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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Ted Baker Canada Inc., *et al.*,¹

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 24-10699 (MEW)

Jointly Administered

**NOTICE OF FINAL HEARING AND OBJECTION DEADLINES WITH RESPECT TO
CERTAIN INTERIM RELIEF GRANTED PURSUANT TO THE COURT’S (I) ORDER
RECOGNIZING FOREIGN MAIN PROCEEDINGS AND GRANTING ADDITIONAL
RELIEF AND (II) ORDER RECOGNIZING AND ENFORCING THE REALIZATION
PROCESS APPROVAL ORDER AND GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that on April 24, 2024, Ted Baker Canada Inc., as the court-appointed foreign representative (the “Foreign Representative”) of the above-captioned debtors (the “Debtors”), which are the subject of jointly-administered proceedings under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 in the Ontario Superior Court of Justice in Toronto, Ontario, Canada (the “Canadian Proceedings”), filed in the U.S. Bankruptcy Court for the Southern District of New York (the “Court”) the *Verified Petition for Entry of Order Recognizing Foreign Main Proceedings and Granting Additional Relief* [Docket No. 6] (the “Verified Petition”) on behalf of the Debtors, seeking, among other relief, recognition of the Canadian Proceedings pursuant to Bankruptcy Code section 1517, as “foreign main proceedings” as such term is defined in Bankruptcy Code section 1502(4), and recognition and enforcement in the United States of the Initial Order, dated April 24, 2024 entered by the Canadian Court, as may be extended, amended, and/or restated;²

¹ The Debtors in these chapter 15 cases, along with the last four digits of each Debtor’s U.S. Federal Employer Identification Number (“FEIN”) or Canada Revenue Agency Business Number (“BN”), are: Ted Baker Canada Inc. (BN 3889); Ted Baker Limited (FEIN 3341); OSL Fashion Services, Inc. (FEIN 1225); and OSL Fashion Services Canada (BN 7745).

² The Canadian Court entered an Amended and Restated Initial Order on May 3, 2024 (the “ARIO”), a copy of which was attached as Exhibit A to the *Notice of Filing of Updated Proposed Recognition Order and Entered Amended and Restated Initial Order* [Docket No. 33].

PLEASE TAKE FURTHER NOTICE that on May 2, 2024, the Foreign Representative filed in this Court the *Supplement to Verified Petition for Entry of Order Recognizing Foreign Main Proceedings and Granting Additional Relief* [Docket No. 24] (the “Supplement to Verified Petition,” and together with the Verified Petition, the “Petition for Recognition”) and the *Motion of the Foreign Representative for Entry of an Order (I) Recognizing and Enforcing the Realization Process Approval Order and (II) Granting Related Relief* [Docket No. 27] (the “Realization Process Motion”) seeking, among other relief, recognition and enforcement in the United States of the Realization Process Approval Order dated May 3, 2024 entered by the Canadian Court;

PLEASE TAKE FURTHER NOTICE that on May 8, 2024 (the “Initial Hearing”), the Court held a hearing to consider the relief requested in the Petition for Recognition and the Realization Process Motion.

PLEASE TAKE FURTHER NOTICE that following the Initial Hearing, on May 9, 2024, the Court entered (I) the *Order Recognizing Foreign Main Proceedings and Granting Additional Relief* [Docket No.45] (the “Initial Recognition Order”), a copy of which is attached hereto as **Exhibit A**, and (II) the *Order Recognizing and Enforcing the Realization Process Approval Order and Granting Additional Relief* [Docket No. 44] (the “Initial Realization Process Order”), a copy of which is attached hereto as **Exhibit B**, which granted the relief sought in the Realization Process Motion on an interim basis subject to a final hearing.

PLEASE TAKE FURTHER NOTICE that the Initial Recognition Order granted, on a final basis, all of the relief sought in the Petition for Recognition (including, the recognition of the above captioned Chapter 15 cases), except for:

- (i) the KERP and any non-financing components of the ARIO that involve the use of the Debtors’ assets located in the United States other than in the ordinary course of business under section 363 of the Bankruptcy Code; and
- (ii) the DIP Facility and repayment of Interim Borrowings Obligations pursuant to, and consistent with, the ARIO and the DIP Term Sheet (as defined in the ARIO), and the indemnity and releases contained therein (the foregoing (i) and (ii), collectively, the “Interim ARIO Relief”).

PLEASE TAKE FURTHER NOTICE that pursuant to the Initial Recognition Order and Initial Realization Process Order, the Court scheduled **May 17, 2024, at 10:00 am (ET)** (the “Final Hearing”) as the final hearing to consider granting on a final basis (a) the Interim ARIO Relief and (b) the relief sought in the Realization Process Motion. Objections, if any, to granting such final relief must be filed with the Court electronically by registered users of the Court’s case filing system and served so as to be actually received by the Foreign Representative’s counsel (Cole Schotz P.C., 1325 Avenue of the Americas, 19th Floor, New York, NY 10019, Attn: Warren Usatine, Esq. (wusatine@coleschotz.com), Felice Yudkin, Esq. (fyudkin@coleschotz.com), and Mark Tsukerman, Esq. (mtsukerman@coleschotz.com)), with a copy to the DIP Lender’s counsel (Alston & Bird, 90 Park Avenue, New York, NY 10016, Attn: Stephen M. Blank, Esq. (Stephen.blank@alston.com) and Jacob Johnson, Esq. (Jacob.johnson@alston.com)) on or before **May 15, 2024 at 4:00 p.m. (ET)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE **that if no objection is timely filed and served on or before the Objection Deadline as provided above, the Court may grant, anytime after the Objection Deadline, the relief requested without a hearing or further notice** and, in such instance, will modify the Initial Recognition Order and Initial Realization Order, accordingly, to reflect the granting of the Interim ARIO Relief and Initial Realization Order, as applicable, on a final basis. If an objection is timely filed and served by the Objection Deadline, the Final Hearing will be held before the Honorable Michael E. Wiles in Room 617 of the U.S. Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, N.Y. 10004-1408.

PLEASE TAKE FURTHER NOTICE that the Final Hearing may be adjourned from time to time without further notice other than an announcement in open court or a notice of adjournment filed with the Court.

PLEASE TAKE FURTHER NOTICE that copies of all documents filed in this case can be accessed (i) at www.alvarezandmarsal.com/TBRetail or (ii) from the Court's web site, <http://ecf.nysb.uscourts.gov> (a PACER login and password are required to retrieve documents).

DATED: May 10, 2024

COLE SCHOTZ P.C.

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Counsel to Foreign Representative

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Chapter 15
)
Ted Baker Canada Inc., <i>et al.</i> , ¹) Case No. 24-10699 (MEW)
)
Debtors in a Foreign Proceeding.) (Jointly Administered)
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**ORDER RECOGNIZING AND ENFORCING THE REALIZATION PROCESS
APPROVAL ORDER AND GRANTING ADDITIONAL RELIEF**

Upon the motion (the “Motion”)² filed by Ted Baker Canada Inc. as foreign representative (the “Foreign Representative”) of the above-captioned debtors (collectively, the “Debtors”), under sections 105, 363, 1520, and 1521 of the Bankruptcy Code, for entry of an order (this “Order”): (a) recognizing and enforcing the Realization Process Approval Order, attached hereto as **Exhibit 1**, approving, among other things, (i) the Sale Guidelines, (ii) the Debtors’ entry into the Consulting Agreement, attached hereto as **Exhibit 2**, and (b) granting such other relief as the Court deems just and proper, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and 11 U.S.C. §§ 109 and 1501 and the *Amended Standing Order of Reference to Bankruptcy Judges of the District Court for the Southern District of New York*, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. § 1410(1) and (3); and appropriate, sufficient and timely notice of the Motion and the hearing

¹ The Debtors in these chapter 15 cases, along with the last four digits of each Debtor’s U.S. Federal Employer Identification Number (“FEIN”) or Canada Revenue Agency Business Number (“BN”), are: Ted Baker Canada Inc. (BN 3889); Ted Baker Limited (FEIN 3341); OSL Fashion Services, Inc. (FEIN 1225); and OSL Fashion Services Canada Inc. (BN 7745).

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Motion.

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and beneficial to the Debtors; and this Court having held a hearing on May 8, 2024 (the “Hearing”) to consider the relief requested in the Motion; and there being no objections or other responses filed or made that have not been overruled, withdrawn, or otherwise resolved; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:

A. On May 3, 2024, the Canadian Court entered the Realization Process Approval Order, approving among other things, (a) the Sale Guidelines, (b) the Debtors’ entry into the Consulting Agreement, and (c) other related relief.

B. The relief granted hereby is necessary and appropriate to effectuate the objectives of chapter 15 of the Bankruptcy Code to protect the Debtors and the interests of their creditors and other parties in interest, is consistent with the laws of the United States, international comity, public policy, and the policies of the Bankruptcy Code, and will not cause any hardship to any party in interest that is not outweighed by the benefits of the relief granted because the parties in interest in these cases are sufficiently protected by the provisions in the Realization Process Approval Order and this Order.

C. Absent the requested relief, the efforts of the Debtors, the Canadian Court, and the Foreign Representative in conducting the Canadian Proceedings and effectuating the restructuring under Canadian law may be frustrated, a result contrary to the purposes of chapter 15 of the Bankruptcy Code.

D. The Court entered an Order on May 3, 2024 that shortened notice for the conduct of the Hearing on the Motion and that specified the persons to whom notice was to be given. Notice was given in accordance with this Court’s Order, and no objections to the relief sought in the Motion have been filed and objections, if any, made at the Hearing have been overruled, withdrawn, or otherwise resolved.

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and recognition of courts in the United States in enforcing and carrying out the relief granted in the Realization Process Approval order.

F. The Motion involves the use of property and the incurrence of an obligation. Rule 6003 of the Federal Rules of Bankruptcy Procedure provides that a motion to use or sell property, or otherwise to incur an obligation regarding the estate, shall not be granted within 21 days after the filing of a petition, except to the extent that relief is necessary to avoid immediate and irreparable harm. In this case the Debtors' petitions for relief were filed on April 24, 2024 (15 days ago). However, it appears that immediate and irreparable harm would result if this Court were not to approve the Motion on an interim basis.

G. All creditors and other parties in interest, including the Debtors, are sufficiently protected by the grant of relief ordered hereby.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is granted on an interim basis to the extent set forth herein.
2. A final hearing on the Motion will be held on May 17, 2024, at 10:00 a.m. (ET) (the "Final Hearing"), at which the Court will consider granting the relief set forth herein on a final basis. Objections, if any, to the Court granting the Motion on a final basis shall be filed and served so as to be actually received by the Foreign Representative's counsel (Cole Schotz P.C., 1325 Avenue of the Americas, 19th Floor, New York, NY 10019, Attn: Warren Usatine, Esq. (wusatine@coleschotz.com), Felice Yudkin, Esq. (fyudkin@coleschotz.com), and Mark Tsukerman, Esq. (mtsukerman@coleschotz.com), with a copy to the DIP Lender's counsel (Alston & Bird, 90 Park Avenue, New York, NY 10016, Attn: Stephen M. Blank, Esq. (Stephen.blank@alston.com) and Jacob Johnson, Esq. (Jacob.johnson@alston.com)) on or before **May 15, 2024 at 4:00 p.m. (ET)** (the "Objection Deadline"). If no objections are filed on or before the Objection Deadline, the Court may enter an order granting the Motion on a final basis without further notice or hearing.

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any immaterial or administrative amendments thereto, including those necessary to give effect to the substance, intent and implementation of such orders, either as provided in the Realization Process Approval Order or as approved by the Canadian Court, are fully recognized and given full force and effect on an interim basis within the territorial jurisdiction of the United States.

4. The Sale Guidelines are hereby fully recognized and given full force and effect in the United States on an interim basis and shall apply with respect to parties, premises and property of the Debtors, including the Sale Assets, located within the territorial jurisdiction of the United States. In the event of any conflict between the Sale Guidelines, this Order, and any Side Letter entered into pursuant to Paragraph 9 of the US Store Sale Guidelines, the terms of such Side Letter shall control with respect to the applicable landlord and Store.

5. The proceeds of Sales shall be applied to satisfy the obligations of the Debtors, and paid consistent with the priorities, set forth in the ARIO and the DIP Term Sheet (as defined in the ARIO).

6. This Court retains jurisdiction to enforce the terms and provisions of the Realization Process Approval Order in the territorial jurisdiction of the United States.

7. The portion of the Realization Process Approval Order that authorized and approved the Debtors' entry into the Consulting Agreement, on the terms set forth in the Realization Process Approval Order, is recognized, authorized, and approved by this Court and is enforceable within the territorial jurisdiction of the United States.

8. The failure specifically to include any particular provision of the Realization Process Approval Order in this Order shall not diminish or impair the effectiveness of such provision.

9. On an interim basis, the Debtors and any party to the Consulting Agreement may exercise the respective rights and remedies available to them under the Consulting Agreement in

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the terms thereof and the Realization Process Approval Order.

10. On an interim basis, all persons and entities subject to the jurisdiction of the United States are enjoined and restrained from taking any actions inconsistent with, or interfering with the enforcement and implementation of, the Realization Process Approval Order or any documents incorporated by the foregoing, including the instituting of any action or proceeding in any court (other than in the Bankruptcy Court) or administrative body seeking an order or judgment against, among others, the Debtors, the Consultant, or the landlords at the closing locations that might in any way directly or indirectly obstruct or otherwise interfere with or adversely affect the conduct of the Sales or sale of the Merchandise, FF&E or Additional Consultant Goods or other liquidation sales at the closing locations based upon any relief authorized herein.

11. The Additional Consultant Goods shall be consigned to the Debtors as a true consignment under Article 9 of the Uniform Commercial Code and otherwise in accordance with applicable law. Consultant is hereby granted a first priority security interest in and lien upon the (i) Additional Consultant Goods and (ii) proceeds realized upon a sale or other disposition thereof.

12. The Consultant is hereby granted a first priority, senior security interest in and lien upon: (i) the Additional Consultant Goods; and (ii) all proceeds (including, without limitation, processor receivables and credit card proceeds) realized upon a sale or other disposition of Additional Consultant Goods ((i) and (ii) collectively the “Consultant Collateral”). Subject to the preceding sentence, and only upon entry of this Order, the security interests and liens granted to Consultant herein in and upon the Consultant Collateral shall be deemed valid, binding, enforceable, and properly perfected as provided for in Section 8 of the Consulting Agreement without the requirement of filing financing statements or undertaking any other steps aimed at creating, effectuating or evidencing the perfection thereof or of providing notifications to any prior secured parties; provided, that Consultant is hereby authorized, but shall not be required, to deliver all required notices and file all necessary perfection documents and amendments thereof under the

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goods thereunder and Applicants as the consignee therefor, and Consultant's security interest in and lien upon such Additional Consultant Goods and related proceeds.

13. On an interim basis, to the extent that the sale of Merchandise and/or Additional Consultant Goods in the US Stores pursuant to the Consulting Agreement and this Order would otherwise be subject to any applicable federal, state, or local statute, ordinance, or rule, or licensing requirement directed at regulating "going out of business," "store closing," similar inventory liquidation sales, or bulk sale laws, including laws restricting safe, professional, and non-deceptive, customary advertising such as signs, banners, posting of signage, and use of sign-walkers solely in connection with the sale and including ordinances establishing license or permit requirements, waiting periods, time limits or bulk sale restrictions that would otherwise apply solely to the sale of the Merchandise and/or Additional Consultant Goods under the auspices of the Consulting Agreement and this Order (collectively, "Applicable Sale Laws"), the Debtors and the Consultant shall be presumed to be in compliance with any Applicable Sale Laws and are authorized to conduct the Sale in accordance with the terms of this Order, the Consulting Agreement and the Sale Guidelines without the necessity of further showing compliance with any such Applicable Sale Laws.

14. The Foreign Representative, the Debtors, and the Consultant are authorized to take all actions they deem necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion and the Realization Process Approval Order, including, but not limited to, executing the Consulting Agreement and performing under the Realization Process Approval Order, the Consulting Agreement, the Sale Guidelines, and any documents incorporated by the foregoing.

15. Notwithstanding anything in this Order or the Sale Guidelines to the contrary, if and to the extent that (i) the landlord of any US Store (as defined in the Consulting Agreement) has an issue with a particular term or provision of the US Sale Guidelines (but not the US Sale

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consensually among such landlord, the Debtors and the Consultant after meeting and conferring on the matter in good faith, such landlord may file a motion seeking relief from this Court, which may be heard on an expedited basis, in respect of such term or provision of the US Sale Guidelines by no later than May 20, 2024 and the Debtors and/or Consultant may not object to such motion solely on the basis of this Order having been granted.

16. Notwithstanding any provisions in the Bankruptcy Rules to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

17. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: New York, New York
May 9, 2024

s/Michael E. Wiles
The Honorable Michael E. Wiles
United States Bankruptcy Judge

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

) Chapter 15
In re:)
) Case No. 24-10699 (MEW)
Ted Baker Canada Inc., <i>et al.</i> , ¹)
) (Joint Administration Requested)
Debtors in a Foreign Proceeding.)
)
)
)

**ORDER RECOGNIZING FOREIGN MAIN
PROCEEDINGS AND GRANTING ADDITIONAL RELIEF**

A hearing having been held (the “Hearing”) to consider the chapter 15 petitions for each of the above-captioned debtors (the “Debtors”) and the Verified Petition, filed on April 24, 2024, and the Supplement to Verified Petition, filed on May 2, 2024 (together, the “Verified Petition,” and together with the chapter 15 petitions, the “Petitions”)² of Ted Baker Canada, the duly authorized foreign representative (the “Foreign Representative”) of the above-captioned debtors (the “Debtors”) for entry of an order pursuant to sections 105(a), 362, 1517, 1520, 1521 and 1522 of the Bankruptcy Code: (i) recognizing the Canadian Proceedings as foreign main proceedings pursuant to sections 1517 and 1520 of the Bankruptcy Code, (ii) recognizing the Foreign Representative as the “foreign representative,” as defined in section 101(24) of the Bankruptcy Code, in respect of the Canadian Proceedings, (iii) recognizing and enforcing the Initial CCAA

¹ The Debtors in these chapter 15 cases, along with the last four digits of each Debtor’s U.S. Federal Employer Identification Number (“FEIN”) or Canada Revenue Agency Business Number (“BN”), are: Ted Baker Canada Inc. (BN 3889); Ted Baker Limited (FEIN 3341); OSL Fashion Services, Inc. (FEIN 1225); and OSL Fashion Services Canada (BN 7745).

² Capitalized terms used but not otherwise defined herein shall have, except as otherwise noted, the meanings ascribed to them (including by cross reference) in the ARIO (as defined in the Verified Petition), and if not defined therein, the Verified Petition.

Order, as amended and restated pursuant to the ARIO, (iv) granting a stay of execution against the Debtors' assets and applying section 362 of the Bankruptcy Code in these Chapter 15 Cases pursuant to sections 1520(a)(1), 1521(a) and 105(a) of the Bankruptcy Code, and (v) granting certain additional relief pursuant to section 1521 of the Bankruptcy Code; and upon this Court's review and consideration of the Petitions, the Adams Declaration, the supplemental declaration of Antoine Adams dated May 6, 2024, the declaration of Tracy C. Sandler dated May 6, 2024, and the Provisional Relief Motion, and the evidence admitted at the Hearing to consider the Petitions; and due and proper notice of the Petitions having been provided; and no other or further notice being necessary or required; and no objections or other responses having been filed that have not been overruled, withdrawn, or otherwise resolved; and all interested parties having had an opportunity to be heard at the Hearing; and after due deliberation and sufficient cause appearing therefor, the Court makes the following findings of fact and conclusions of law:³

- a. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference to Bankruptcy Judges of the District Court for the Southern District of New York*, dated January 31, 2012 (Preska, C.J.).
- b. This is a core proceeding under 28 U.S.C. § 157(b)(2)(P).
- c. Venue is proper in this district pursuant to 28 U.S.C. § 1410(1) and (3).
- d. The Foreign Representative is the duly appointed "foreign representative" of the Debtors, as such term is defined in 11 U.S.C. § 101(24).
- e. These chapter 15 cases were properly commenced pursuant to 11 U.S.C. §§ 1504, 1509 and 1515.

³ The findings and conclusions set forth herein constitute the Court's findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052, made applicable to this proceeding pursuant to Bankruptcy Rule 9014. To the extent any of the following findings of fact constitute conclusions of law, or any of the following conclusions of law constitute findings of fact, they are adopted as such.

- f. The Foreign Representative has satisfied the requirements of 11 U.S.C. § 1515 and Fed. R. Bankr. P. 1007(a)(4) and 2002(q).
- g. The Debtors have satisfied the eligibility requirements of 11 U.S.C. §§ 109(a) and 1517(a).
- h. The Canadian Proceedings currently pending before the Canadian Court and provisions made thereunder for the protection, administration and distribution of the Debtors' assets, are "foreign proceedings," as such term is defined in 11 U.S.C. § 101(23).
- i. The Canadian Proceedings are pending in the country where each Debtor's center of main interests is located, are "foreign main proceedings," as such term is defined in 11 U.S.C. § 1502(4), and are entitled to recognition as "foreign main proceedings" pursuant to 11 U.S.C. § 1517(b)(1).
- j. This Court entered an Order on April 24, 2024 that shortened notice for the conduct of a Hearing on the Petition for Recognition and that specified the persons to whom notice was to be given. Notice was given in accordance with this Court's Order, and no objections to the recognition of the Canadian Proceedings has been filed.
- k. The Canadian Proceedings are entitled to recognition by this Court pursuant to 11 U.S.C. § 1517.
- l. On April 24, 2024, the Canadian Court entered the Initial CCAA Order, pursuant to which, among other things, Ted Baker Canada and Ted Baker Limited were authorized to incur the Interim Borrowings, which mature on May 8, 2024 and are secured by the Interim Lender's Charge on the Property (as defined in the Initial CCAA Order) of each of the Debtors.

- m. Later on April 24, 2024, this Court entered the Provisional Relief Order, which was amended in minor respects on April 26, 2024. The Provisional Relief Order stated, among other things, that to the extent the Court's approval was required the Debtors were authorized to obtain the Interim Borrowings subject to and secured by the Interim Lender's Charge, to apply the Interim Lender's Charge to the Debtors' assets located in the United States, and to confirm that the Interim Lender's existing liens and security interests shall apply with respect to the Interim Borrowings, in each case in accordance with the terms set forth in paragraphs 34 to 38 of the Initial CCAA Order. The Provisional Relief Order further provided that, "if and when recognition of the Canadian Proceedings is granted, and if and when the Initial CCAA Order is made enforceable in the United States, the [Interim] Lender shall be entitled to the protections of section 364(e) of the Bankruptcy Code."
- n. On May 3, 2024, the Canadian Court entered the ARIO. The Canadian Court found that the approval of a modest proposed KERP (covering eight employees with a maximum cost of \$250,000) was necessary and appropriate. Furthermore, the Canadian Court found that the Debtors required additional financing in order to continue with their efforts to maximize the values of their assets and thereby to maximize the recoveries for all constituents in the Canadian Proceedings.
- o. Accordingly, the ARIO, among other things, (i) approved the KERP, (ii) authorized and empowered Ted Baker Canada and Ted Baker Limited to obtain and borrow under a credit facility on the terms and subject to the conditions set forth in the DIP Term Sheet, provided that principal borrowings under such credit facility shall not, individually or in the aggregate, exceed USD \$28,000,000 unless permitted by

further Order of the Canadian Court, (iii) authorized and directed each of the Debtors to pay and perform all of its DIP Financing Obligations to the DIP Lender under and pursuant to the DIP Term Sheet and the Definitive Documents (such facility, the “DIP Facility”) as and when the same become due and are to be performed, (iv) as security for the DIP Financing Obligations (but, for the avoidance of doubt, no obligations incurred before the entry of the ARIO), the ARIO granted the DIP Lender the DIP Lender’s Charge on the Debtors’ Property, having the characteristics, attributes, and priority as set forth in the ARIO, including paragraphs 45-53 therein, and (v) as further provided in paragraph 39 of the ARIO, provides that the Interim Lender’s Charge shall be terminated, released and discharged upon indefeasible payment in full of the Interim Borrowing Obligations from proceeds of the First Advance (as defined in the DIP Term Sheet), without any other act or formality.

- p. In addition to the DIP Lender’s Charge and Interim Lender’s Charge, the ARIO also provides for additional Charges with respect to the Debtors’ Property—the Administration Charge, Directors’ Charge, and KERP Charge, with all Charges having the respective characteristics, attributes, priorities, and limitations set forth in the ARIO, including specifically, paragraphs 48-53 therein. The Directors’ Charge and KERP Charge are subordinate to the Administration Charge, DIP Lender’s Charge, Interim Lender’s Charge, and the security granted by the Debtors with respect to the Existing Credit Facility (excluding the Interim Borrowings) (the “Existing Secured Lender Protections”).

- q. In the ARIO, the Canadian Court requested the aid and recognition of courts in the United States in enforcing and carrying out the relief granted in the ARIO.
- r. The relief granted herein is necessary to implement the ARIO as it relates to the Debtors and their US Property, and is a condition precedent to the Debtors' ability to draw on the DIP Facility.
- s. It appears from the ARIO and other papers submitted to the Court that the terms of the proposed DIP Facility were filed with the Canadian Court on or about May 1, 2024.
- t. The Foreign Representative has asked for recognition of the ARIO and, in connection therewith, for final approval of the KERP and of the DIP Financing pursuant to sections 363, 364, 1520(a) and 1521(a)(7) of the Bankruptcy Code.
- u. The motion for approval of the KERP involves the use of property and the incurrence of an obligation. Rule 6003 of the Federal Rules of Bankruptcy Procedure provides that a motion to use or sell property, or otherwise to incur an obligation regarding the estate, shall not be granted within 21 days after the filing of a petition, except to the extent that relief is necessary to avoid immediate and irreparable harm. In this case the petition for relief was filed on April 24, 2024 (15 days ago). However, it appears that immediate and irreparable harm would result if this Court were not to grant the interim relief set forth in this Order.
- v. Rule 4001 of the Federal Rules of Bankruptcy Procedure provides that a motion for authority to obtain credit may not be heard earlier than 14 days after service of the motion, but that the court may conduct a hearing prior to the expiration of such 14 day period and authorize such credit during that 14-day period as is necessary and

appropriate “to avoid immediate and irreparable harm to the estate pending a final hearing.” The materials submitted by the parties show that this Court’s interim approval of the DIP Financing, on the terms and in the amounts specified in the ARIO, is necessary to preserve and maximize the values of the Debtors’ assets, to permit the orderly conduct of the realization process, and to prevent irreparable harm to the Debtors and their estates.

- w. The Foreign Representative has demonstrated, and its showings are verified by the findings of the Canadian Court, that (i) the Debtors are unable to obtain the requisite financing on an unsecured basis (even if such unsecured credit were to be a super-priority administrative expense), (ii) the Interim Borrowing Obligations and DIP Facility are necessary to preserve the Property of the Debtors, (iii) the terms of the Interim Borrowing Obligations and DIP Facility are fair, reasonable, and adequate, given the circumstances and in the Debtors’ reasonable business judgment, (iv) the Debtors are unable to obtain credit that does not have the priority set forth in the ARIO, (v) the terms of the Interim Borrowing Obligations and the DIP Facility were entered into in good faith by the Debtors and the Interim Lender and DIP Lender, as applicable, (vi) and the Interim Lender would not have extended the Interim Borrowings and the DIP Lender will not extend the DIP Facility, in each case without the protections contained (1) in the Provisional Relief Order, and (2) in this Order, as applicable.
- x. CIBC, as secured lender under the Existing Credit Facility (as defined in the ARIO) (such facility, without accounting for any Interim Borrowings pursuant to the Interim CCAA Order, the “Pre-petition Facility” and CIBC, as secured lender under

the Pre-Petition Facility, the “Existing Secured Lender”), is entitled to adequate protection of its interests in the collateral securing the indebtedness under the Pre-petition Facility (the “Prepetition Collateral”) from any diminution in value from the use, sale or lease of the Prepetition Collateral and the imposition of the automatic stay, including the use of their “cash collateral” (within the meaning of section 362(a) of the Bankruptcy Code, the “Cash Collateral”) and the enforcement of any of the Charges against any of the Prepetition Collateral. Accordingly, the Existing Secured Lender is entitled to, and the Debtors have agreed in their reasonable business judgment to provide, adequate protection as set forth in this Order, which terms and conditions are fair and reasonable and were negotiated in good faith and at arm’s-length.

- y. Each of the injunctions contained in this Recognition Order (i) is within the Court’s jurisdiction, (ii) is essential to the success of the Debtors’ restructuring in the Canadian Proceedings, (iii) confers material benefits on, and is in the best interests of, the Debtors and their creditors, and (iv) is important to the overall objectives of such restructuring.
- z. The relief granted hereby is necessary and appropriate, in the interests of the public and international comity, consistent with the public policy of the United States, and warranted under 11 U.S.C. §§ 105(a), 362, 363, 364, 365(e), 1507, 1509, 1517, 1520, 1521 and 1522, and will not cause hardship to creditors of the Debtors or other parties in interests that is not outweighed by the benefits of granting that relief.

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Canadian Proceedings are granted recognition with respect to each of the Debtors as a foreign main proceeding pursuant to 11 U.S.C. §§ 1517(a) and 1517(b)(1).

2. Ted Baker Canada is recognized as the “foreign representative” as defined in section 101(24) of the Bankruptcy Code in respect of the Canadian Proceedings.

3. The Debtors and the Foreign Representative are granted all relief set forth in 11 U.S.C. § 1520(a), subject to the terms hereof.

4. The relief granted in the ARIO (with the exception of the portions that relate to the DIP Financing, the KERP, and any non-financing components of the ARIO that involve the use of the Debtors’ assets located in the United States other than in the ordinary course of business under section 363 of the Bankruptcy Code) is hereby recognized and given full force and effect, on a final basis, with respect to the Debtors and the US Property, including, for the avoidance of doubt, the authority to pay, withhold, or deduct any taxes, levies, duties or other charges owing to Governmental Authorities (as that term is defined in the DIP Term Sheet) in the United States consistent with the DIP Term Sheet and the ARIO.

5. The relief granted in the ARIO with respect to (a) the KERP and any non-financing components of the ARIO that involve the use of the Debtors’ assets located in the United States other than in the ordinary course of business under section 363 of the Bankruptcy Code, and (b) the DIP Facility and repayment of Interim Borrowings Obligations pursuant to, and consistent with, the ARIO and the DIP Term Sheet, and the indemnity and releases contained therein, is hereby recognized and given force and effect on an interim basis on the terms set forth in the ARIO (collectively, and solely with respect to the aforementioned interim relief granted pursuant to this paragraph 5, the “Interim ARIO Relief”) pending the Final ARIO Relief Hearing (defined below), at which the Court will consider granting all such relief on a final basis.

6. On an interim basis the Debtors are authorized to implement the KERP and obtain financing in accordance with and in the amounts set forth in the ARIO. In connection therewith,

the Court recognizes and shall enforce (a) the KERP Charge, as defined in the ARIO and as applied to the Debtors' assets located in the United States, as security for amounts payable to the Key Employees in accordance with and pursuant to the KERP, subject to the priorities, terms and conditions of the ARIO; and (b) the Interim Lender's Charge and the DIP Lender's Charge, each as defined in the ARIO, which applies to all of Debtors' assets located in the United States, subject to the priorities, terms, and conditions of the ARIO, to secure current and future amounts outstanding under the Debtors' Interim Borrowing Obligations and the DIP Facility.

7. A final hearing with respect to the Interim ARIO Relief granted herein will be held on **May 17, 2024 at 10:00 a.m. (ET)** (the "Final ARIO Relief Hearing"). For the avoidance of doubt, all other relief granted herein is on a final basis. Objections, if any, to the Court granting the Interim ARIO Relief on a final basis shall be filed and served so as to be actually received by the Foreign Representative's counsel (Cole Schotz P.C., 1325 Avenue of the Americas, 19th Floor, New York, NY 10019, Attn: Warren Usatine, Esq. (wusatine@coleschotz.com), Felice Yudkin, Esq. (fyudkin@coleschotz.com), and Mark Tsukerman, Esq. (mtsukerman@coleschotz.com), with a copy to the DIP Lender's counsel (Alston & Bird, 90 Park Avenue, New York, NY 10016, Attn: Stephen M. Blank, Esq. (Stephen.blank@alston.com) and Jacob Johnson, Esq. (Jacob.johnson@alston.com)) on or before **May 15, 2024 at 4:00 p.m. (ET)** (the "Objection Deadline"). If no objections are filed on or before the Objection Deadline, the Court may enter an order granting the Interim ARIO Relief on a final basis without further notice or hearing.

8. The claims of the DIP Lender under the DIP Facility to the extent of the DIP Lender's Charge and the claims of the Interim Lender with respect to the Interim Borrowing Obligations to the extent of the Interim Lender's Charge shall be secured by super-priority liens in all US Property (collectively, the "DIP Liens") and (to the extent that claims against the Debtors

are adjudicated or paid within the territorial jurisdiction of the United States) shall be allowed super-priority administrative expense claims against the Debtors with priority over all other liens in the US Property or claims of any kind against the Debtors (to the extent that claims against the Debtors are adjudicated or paid within the territorial jurisdiction of the United States), now existing or hereafter arising, subject only to, and consistent with, the rank and priorities set forth in the ARIO, including specifically paragraph 48.

9. Within the territorial jurisdiction of this Court, this Recognition Order shall be sufficient and conclusive notice and evidence of the grant, validity, perfection, and priority of the DIP Liens without the necessity of executing any guarantee, security or other document or filing or recording this Recognition Order or any financing statement, mortgage, or other instrument or document which may otherwise be required under the law of any jurisdiction; provided that the Debtors are authorized to execute, and the Interim Lender, DIP Lender and Existing Secured Lender may, within the territorial jurisdiction of this Court, file or record, any financing statements, mortgages, other instruments or any other document to further evidence the liens authorized, granted, and perfected hereby and by the ARIO.

10. To the extent this Court's approval is required, the Debtors are hereby authorized and empowered to execute and deliver the Credit Documents, the DIP Term Sheet and the Definitive Documents, as applicable, and the Debtors are hereby authorized and directed to pay and perform all of their indebtedness, interest, fees, liabilities, and obligations to the Interim Lender and DIP Lender due under and pursuant to the Interim Borrowing Obligations, DIP Facility, the DIP Term Sheet, the Credit Documents, and the Definitive Documents and ARIO including, but not limited to, the fees and expenses of the Interim Lender's and DIP Lender's Canadian and United States counsel, and other advisors, as and when the same become due and

are to be performed, notwithstanding any other provision of this Recognition Order and without any further order of this Court.

11. The Existing Secured Lender is entitled to adequate protection of its interests in the Prepetition Collateral from any diminution in value resulting from the use, sale, or lease of the Prepetition Collateral including the use of Cash Collateral, or the imposition of the automatic stay. Accordingly, the Existing Secured Lender is (a) granted valid, binding, enforceable and perfected liens (the “Adequate Protection Liens”) in all US Property and (to the extent that claims against the Debtors are adjudicated or paid within the territorial jurisdiction of the United States) shall be allowed super-priority administrative expense claims against the Debtors to secure the claims of the Existing Secured Lender under the Pre-petition Facility to the extent of the Existing Secured Lender Protections (the “Adequate Protection Claims”) equal to any diminution in the value of their interests in the Prepetition Collateral subsequent to the date of the filing of the Petitions resulting from the use of the use, sale or lease of the Prepetition Collateral, consistent with, the rank and priorities set forth in the ARIIO, including specifically paragraph 48 and (b) entitled to receive payment for, and the Debtors are authorized to pay, the reasonable and documented fees and expenses incurred by the Existing Secured Lender’s Canadian and U.S. counsel and other advisors, whether incurred before or after the Petition Date. Nothing herein shall prejudice, impair, or otherwise affect the rights of the Existing Secured Lender to seek any other or supplemental relief in respect of their adequate protection rights.

12. The terms of the Interim Borrowing Obligations and the DIP Facility have been negotiated in good faith and at arm’s-length between the Debtors and the Interim Lender and DIP Lender, respectively. Any financial accommodations made to the Debtors by the Interim Lender or the DIP Lender in connection with and pursuant to the Interim Borrowing Obligations or DIP

Facility (each pursuant to, and consistent with, the Initial CCAA Order and ARIO, as applicable) shall be deemed to have been made by the Interim Lender or the DIP Lender, as applicable, in good faith, as that term is used in section 364(e) of the Bankruptcy Code. Accordingly, pursuant to sections 364(e), 1519(a)(3), 1521(a)(7), and 105(a) of the Bankruptcy Code, section 364(e) of the Bankruptcy Code hereby applies for the benefit of the Interim Lender and the DIP Lender, and the validity of the indebtedness, and the DIP Liens and the priority thereof pursuant to the ARIO, shall not be affected by any reversal or modification of this Recognition Order on appeal.

13. No action, inaction or acquiescence by the Interim Lender, the DIP Lender or Existing Secured Lender, including, without limitation, funding the Debtors' ongoing operations consistent with this Recognition Order and the ARIO, shall be deemed to be or shall be considered as evidence of any alleged consent by the Interim Lender, DIP Lender or Existing Secured Lender to a charge against US Property pursuant to sections 506(c), 552(b) or 105(a) of the Bankruptcy Code. To the extent consistent with the ARIO and the CCAA, with respect to the US Property, the Interim Lender, DIP Lender, and Existing Secured Lender shall not be subject in any way whatsoever to (i) the equitable doctrine of "marshaling" or any similar doctrine with respect to the collateral, (ii) subject to the Administration Charge, section 506(c), which the Debtors waive with respect to the Interim Lender, DIP Lender, and Existing Secured Lender and (iii) the "equities of the case" exception found within section 552(b).

14. Pursuant to 11 U.S.C. § 1520(a)(1), the automatic stay authorized by 11 U.S.C. § 362 shall apply with respect to the Debtors and the US Property; *provided however*:

(a) the foregoing relief shall not abridge or modify, and shall rather in all respects be subject to, the rights and protections of the Interim Lender, the DIP Lender

and Existing Secured Lender as provided by this Recognition Order, the ARIO, and/or any other order of the Canadian Court in the Canadian Proceedings;

(b) the automatic stay shall be subject to all exceptions set forth in sections 362 and other provisions of the Bankruptcy Code; and

(c) the stay provided by this Order shall not be applicable to any act that is permitted, and that is not stayed, by Orders entered in the Canadian Proceeding.

15. The Foreign Representative is authorized to operate the business of the Debtors that is the subject of the Canadian Proceedings and is granted (and is authorized to exercise) the rights and powers of a trustee in a bankruptcy in the United States during these chapter 15 cases to the extent provided by 11 U.S.C. § 1520(a)(3). The right to transfer, encumber, or otherwise dispose of the Debtors' assets in the United States hereby is restricted pursuant to the terms of the ARIO and any other order entered in the Canadian Proceedings.

16. Pursuant to 11 U.S.C. § 1521(a)(5), the administration, realization, and distribution of the Debtors' assets within the territorial jurisdiction of the United States is entrusted to the Foreign Representative and the Foreign Representative is hereby established as the exclusive representative of the Debtors in the United States, subject to the priorities, terms, and conditions specified in the ARIO.

17. Pursuant to 11 U.S.C. §§ 1521(a)(6) and 1521(a)(7), all prior relief granted to the Debtors or the Foreign Representative by this Court pursuant to section 1519(a) or 1521 of the Bankruptcy Code shall be extended and that certain Provisional Relief Order shall remain in full force and effect.

18. Pursuant to 11 U.S.C. § 1521(a)(7), 11 U.S.C. § 365(e) shall apply such that no provision in (or right or obligation under) an executory contract or unexpired lease may be

terminated or modified solely because of a provision in such contract or lease that is conditioned on the insolvency of the Debtors, the filing of the Canadian Proceedings, or the filing of these Chapter 15 Cases.

19. The Foreign Representative, the Debtors and their respective agents are authorized to serve or provide any notices required under the Bankruptcy Rules or the local rules of this Court.

20. No action taken by the Foreign Representative, the Debtors, or their respective successors, agents, representatives, advisors, or counsel in preparing, disseminating, applying for, implementing, or otherwise acting in furtherance of or in connection with the Canadian Proceedings, this Recognition Order, these Chapter 15 Cases, or any adversary proceeding herein, or any further proceeding commenced hereunder, shall be deemed to constitute a waiver of the rights or benefits afforded such persons under 11 U.S.C. §§ 306 and 1510.

21. Subject to the ARIO and DIP Term Sheet, nothing in this Recognition Order shall be deemed to waive, release, extinguish or estop the Foreign Representative or the Debtors from asserting, or otherwise impair or diminish, any right, claim, cause of action, defense, offset or counterclaim in respect of any asset or interest with respect to, among other things, the License Agreements with ABG, any lease for real property, the warehousing of any property of Debtors or Prepetition Collateral, or otherwise.

22. Notwithstanding any provision in the Bankruptcy Rules to the contrary, including, but not limited to, Bankruptcy Rules 7062 and 1018, (i) this Recognition Order shall be effective immediately and enforceable upon its entry; (ii) the Foreign Representative is not subject to any stay in the implementation, enforcement or realization of the relief granted in this Recognition Order; and (iii) the Foreign Representative and the Debtors are authorized and empowered, and

may in their discretion and without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Recognition Order.

23. A copy of this Recognition Order shall be served (i) within three business days of entry of this Recognition Order, by electronic mail to the extent email addresses are available and otherwise by United States mail, overnight or first-class postage prepaid, upon the Notice Parties (as defined in the *Order Scheduling Recognition Hearing and Specifying Form and Manner of Service of Notice* [Docket No. 19]), the Office of the United States Trustee, and such other entities as the Court may direct and (ii) by posting on the Monitor's web site at www.alvarezandmarsal.com/TBRetail. Such service shall constitute good and sufficient service and adequate notice for all purposes.

24. The Court shall retain jurisdiction with respect to: (i) the enforcement, amendment or modification of this Recognition Order; (ii) any requests for additional relief or any adversary proceeding brought in or through these Chapter 15 Cases; and (iii) any request by an entity for relief from the provisions of this Recognition Order, for cause shown, as to any of the foregoing, and provided the same is properly commenced and within the jurisdiction of this Court.

25. This Recognition Order shall be effective and enforceable immediately upon entry and shall constitute a final order within the meaning of 28 U.S.C. § 158(a), to the extent set forth herein.

Dated: New York, New York
May 9, 2024

s/Michael E. Wiles
THE HONORABLE MICHAEL E. WILES
UNITED STATES BANKRUPTCY JUDGE