

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

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In re: :
 : Chapter 15
 THE JOHN FORSYTH SHIRT :
 COMPANY LTD., *et al.*¹ : Case No. 13-10526 (SCC)
 :
 Debtors in Foreign Proceeding. : Jointly Administered
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ORDER GRANTING RECOGNITION AND RELATED RELIEF

Upon the request of BDO Canada Limited, the court-appointed monitor (the “Monitor”) and authorized foreign representative of the proceedings (the “Canadian Proceedings”) of The John Forsyth Shirt Company Ltd. (“Forsyth Canada”), Forsyth Holdings, Inc. (“Forsyth Holdings”) and Forsyth of Canada, Inc. (“Forsyth USA” and together with Forsyth Canada and Forsyth Holdings, the “Forsyth Entities”) under Canada’s *Companies Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended, the “CCAA”) pending before the Ontario Superior Court of Justice (Commercial List) (the “Ontario Court”), seeking an order recognizing the Canadian Proceedings as foreign main proceedings and enforcing pursuant to section 1507, 1520, 1521, 363, 364 and 105 of the Bankruptcy Code the Initial Order of the Ontario Court, dated February 22, 2013 (the “Initial Order”); due and timely notice of the filing of the Chapter 15 Petitions having been given in accordance with this Court’s order dated February 22, 2013, approving the form and manner of service thereof (the “Service Order”), which notice is deemed adequate for all purposes such that no other or further notice thereof need be given; and the Court having considered and reviewed the other pleadings and exhibits submitted by the Monitor

¹ The debtors in these cases and the last four digits of each debtor’s tax identification number are as follows: The John Forsyth Shirt Company Ltd. (RC0001), Forsyth Holdings, Inc. (7524), and Forsyth of Canada, Inc. (7526).

in support of the Chapter 15 Petitions; and the Court having determined that the relief requested by the Monitor is in the best interests of the Forsyth Entities, their creditors and other parties in interest; and any objections to the Chapter 15 Petitions that have not been withdrawn or resolved having been or are hereby overruled.

Therefore, after due deliberation and sufficient cause appearing therefor, the Court finds and concludes as follows:

(A) This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and section 1501 of the Bankruptcy Code.

(B) This is a core proceeding pursuant to 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 Monitor is a person within the meaning of section 101(41) of the Bankruptcy Code and is the duly appointed foreign representative of each of the Forsyth Entities within the meaning of section 101(24) of the Bankruptcy Code.

(E) The Chapter 15 Cases were properly commenced pursuant to sections 1504 and 1515 of the Bankruptcy Code.

(F) The Chapter 15 Petitions meet, and the Monitor has satisfied, the requirements of section 1515 of the Bankruptcy Code.

(G) The Canadian Proceedings are foreign proceedings within the meaning of section 101(23) of the Bankruptcy Code.

(H) The Canadian Proceedings are entitled to recognition by this Court pursuant to section 1517 of the Bankruptcy Code.

(I) The Canadian Proceedings are pending in Ontario, Canada, and Canada is the center of main interests of each of the Forsyth Entities. As such, the Canadian Proceedings

constitute foreign main proceedings pursuant to section 1502(4) of the Bankruptcy Code and are entitled to recognition as foreign main proceedings pursuant to section 1517(b)(1) of the Bankruptcy Code.

(J) The Monitor is entitled to all the relief provided by sections 1520, 1521(a) and 1521(b) of the Bankruptcy Code, without limitation.

(K) 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, warranted pursuant to section 1521 of the Bankruptcy Code, and will not cause any hardship to any party in interest that is not outweighed by the benefits of granting that relief.

(L) The interest of the public will be served by this Court granting the relief requested by the Monitor.

(M) Time is of the essence in the Canadian Proceedings and cause has been shown as to why this Order should not be subject to the stay provided by Rule 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") or any other stay of effectiveness.

NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

1. The Chapter 15 Petitions are granted.
2. The Canadian Proceedings are hereby recognized and granted recognition as foreign main proceedings pursuant to section 1517 of the Bankruptcy Code.
3. All provisions of section 1520 of the Bankruptcy Code apply in these Chapter 15 Cases, including, without limitation, the stay under section 362 of the Bankruptcy Code and the ability to obtain financing under Section 364 of the Bankruptcy Code, throughout the duration of these Chapter 15 Cases or until otherwise ordered by this Court.

4. The Initial Order, including any extensions, amendments or modifications thereto, is hereby given full force and effect within the territorial jurisdiction of the United States. The transactions already consummated or authorized by the Initial Order but not yet consummated, including without limitation, the entry into the DIP Facility (as defined in the Initial Order), also are and shall be recognized and granted comity and given full force and effect in the United States to the same extent that they are given effect in Canada, and each is binding on all creditors of the Forsyth Entities and any of their successors or assigns.

5. The Forsyth Entities and the Monitor are authorized and empowered to cause to be filed with the secretary of state of any state or other applicable officials of any applicable governmental units any and all certificates, agreements, or amendments necessary or appropriate to effectuate the provisions of this Order, as any officer of the Forsyth Entities or the Monitor may determine are necessary or appropriate. Consistent with 8 Del. C. § 303, the execution of any such document or the taking of any such action is deemed conclusive evidence of the authority of such person to so act on behalf of Forsyth USA and Forsyth Holdings. Without limiting the generality of the foregoing, this Order shall constitute all approvals and consents, if any, required by the corporation law of the state of Delaware for Forsyth USA and Forsyth Holdings with respect to the implementation of this Order, and the transactions contemplated thereby and hereby.

6. Notwithstanding Bankruptcy Rules 6004, 7062, and 9021, this Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing.

7. This Court shall retain jurisdiction with respect to the enforcement, amendment or modification of this Order, any request for additional relief or any adversary proceeding brought in and through these Chapter 15 Cases, and any request by an entity for relief from the provisions

of this Order, for cause shown, that is properly commenced and within the jurisdiction of this Court.

8. This Order shall be served on or before March 21, 2013, in accordance with the Service Order and shall constitute adequate and sufficient service and notice of this Order.

9. The Chapter 15 Petitions and related filings shall be made available by the Monitor through its website at <http://www.bdo.ca/forsyth> or upon request at the offices of its counsel: Richards, Layton & Finger, One Rodney Square, 920 North King Street, Wilmington, Delaware 19801, Attention: Russell C. Silberglied.

10. Notwithstanding Bankruptcy Rule 7062, made applicable to these Chapter 15 Cases by Bankruptcy Rule 1018, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry, and upon its entry, this Order shall become final and appealable.

Dated: March 18, 2013
New York, New York

/s/ Shelley C. Chapman
HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE