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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

**EX PARTE MOTION FOR ENTRY OF AN ORDER SHORTENING THE NOTICE
PERIOD FOR 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**

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 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, shortening notice with

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).

respect to 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* (the “Realization Process Motion”),² filed contemporaneously herewith, and scheduling the Realization Process Motion for an emergency hearing (“Emergency Hearing”) on May 8, 2024. In support of this Motion, the Foreign Representative respectfully states as follows:

Background

1. On April 24, 2024, the Debtors filed petitions under the CCAA to commence proceedings under the supervision of the Canadian Court. On that same day, the Canadian Court entered its initial order (the “Initial CCAA Order”) granting the Debtors certain relief under the CCAA and appointing Ted Baker Canada as the Foreign Representative. The Initial CCAA Order also appointed Alvarez & Marsal Canada Inc. (“A&M” or the “Monitor”) as monitor pursuant to the CCAA to, among other things, assist the Debtors in their business and financial affairs in accordance with section 23 of the CCAA and the terms of the Initial CCAA Order.

2. Promptly following the Canadian Court’s entry of the Initial CCAA Order, on April 24, 2024 (the “Petition Date”), the Foreign Representative filed chapter 15 petitions for each of the Debtors and the *Verified Petition for Entry of Order Recognizing Foreign Main Proceedings and Granting Additional Relief* (the “Verified Petition”) [Docket No. 6] commencing the Chapter 15 Cases. The Chapter 15 Cases are being jointly administered for procedural purposes only.

3. In support of this Motion to Shorten, the Foreign Representative relies upon and incorporate herein by reference the Declaration of Joshua Nevsky, attached hereto as **Exhibit B** (the “Nevsky Declaration”). The relevant factual background is set forth in the Realization Process

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Realization Process Motion.

Motion, the *Declaration of Antoine Adams in Support of Verified Petition for Entry of an Order Recognizing Foreign Main Proceedings and Granting Additional Relief* [Docket No. 4] (the “Adams Declaration”), and the Verified Petition, which are incorporated herein by reference.

Jurisdiction and Venue

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

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

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

7. The basis for the relief requested herein is Bankruptcy Rule 9006(c).

Relief Requested

8. The Foreign Representative seeks entry of the Proposed Order shortening the notice period with respect to the Realization Process Motion. As described in the Realization Process Motion, the Foreign Representative seeks recognition and enforcement of the Realization Process Approval Order and authorization to immediately commence an orderly realization process.

Basis for Relief Requested

9. Bankruptcy Rule 9006(c)(1) authorizes the Court, for cause shown, to reduce the notice period for a motion. *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.”).

10. The Foreign Representative respectfully submits that cause exists to shorten the notice period with respect to the Realization Process Motion. As set forth in the Nevsky Declaration, the Debtors are significantly cash constrained. The Debtors are over-drawn under their Existing Credit Facility, the additional Interim Borrowings under the Existing Credit Facility

approved by the Initial CCAA Order have nearly been exhausted (and, in any event, mature as of May 8, 2024), and the Debtors' DIP Lender is unwilling to continue to fund operations in the ordinary course absent the protections contemplated in the DIP Facility.

11. Outside of the commencement of a realization process and approval of the DIP Facility which will allow the Debtors to expeditiously commence the orderly realization process contemplated by the Proposed Realization Process Approval Order, the Debtors will be cash-flow negative and, consequently, will erode the DIP Lender's cash collateral.

12. The Debtors' Proposed DIP Facility is conditioned upon, *inter alia*, (a) this Court's issuance of an order recognizing and enforcing the proposed Realization Process Approval Order by no later than May 8, 2024, and (b) the Debtors commencing the Realization Process by no later than May 13, 2024. The Debtors seeks to commence sales under the proposed Sale Guidelines on May 9, 2024.

13. Accordingly, the Foreign Representative respectfully submits that cause exists for the Court to hear the Realization Process Motion on an urgent basis on May 8, 2024 (*i.e.*, the date of the Recognition Hearing) as such relief is necessary to protect the Debtors' assets within the jurisdiction of the United States and to protect the interests of the Debtors' creditors.

No Prior Request

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

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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: May 2, 2024

Respectfully submitted,

COLE SCHOTZ P.C.

By: /s/Warren A. Usatine
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Counsel to Foreign Representative

Exhibit A

Proposed Order

**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)

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**ORDER GRANTING EX PARTE EX PARTE MOTION FOR ENTRY OF AN ORDER
SHORTENING THE NOTICE PERIOD FOR 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**

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 period for 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* (the “Realization Process Motion”); and the Court having considered the Realization Process Motion, the Motion to Shorten and all pleadings submitted in support thereof, including the Nevsky Declaration; and the Court having jurisdiction to consider the Motion to Shorten and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion to Shorten 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

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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. A hearing on the Realization Process Motion shall be held at **10:00a.m. (E.S.T.) on May 8, 2024** (the “Hearing”) before the Honorable Michael E. Wiles in Room 617 of the U.S. Court for the Southern District of New York, One Bowling Green, New York, NY 10004-1408.
3. Any objections or responses to the Realization Process Motion may be made at the Hearing.
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’ U.S. 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: May __, 2024
New York, New York

The Honorable Michael E. Wiles
United States Bankruptcy Judge

Exhibit B

Declaration of Joshua Nevsky

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

In re:

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DECLARATION OF JOSHUA NEVSKY

I, Joshua Nevsky, do hereby declare as follows:

1. I am a Senior Vice-President at Alvarez & Marsal Canada Inc., which is the Court-appointed monitor of the Debtors in the Canadian Proceedings.² I have personal knowledge of the facts set forth herein.

2. I submit this declaration in support of the Foreign Representative's *Ex Parte Motion for Entry Of An Order Shortening the Notice Periods for 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* (the "Motion to Shorten") seeking shortened notice and an expediting hearing with respect to 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* (the "Realization Process Motion") and to schedule such hearing on May 8, 2024, which is the date of the Recognition Hearing.

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Realization Process Motion (defined below).

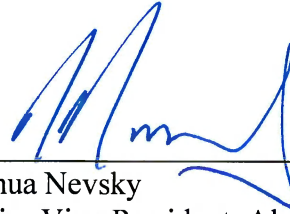
3. There are several reasons that the Realization Process Motion requires expedited consideration by this Court. The Company requires ongoing access to financing from its proposed DIP Facility with Canadian Imperial Bank of Commerce (“CIBC,” or the “DIP Lender”) – which is also the Company’s prepetition secured lender under its Existing Credit Facility – to continue its business operations during these proceedings. The Company is cash flow negative and its finances are therefore significantly constrained. The Company is over-drawn under their Existing Credit Facility relative to its borrowing base, the additional Interim Borrowings under the Existing Credit Facility approved by the Initial Order granted in the Canadian Proceedings have nearly been exhausted and in any event mature as of May 8, 2024, and the DIP Lender is unwilling to continue to fund operations in the ordinary course absent the protections contemplated in the DIP Facility. As things stand, outside of the commencement of a realization process and approval of the DIP Facility which will allow the Company to expeditiously commence the orderly realization process contemplated by the Proposed Realization Process Approval Order, the Company will be cash-flow negative and, consequently, will erode the DIP Lender’s cash collateral.

4. As such, the Company’s Proposed DIP Facility is conditioned upon, *inter alia*, (a) this Court’s issuance of an order recognizing and enforcing the proposed Realization Process Approval Order by no later than May 8, 2024, and (b) the Company commencing the Realization Process by no later than May 13, 2024. The Company seeks to commence sales under the proposed Sale Guidelines on May 9, 2024.

5. Based on the foregoing, I believe there is ample cause for the Court to schedule the hearing with respect to the Realization Process Motion on May 8, 2024, which is the date of the Recognition Hearing.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true
and correct.

Executed on May 2, 2024
Toronto, Ontario, Canada



Joshua Nevsky
Senior Vice-President, Alvarez & Marsal
Canada Inc., solely in its capacity as
Monitor of the Debtors, and not in a
personal or corporate capacity