

**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.*<sup>1</sup> : Case No. 13-10526 (SCC)  
 :  
 Debtors in Foreign Proceeding. : Jointly Administered  
 :  
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**ORDER GRANTING MOTION FOR  
PROVISIONAL RELIEF AND AN INTERIM STAY**

This matter was brought upon by the motion (the “Motion”)<sup>2</sup> of BDO Canada Limited (the “Monitor”), as the court-appointed monitor and authorized foreign representative for 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”), pursuant to sections 1519 and 1521 of title 11 of the United States Code (the “Bankruptcy Code”), for (i) entry of an emergency order (the “Provisional Order”) which imposes a stay of all proceedings in the United States against the Monitor or the Forsyth Entities, and the Forsyth Entities’ business, property or assets located in the United States and any attempt to collect thereon or to terminate executory contracts and recognizes the Initial Order on an interim basis, and grants certain relief under section 342 and 364 of the Bankruptcy Code on an interim basis and (ii) concurrently with or after entry of a recognition order under section 1517 of the Bankruptcy Code, the entry of a final order (the “Final Order”) recognizing the Initial Order, and extending the stay granted in the Provisional

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<sup>1</sup> 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).

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

Order on a permanent basis. This Order constitutes the Court's granting of the Provisional Order and schedules a further hearing on the request for a Final Order.

The Court has considered and reviewed the Motion, the *Verified Petition for Recognition of Foreign Proceedings and Related Relief* filed by the Monitor under chapter 15 of the Bankruptcy Code (the "Petition"), and the Memorandum of Law filed in support of the Petition and the Motion. The Court also has considered any objections thereto and has held a hearing in connection with the request for an Provisional Order. Based on the foregoing, this Court finds and concludes as follows:

(A) The Monitor has demonstrated a reasonable probability that the Canadian Proceedings will be recognized as foreign main proceedings;

(B) The Monitor has demonstrated that the commencement or continuation of any proceeding or action against the Monitor or the Forsyth Entities, or the Forsyth Entities' business, assets or property, and an attempt to collect thereon, as well as any act to obtain or exercise control over property belonging to the Forsyth Entities thereon or any act to terminate executory contracts, should be enjoined pursuant to sections 362(a) and 1519(a) of the Bankruptcy Code to permit the fair and efficient administration of the estates in the Canadian Proceedings and to preserve the status quo for the benefit of creditors, and the relief requested will not cause either an undue hardship nor create any hardship to parties in interest that is not outweighed by the benefits of this order;

(C) The Monitor has demonstrated that unless a temporary restraining order is issued, there is a material risk that one or more parties in interest will take action against the Forsyth Entities or their assets, thereby interfering with the jurisdictional mandate of this Court under chapter 15 of the Bankruptcy Code, interfering with and causing harm to the Monitor's

efforts to administer and reorganize the Forsyth Entities' estates pursuant to the Canadian Proceedings. As a result, the Monitor, the Forsyth Entities and their creditors will suffer immediate and irreparable harm for which they will have no adequate remedy at law and therefore it is necessary that the Court grant the relief requested on an emergency basis;

(D) The interest of the public will be served by this Court's granting of the relief requested by the Monitor;

(E) The requests to recognize the portions of the Initial Order relating to financing are appropriate relief available to a monitor pursuant to sections 364, 363 and 105(a) of the Bankruptcy Code and therefore relief is proper under sections 1519(a)(5) and 1521(a)(7) of the Bankruptcy Code;

(F) This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334;

(G) This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P); and

(H) Venue is proper in this District pursuant to 28 U.S.C. §1410(a)(1) and (3).

NOW THEREFORE, IT IS HEREBY ORDERED as follows:

1. Pending a hearing on the entry of the Final Order, no litigation, proceeding, enforcement process or collection action in any court or tribunal (each, a "Proceeding") shall be commenced or continued against or in respect of the Forsyth Entities or the Monitor, or affecting the Forsyth Entities' business, assets or property, and no act to obtain or exercise control over the property belonging to the Forsyth Entities or to terminate executory contracts shall be permitted, except with the written consent of the Monitor, or with leave of this Court or the Ontario Court. Any and all such Proceedings currently under way, against or in respect of the Monitor or the Forsyth Entities, or affecting the Forsyth Entities' assets or property, are hereby stayed and

suspended pending further Order of the Ontario Court or this Court; provide, that, upon the occurrence of an event of default under the DIP Credit Agreement (as defined in the Initial Order), the Definitive DIP Documents (as defined in the Initial Order) or the DIP Charge (as defined in the Initial Order), this paragraph shall be deemed to be automatically modified to the extent necessary to allow the DIP Lender to exercise its rights pursuant to Paragraph 36(b) of the Initial Order.

2. Pending a hearing on the entry of the Final Order, (a) the Forsyth Entities shall be permitted to utilize the DIP Facility in accordance with paragraphs 32-37 of the Initial Order, including, without limitation, to incur secured indebtedness, to grant the DIP Charge and to execute, deliver and perform under the DIP Credit Agreement and Definitive DIP Documents and (b) the Initial Order is hereby enforced, and shall be given full force and effect, within the territorial jurisdiction of the United States.

3. Pending a hearing on the entry of the Final Order, pursuant to section 1519(a)(2), the Monitor is authorized to act as foreign representative in these chapter 15 cases.

4. Nothing herein shall enjoin a police or regulatory act of a governmental unit, including a criminal action or proceeding.

5. Notice of the entry of this Order shall be served in accordance with Rule 2002 of the Federal Rules of Bankruptcy Procedure.

6. Service in accordance with this Order shall constitute adequate and sufficient service and notice.

7. This Court will conduct a hearing on **March 18, 2013 at 2:00 p.m.** Eastern Time to consider entry of the Final Order and permanent extension of this Provisional Order. All objections must be filed with the Court and served on (a) counsel for the Monitor, Richards,

Layton & Finger, P.A., 920 N. King Street, Wilmington, Delaware 19801, Attn: Russell C. Silberglied and Klestadt & Winters, LLP, 570 Seventh Avenue, 17th Floor, New York, New York 10018, Attn: Tracy Klestadt; (b) co-counsel for the DIP Lender, Goodmans LLP, Bay Adelaide Centre, 333 Bay Street, Suite 3400, Toronto, ON M5H 2S7, Attn: Joe Latham and Jean Anderson, and Otterbourg, Steindler, Houston and Rosen, P.C., 230 Park Avenue, New York, New York 10169, Attn: James Cretella; and (c) Office of The United States Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attention: Serene Nakano, in each instance, so as to be received on or before **March 11, 2013 at 5:00 p.m.**

Dated: February 27, 2013  
New York, New York

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