



KPMG Inc.  
Bay Adelaide Centre  
333 Bay Street Suite 4600  
Toronto ON M5H 2S5

Telephone (416) 777-8500  
Fax (416) 777-3364  
Internet www.kpmg.ca

January 23, 2019

TO THE CREDITORS OF

**GYMBOREE, INC.**

We wish to advise you that Gymboree, Inc. filed a Notice of Intention to Make a Proposal on January 17, 2019, pursuant to section 50.4(1) of the *Bankruptcy and Insolvency Act* (the "BIA"). A copy of this Notice is enclosed herewith.

Gymboree, Inc. is not bankrupt, but has availed itself of a procedure whereby an insolvent person, with creditor and Court approval, may restructure its financial affairs. Our role as Trustee in this matter is to assist with the development of a proposal to creditors (a "Proposal"), to liaise with creditors in order to explain any Proposal and to aid in any decision that creditors may make regarding a Proposal. We also monitor the receipts and disbursements of Gymboree, Inc. during this process.

As a result of the filing of the Notice, Gymboree, Inc. has, as at January 17, 2019, obtained the benefit of a stay of proceedings under section 69.1(1) of the BIA, and most creditor claims are in effect frozen by law. These claims may be subject to a Proposal should one be put forward to creditors. Please note that during this process, Gymboree, Inc. is not bankrupt but is continuing its business operations under protection from this legislation.

Gymboree, Inc. has thirty (30) days from the date of filing the Notice of Intention to Make a Proposal to lodge a Proposal with ourselves, subject to any extension(s) that may be granted by the Court. Should a Proposal be filed with the Official Receiver, the Trustee will be required to call a meeting of creditors within twenty-one (21) days thereafter.

Where an insolvent person fails to file a Proposal within the timeframes prescribed by the BIA, an assignment into bankruptcy is deemed to have occurred.

Should you require any further information with respect to this matter, contact details are provided below:

Tel: 1-833-467-5379 (toll free)  
416-777-3520 (local)  
Email: [gymboree@kpmg.ca](mailto:gymboree@kpmg.ca)  
Website: [home.kpmg.ca/Gymboree](http://home.kpmg.ca/Gymboree)

Sincerely,

**KPMG INC.  
IN ITS CAPACITY AS PROPOSAL TRUSTEE OF GYMBOREE, INC.**

FORM 33

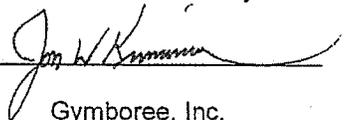
Notice of Intention To Make a Proposal  
(Subsection 50.4(1) of the Act)

IN THE MATTER OF THE PROPOSAL OF GYMBOREE, INC.

Take notice that:

1. I, Gymboree, Inc., an insolvent person, state, pursuant to subsection 50.4(1) of the Act, that I intend to make a proposal to my creditors.
2. KPMG Inc., of 333 Bay Street, Suite 4600, Toronto, Ontario M5H 2S5, a licensed trustee, has consented to act as trustee under the proposal. A copy of the consent is attached.
3. A list of the names of the known creditors with claims of \$250 or more and the amounts of their claims is also attached.
4. Pursuant to section 69 of the Act, all proceedings against me are stayed as of the date of filing of this notice with the official receiver in my locality

Dated at San Francisco, California, this 17th day of January 2019.

  
Gymboree, Inc.  
Insolvent Person

To be completed by Official Receiver:

Filing Date \_\_\_\_\_

\_\_\_\_\_  
Official Receiver

District of: Ontario  
 Division No. 09 - Toronto  
 Court No. 31-2464088  
 Estate No. 31-2464088

- FORM 33 -  
 Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Gymboree, Inc.  
 of the City of Toronto, in the Province of Ontario

| List of Creditors with claims of \$250 or more. |  |          |              |
|---|--|----------|--------------|
| Creditor  | Address  | Account# | Claim Amount |
| ALECTRA UTILITIES CORPORATION                   | ON   |          | 444.66       |
| BC HYDRO  | PO Box 9501, Stn Terminal<br>Vancouver BC V6B 4N1                          |          | 718.76       |
| BELL ALIANT                                     | PO Box 2226, Stn Central RPO<br>Halifax NS B3J 3C7                         |          | 705.16       |
| BELL CANADA                                     | PO Box 8712, Succ. Centre Ville<br>Montreal QC H3C 3P6                     |          | 444.88       |
| BELL MOBILITY INC                               | PO Box 5102<br>Burlington ON L7R 4R7                                       |          | 732.70       |
| BELL MTS  | Box 7500<br>Winnipeg MB R3C 3B5  |          | 659.13       |
| BEVERLY COAT HANGER CO., INC                    | 35 Ingold Road<br>Burlingame CA 94010 USA                                  |          | 2,073.03     |
| CANADA REVENUE AGENCY                           | 275 Pope Road, #103<br>Summerside PE C1N 6A2                               |          | 120,000.00   |
| CITY OF EDMONTON                                | 10250 - 101 Street NW, 5th Floor<br>Edmonton AB T5J 3P4                    |          | 470.00       |
| COMMERCIAL LIGHTING INDUSTRIES                  | 81161 Indio Blvd<br>Indio CA 92201 USA                                     |          | 2,013.35     |
| DIVERSIFIED DISTRIBUTION SYSTEMS, INC.          | 7351 Boone Ave N<br>Booklyn Park MN 55428-1007 USA                         |          | 79,378.18    |
| DYCK, DEITRA                                    | St. Catharines ON  |          | 1,594.30     |
| ENMAX   | 800 MacLeod Trail SE, Box 2900, Stn M<br>Calgary AB T2P 3A7                |          | 382.79       |
| GARDAWORLD CASH SERVICES SERVICES CANADA CORP   | 1390 Barre Street<br>Montreal QC H3C 1N4                                   |          | 782.71       |
| GOVERNMENT OF ALBERTA                           | Tax and Revenue Administration<br>9811 - 109 Street<br>Edmonton AB T5K 2L5 |          | 2,331.20     |

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List of Creditors with claims of \$250 or more.

| Creditor                         | Address   | Account# | Claim Amount |
|----------------------------------|---|----------|--------------|
| GRAND & TOY                      |   |          | 2,767.63     |
| GREAT LAKES WOODWORKING CO, INC  | 11345 Mound Rd<br>Detroit MI 48212 USA  |          | 69,371.17    |
| GYMBOREE ISLAND, LLC             | 71 Stevenson St, Suite 2200<br>San Francisco CA 94105 USA   |          | 2,226.33     |
| GYMBOREE MANUFACTURING INC.      | 71 Stevenson St, Suite 2200<br>San Francisco CA 94105 USA   |          | 6,414,826.73 |
| GYMBOREE RETAIL STORES LLC       | 71 Stevenson St, Suite 2200<br>San Francisco CA 94105 USA   |          | 2,525.02     |
| GYM-CARD LLC                     | 71 Stevenson St, Suite 2200<br>San Francisco CA 94105 USA   |          | 2,473,531.39 |
| HOOPP REALTY INC                 | c/o Cushman & Wakefield Asset Services Inc.<br>Devonshire Mall Admin, 3100 Howard Ave<br>Windsor ON N8X 3Y8 |          | 384.57       |
| HORIZON UTILITIES                | PO Box 2249, Stn LCD 1<br>Hamilton ON L8N 3E4   |          | 266.18       |
| HYDRO OTTAWA                     | 3025 Albion Rd N, Box 8700<br>Ottawa ON K1G 3S4   |          | 734.92       |
| LEO D. BERNSTEIN AND SONS INC.   | PO Box 1349<br>Williston VT 05494-1349 USA  |          | 13,453.62    |
| MADESIN GENERAL CONTRACTORS LTD  | 1120 Eglinton Ave East<br>Mississauga ON L4W 1K5  |          | 143,566.90   |
| NCR CANADA CORP                  | PO Box 7875, Station A<br>Toronto ON M5W 2R2  |          | 3,335.39     |
| NORTON ROSE FULBRIGHT CANADA LLP | Royal Bank Plaza, South Tower<br>200 Bay St, Box 84, Suite 3800<br>Toronto ON M5J 2Z4                       |          | 66,750.47    |
| NOVA SCOTIA POWER INC.           | PO Box 848<br>Halifax NS B3J 2V7  |          | 428.79       |
| OAKVILLE HYDRO                   | 861 Redwood Sq, Box 1900<br>Oakville ON L6K 0C7   |          | 296.67       |

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| Creditor  | Address  | Account# | Claim Amount |
| OLIS, LALAINE                                   |  |          | 784.73       |
| ONTARIO PENSION BOARD                           | 5100 Erin Mills Pkwy, c/o Vic Management Inc.<br>Mississauga ON L5M 4Z5  |          | 3,161.11     |
| OPB REALTY INC (39825)                          | c/o Pen Centre Administration<br>221 Glendale Ave<br>St. Catharines ON L2T 2K9                                 |          | 10,719.64    |
| OPB REALTY INC (40043)                          | c/o Cushman & Wakefield Asset Services Inc.<br>7001 Mumford Rd, Halifax Place, Suite 203<br>Halifax NS B3L 4R3 |          | 438.15       |
| OSHAWA CENTRE HOLDINGS INC                      | Office Galeria<br>419 King St W, Suite 120<br>Oshawa ON L1J 2K5  |          | 398.16       |
| PASTORIOUS, DORIS                               | St. Catharines ON  |          | 516.24       |
| PRIMARIS MANAGEMENT INC, RE CATARAQUI           | 945 Gardiners Road<br>Kingston ON K7M 7H4  |          | 2,431.54     |
| PROMENADE LIMITED PARTNERSHIP                   | Promenade Shopping Centre<br>1 Promenade Circle, Suite 316<br>Thornhill ON L4J 4P8                             |          | 21,446.02    |
| SCICLUNA, ESTHER                                | Etobicoke ON   |          | 250.56       |
| SPECIALTY LIGHTING GROUP                        | PO Box 1196<br>New Haven CT 06505 USA  |          | 12,460.92    |
| TELUS COMMUNICATIONS INC.                       | PO Box 7575<br>Vancouver BC V6B 8N9  |          | 2,070.30     |
| THE CADILLAC FAIRVIEW CORP. LIMITED             | CF Fairview Mall Revenue Coordinator<br>1800 Sheppard Ave E, Suite 3300, Box 53<br>Toronto ON M2J 5A7          |          | 2,858.46     |
| TORONTO HYDRO                                   | 5800 Yonge St<br>North York ON M2M 3T3   |          | 268.83       |
| VERIDIAN  | Box 4466, Station A<br>Toronto ON M5W 4C5  |          | 725.58       |

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|---|--|----------|---------------------|
| Creditor  | Address  | Account# | Claim Amount        |
| WG SECURITY PRODUCTS INC.                       | 2105 S. BAscom Ave, Suite 316<br>Campbell CA 95008 USA                         |          | 515.00              |
| WORKERS' COMPENSATION BOARD                     | Employer Service Division<br>333 Broadway<br>Winnipeg MB R3C 4W3               |          | 446.40              |
| WORKSAFE BC                                     | Attn: Assessment Department<br>6951 Westminster Highway<br>Richmond BC V7C 1C6 |          | 1,907.41            |
| <b>Total</b>                                    |  |          | <b>9,468,595.68</b> |



Industry Canada  
Office of the Superintendent  
of Bankruptcy Canada

Industrie Canada  
Bureau du surintendant  
des faillites Canada

District of . Ontario  
Division No. 09 - Toronto  
Court No. 31-2464088  
Estate No. 31-2464088

In the Matter of the Notice of Intention to make a  
proposal of:

**Gymboree, Inc.**  
Insolvent Person

**KPMG INC.**  
Licensed Insolvency Trustee

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Date of the Notice of Intention: January 17, 2019

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CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL  
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the *Bankruptcy and Insolvency Act*.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

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Date: January 17, 2019, 10:12

E-File/Dépôt Electronique

Official Receiver

151 Yonge Street, 4th Floor, Toronto, Ontario, Canada, M5C2W7, (877)376-9902

**Canada**