

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE) THURSDAY, THE 24th
)
MR. JUSTICE MCEWEN) DAY OF JANUARY, 2019



**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF RELAY BLOCKER, LLC, THE RELAY GROUP
HOLDINGS, LLC, RELAY 1-P HOLDINGS, RELAY INTERMEDIATE HOLDINGS,
LLC, RELAY CLASS D, LLC, THE RELAY GROUP, LLC, THE RELAY SHOE
COMPANY, LLC, DRYDOCK FOOTWEAR, LLC, DD MANAGEMENT SERVICES
LLC, AND RELAY OPCO CANADA ULC (THE "DEBTORS")**

**APPLICATION OF RELAY BLOCKER, LLC UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

O R D E R

THIS MOTION, made by Richter Advisory Group Inc. ("**Richter**"), in its capacity as the Court-appointed information officer (the "**Information Officer**") in respect of these proceedings, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an order substantially in the form enclosed in the Motion Record seeking, among other things, approval of the fees and activities of the Information Officer and its counsel, the discharge of the Information Officer and the termination of the Part IV CCAA proceedings, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the sixth report of the Information Officer dated January 17, 2019 (the "**Sixth Report**"), and on hearing the submissions of counsel for the Debtors and the Information Officer, and those other parties present, no one appearing for any other person on the service list, although duly served as appears from the Affidavit of Service of Sanja Sopic sworn January 18, 2019, filed,

CAPITALIZED TERMS

1. **THIS COURT ORDERS** that capitalized terms not defined herein shall have the meanings ascribed thereto in the Sixth Report.

APPROVAL OF RICHTER'S ACTIVITIES AND REPORTS

2. **THIS COURTS ORDERS** that (i) the Pre-Filing Report and the activities of Richter in its capacity as the proposed Information Officer, as described in the Pre-Filing Report, and (ii) the reports of Richter in its capacity as Information Officer dated June 14, 2018 (the "**First Report**"), July 19, 2018 (the "**Second Report**"), July 27, 2018 (the "**Third Report**"), July 31, 2018 (the "**Fourth Report**"), December 21, 2018 (the "**Fifth Report**") and the activities of Richter in its capacity as the Information Officer, as described in the First Report, Second Report, Third Report, Fourth Report and Fifth Report respectively, be and are hereby approved; provided, however, that only the Information Officer, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

3. **THIS COURT ORDERS** that the Sixth Report and the activities of Richter in its capacity as the Information Officer, as described in the Sixth Report, be and are hereby approved; provided, however, that only the Information Officer, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

APPROVAL OF FEES

4. **THIS COURT ORDERS** that the fees and disbursements of the Information Officer as described in the Sixth Report and as set out in the affidavit of Adam Sherman sworn January 16, 2019 (the "**Sherman Affidavit**"), including the estimated fees and disbursements of the Information Officer up to its date of discharge, be and are hereby approved.

5. **THIS COURT ORDERS** that the fees and disbursements of the Information Officer's US legal counsel, Womble Bond Dickinson (US) LLP ("**Womble**"), as described in the Sixth Report and as set out in the affidavit of Ericka Johnson sworn January 16, 2019, (the "**Johnson Affidavit**"), including the estimated fees and disbursements of Womble in connection with

services to be provided to the Information Officer up to its date of discharge, be and are hereby approved.

6. **THIS COURT ORDERS** that the fees and disbursements of the Information Officer's legal counsel, Stikeman Elliott LLP ("**Stikeman**"), as described in the Sixth Report and as set out in the affidavit of Elizabeth Pillon sworn January 15, 2019, (the "**Pillon Affidavit**"), including the estimated fees and disbursements of Stikeman in connection with services to be provided to the Information Officer up to its date of discharge, be and are hereby approved.

TERMINATION OF THE PART IV CCAA PROCEEDINGS

7. **THIS COURT ORDERS** that, effective upon the Information Officer filing with the Court the Discharge Certificate in the form attached hereto as Schedule "A" certifying that it has attended to the Remaining Matters (the "**Discharge Certificate**"), the within proceedings commenced under Part IV of the CCAA will be terminated. For greater certainty, effective upon the filing of the Discharge Certificate by the Information Officer, the stay of proceedings, as provided for in the Supplemental Order and the Initial Recognition Order will be terminated.

DISCHARGE OF RICHTER AS INFORMATION OFFICER

8. **THIS COURT ORDERS** that upon the filing of the Discharge Certificate, the Information Officer shall be discharged as Information Officer, provided however that notwithstanding its discharge herein, (a) the Information Officer shall remain Information Officer for the performance of such incidental duties as may be required to complete the administration of these proceedings, and (b) the Information Officer 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 Information Officer.

9. **THIS COURT ORDERS** that, effective upon the filing of the Discharge Certificate, the Information Officer shall be released and discharged from any and all liability that the Information Officer now has or may hereafter have by reason of, or in any way arising out of, these proceedings or the acts or omissions of the Information Officer while acting in its capacity as Information Officer in these proceedings, save and except for liability arising from its gross negligence or wilful misconduct. Without limiting the generality of the foregoing, the

Information Officer shall be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, within these proceedings.

10. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against the Information Officer in any way arising from or related to its capacity or conduct as Information Officer in these proceedings, except with prior leave of this Court and on prior written notice to the Information Officer.

DISCHARGE OF THE COURT-ORDERED CHARGES

11. **THIS COURT ORDERS** that, effective upon the filing of the Discharge Certificate, (i) the Administration Charge, and (ii) the BLG Charge be and are hereby fully and finally terminated, discharged and released.

AID AND RECOGNITION

12. **THIS COURT ORDERS** that notwithstanding the termination of the within proceedings effective upon the filing of the Discharge Certificate, Richter or any interested person may return to this Court for advice and directions regarding (i) the steps necessary to facilitate Richter's role as Rockport Canada Plan Administrator, and (ii) distributions to Canadian creditors from the Rockport Canada Fund. Without limiting the foregoing, this Court orders that paragraph 7 of the December 21 Order shall survive and remain in full force and effect notwithstanding the discharge of the Information Officer and the termination of the within proceedings.

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 to give effect to this Order and to assist the Foreign Representative, the Debtors, the Information Officer and their 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 Foreign Representative, the Debtors, the Information Officer, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Foreign Representative, the Debtors, the Information Officer and their respective agents in carrying out the terms of this Order.

14. **THIS COURT ORDERS** that each of the Foreign Representative, the Debtors, and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court,

tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

A handwritten signature in black ink, appearing to be 'M. G. S.', written over a horizontal line.

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

JAN 24 2019

PER / PAR:

A handwritten signature in blue ink, appearing to be 'M. G. S.', written next to the 'PER / PAR:' label.

SCHEDULE “A”

Court File No. CV-18-597987-00CL

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

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**AND IN THE MATTER OF RELAY BLOCKER, LLC, THE RELAY GROUP
HOLDINGS, LLC, RELAY 1-P HOLDINGS, RELAY INTERMEDIATE HOLDINGS,
LLC, RELAY CLASS D, LLC, THE RELAY GROUP, LLC, THE RELAY SHOE
COMPANY, LLC, DRYDOCK FOOTWEAR, LLC, DD MANAGEMENT SERVICES
LLC, AND RELAY OPCO CANADA ULC (THE “DEBTORS”)**

**APPLICATION OF APPLICATION OF RELAY BLOCKER, LLC UNDER SECTION 46
OF THE *COMPANIES’ CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS
AMENDED**

INFORMATION OFFICER’S DISCHARGE CERTIFICATE

- A. Pursuant to the Supplemental Order (Foreign Main Proceeding) of Mr. Justice McEwen of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated May 16, 2018, Richter Advisory Group Inc. (“**Richter**”) was appointed as the information officer (the “**Information Officer**”).
- B. Pursuant to an Order of the Court dated January 24, 2019 (the “**Discharge Order**”), the Court ordered, *inter alia*, that the Information Officer be discharged, effective upon the filing 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 INFORMATION OFFICER HEREBY CERTIFIES the following:

1. The Information Officer is satisfied, in its discretion, that it has completed the Remaining Matters as set out in the Information Officer’s Sixth Report to the Court dated January 17, 2019.

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

RICHTER ADVISORY GROUP INC.

in its capacity as Court-appointed Information Officer of Relay Blocker, LLC, The Relay Group Holdings, LLC, Relay 1-P Holdings, Relay Intermediate Holdings, LLC, Relay Class D, LLC, The Relay Group, LLC, The Relay Shoe Company, LLC, Drydock Footwear, LLC, DD Management Services LLC, and Relay Opco Canada ULC

Per: _____

Name:

Title:

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SUPERIOR COURT OF JUSTICE
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PROCEEDINGS COMMENCED AT TORONTO

INFORMATION OFFICER'S DISCHARGE CERTIFICATE

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Lawyers for the Information Officer

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PROCEEDINGS COMMENCED AT TORONTO

ORDER
(Termination and Discharge)

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