).

RICHTER ADVISORY GROUP INC.,
solely in its capacity as court-appointed receiver of 2657874, Inc. (formerly Thane International Inc.), 2804906, Inc. (formerly Thane Direct, Inc.), 3244585 Nova Scotia Company (formerly Thane Direct Company), 2194124 Ontario Inc. (formerly Thane Direct Marketing Inc.), West Coast Direct Marketing, Inc., 1262775 Ontario Inc. (formerly Thane Direct Canada Inc.) and TDG, Inc.

Per: _____
Name:
Title:

BANK OF MONTREAL - and - **THANE INTERNATIONAL, INC., et. al.**

Applicant

Respondents

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

PROCEEDINGS COMMENCED AT TORONTO

RECEIVER'S DISCHARGE CERTIFICATE

BORDEN LADNER GERVAIS LLP

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Roger Jaipargas

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(LSUC #67674B)

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

BANK OF MONTREAL - and - **THANE INTERNATIONAL, INC., et. al.**

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ORDER
(Discharge of Receiver and Distribution)

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