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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)

Joint Administration Requested

**EX PARTE MOTION FOR ENTRY OF AN ORDER SHORTENING THE NOTICE
PERIODS FOR EMERGENCY HEARINGS ON MOTIONS OF FOREIGN
REPRESENTATIVE FOR (I) ENTRY OF AN ORDER GRANTING PROVISIONAL
RELIEF PURSUANT TO SECTIONS 105 AND 1519 OF THE BANKRUPTCY CODE,
(II) ENTRY OF AN ORDER GRANTING JOINT ADMINISTRATION OF CHAPTER 15
CASES AND (III) ENTRY OF AN ORDER SCHEDULING A HEARING ON CHAPTER
15 PETITION FOR RECOGNITION AND SPECIFYING FORM AND MANNER
OF SERVICE, AND GRANTING RELATED RELIEF**

Ted Baker Canada Inc., the 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 as amended, (the “CCAA”) in the Ontario Superior Court of Justice in Toronto, Ontario, Canada (the “Canadian Proceedings”), respectfully submits this motion (the “Motion to Shorten”) for entry of

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).

an order, substantially in the form attached hereto of as **Exhibit A** (the “Proposed Order”), pursuant to Rule 9006(c) of the Federal Rules of Bankruptcy Procedure (“Rule 9006(c)”), shortening notice with respect to (a) the *Motion of Ted Baker Canada Inc., as Foreign Representative of Ted Baker Canada Inc. and Certain of Its Affiliates for an Order Granting Certain Provisional Relief* (the “Provisional Relief Application”)², (b) the *Motion for Order Pursuant to Bankruptcy Rule 1015(b) Directing Joint Administration of Chapter 15 Cases* (the “Joint Administration Motion”), and (c) the *Motion for Order Scheduling Recognition Hearing and Specifying Form and Manner of Service of Notice* (the “Scheduling Motion”), filed contemporaneously herewith. In support of this Motion, the Foreign Representative respectfully states as follows:

Background

1. The relevant factual background is set forth in the Provisional Relief Application, the *Declaration of Antoine Adams in Support of Verified Petition for Entry of an Order Recognizing Foreign Main Proceedings and Granting Additional Relief* (the “Adams Declaration”), and the *Verified Petition for Entry of Order Recognizing Foreign Main Proceedings and Granting Additional Relief* (the “Verified Petition”), which are incorporated herein by reference.

2. As set forth in detail in the Adams Declaration, the Debtors’ financial and operational performance has struggled and the consolidated business has failed to achieve positive cash flow. The negative cash flow and working capital issues have caused a strain on the Debtors liquidity, resulting in significant arrears owing to certain vendors including ABG pursuant to the

²Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Provisional Relief Application or the Adams Declaration.

License Agreements. In light of their current financial crisis, the potential termination of the License Agreement and the potential cessation of shipments by the Debtors' third-party warehouse distribution provider, the Debtors sought relief under the CCAA and Chapter 15 of the Bankruptcy Code.

Jurisdiction and Venue

3. This Court has subject matter jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and sections 105(a) and 1519 of the Bankruptcy Code.

4. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(P).

5. Venue is proper in this district pursuant to 28 U.S.C. §§ 1410(1) and (3).

6. The basis for the relief requested herein is Rule 9006(c). The Debtors have properly commended these chapter 15 cases under sections 1504 and 1509 of the Bankruptcy Code by filing the Verified Petition seeking recognition of the Canadian Proceedings.

Relief Requested

7. By this Motion to Shorten, the Debtors seek entry of the Proposed Order: (a) shortening the notice period with respect to the Provisional Relief Application, the Joint Administration Motion and the Scheduling Motion (collectively, the "Motions"); and (b) scheduling an emergency hearing on the Motions ("Emergency Hearing"). As described in the Motions and the Adams Declaration, the Debtors seek provisional relief on an emergent basis to, among other things, (i) obtain the benefits of a stay of ABG's purported right to terminate the License Agreements on or after April 26, 2024 and (ii) obtain critical funding from the Interim Lender.

Basis for Relief Requested

8. Bankruptcy Rule 9006(c)(1) authorizes the Court, for cause shown, to reduce notice periods for motions. *See* Fed. R. Bankr. P. 9006(c)(1) ("[W]hen an act is required or allowed to be

done at or within a specified time by these rules or by a notice given thereunder or by order of the court, the court for cause shown may in its discretion with or without motion or notice order the period reduced.”). *In re Shateaugay Corp.*, 111 B.R. 399, 407-08 (S.D.N.Y. 1990).

9. Cause exists to shorten the notice period for the Provisional Relief Application. As set forth in the Provisional Relief Application, provisional relief is urgently needed to avoid irreparable harm resulting from the potential termination of critical leases and contracts including the License Agreements with ABG and the piecemeal loss of assets from individual creditor collection and enforcement efforts.

10. Further, the Court’s consideration of the Motions on an expedited basis is imperative because, without the application of the stay and the ability of the Foreign Representative to control the Debtors’ assets located in the United States, there is a material risk of individual creditors commencing individual enforcement actions against the Debtors and their properties located in the United States during the period between the petition date and the date on which this Court determines whether to recognize the Canadian Proceeding. The relief requested would maximize the Debtors’ ability to maintain value for distribution through the Canadian Proceeding.

11. In addition, a precondition to receiving funding from the Interim Lender is the relief sought via the Provisional Relief Application. The Debtor will suffer immediate and irreparable harm if it does not have access to such funds.

12. As discussed in the Adams Declaration, in order to avoid an abrupt shutdown of their business, the Debtors require immediate access to the Interim Borrowings. That funding is necessary to provide sufficient liquidity for the Debtors to continue their operations and give vendors, employees and other critical parties who deal with the Debtors confidence that the

Debtors have access to funds to meet their post-filing obligations to such parties. If such requested relief is not granted, the Debtors will ultimately be unable to meet their obligations and maintain the operation of their business.

13. Considering the Motions at the Emergency Hearing is analogous to the Court hearing “first day motions” in cases brought under chapter 11 of the Bankruptcy Code. The relief sought in the Provisional Relief Application is interim in nature and can only be made final after adequate notice is provided as contemplated by section 1519(e) and Federal Rule of Civil Procedure 65. The relief sought in the Joint Administration and Scheduling Motion is procedural in nature and will not prejudice any party. Therefore, in light of the foregoing, cause exists for the Court to hear the Motions on an urgent basis at the Emergency Hearing, as such is necessary to protect the Debtors’ assets within the jurisdiction of the United States and to protect the interests of the Debtors’ creditors by facilitating a centralized reorganization process pending recognition of the Canadian Proceeding as a foreign main proceeding.

14. For these reasons, the Debtors respectfully request that the Court schedule a hearing on the Motions no later than April 25, 2024.

15. Finally, the Debtors request that the Court grant this Motion to Shorten without notice to third parties.

No Prior Request

16. The Foreign Representative has not previously sought the relief requested herein from this or any other court.

WHEREFORE, for the foregoing reasons, the Foreign Representative respectfully requests that the Court: (a) enter the Proposed Order substantially in the form attached as **Exhibit A**; and (b) grant such other and further relief as is just and proper.

DATED: April 24, 2024

Respectfully submitted,

COLE SCHOTZ P.C.

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Exhibit A

Proposed Order

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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

**ORDER GRANTING EX PARTE MOTION FOR ENTRY OF AN ORDER
SHORTENING THE NOTICE PERIODS FOR EMERGENCY HEARINGS ON
MOTIONS OF FOREIGN REPRESENTATIVE FOR (I) ENTRY OF AN ORDER
GRANTING PROVISIONAL RELIEF PURSUANT TO SECTIONS 105 AND 1519 OF
THE BANKRUPTCY CODE, (II) ENTRY OF AN ORDER GRANTING JOINT
ADMINISTRATION OF CHAPTER 15 CASES AND (III) ENTRY OF AN ORDER
SCHEDULING A HEARING ON CHAPTER 15 PETITION FOR
RECOGNITION AND SPECIFYING FORM AND MANNER
OF SERVICE, AND GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion to Shorten”) of Ted Baker Canada Inc., as the foreign representative (the “Foreign Representative”) of the above-captioned debtors (the “Debtors”), for entry of an order shortening the notice periods for an emergency hearing (the “Emergency Hearing”) on the (a) the *Motion of Ted Baker Canada Inc., as Foreign Representative of Ted Baker Canada Inc. and Certain of Its Affiliates for an Order Granting Certain Provisional*

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).

Relief (the “Provisional Relief Application”)², (b) the *Motion for Order, Pursuant to Bankruptcy Rule 1015(b) Directing Joint Administration of Chapter 15 Cases* (the “Joint Administration Motion”), and (c) the *Motion for Order Scheduling Recognition Hearing and Specifying Form and Manner of Service of Notice* (the “Scheduling Motion,” and collectively with the Emergency Motion and Joint Administration Motion, the “Motions”); and upon this Court’s review and consideration of the Motion to Shorten, the *Verified Petition for Entry of Order Recognizing Foreign Main Proceedings and Granting Additional Relief* (the “Verified Petition”), the *Declaration of Antoine Adams in Support of Verified Petition for Entry of an Order Recognizing Foreign Main Proceedings and Granting Additional Relief* (the “Adams Declaration”); and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 112(b), 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P); and venue being proper before this Court pursuant to 28 U.S.C. § 1410; and this Court having determined that the legal and factual bases set forth in this Motion to Shorten establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion to Shorten is in the best interests of the Debtors and their creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor:

IT IS HEREBY ORDERED THAT:

1. The Motion to Shorten is GRANTED as set forth herein.
2. Responses or Objections to the Motions may be presented at the Hearing.

²Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Provisional Relief Application.

3. An emergency hearing (“Emergency Hearing”) on the Motions shall be held on _____**.m. (E.S.T.) on April 25, 2024** before the Honorable Michael E. Wiles in [_____] of the U.S. Court for the Southern District of New York, One Bowling Green, New York, NY 10004-1408.

4. The Debtors shall serve notice of this Order on (i) the Office of the United States Trustee for the Southern District of New York, (ii) counsel for CBIC, (iii) counterparties to the License Agreements, (iv) the Debtors’ landlords and (v) Future Forwarding (3PL).

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion to Shorten.

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

Dated: April ___, 2024
New York, New York

Honorable Michael E. Wiles
United States Bankruptcy Judge