



Estate No. 31-2464088

IN THE MATTER OF THE BANKRUPTCY OF
616900 N.B. INC. (FORMERLY GYMBOREE, INC.)
A COMPANY DULY INCORPORATED PURSUANT TO THE LAWS
OF THE PROVINCE OF NEW BRUNSWICK WITH A HEAD OFFICE IN THE
CITY OF TORONTO, IN THE PROVINCE OF ONTARIO

NOTICE OF BANKRUPTCY AND FIRST MEETING OF CREDITORS
(Subsection 102(1) of the Act)

TAKE NOTICE THAT:

1. On January 17, 2019, Gymboree, Inc. filed a Notice of Intention to Make a Proposal pursuant to Subsection 50.4(1) of the *Bankruptcy and Insolvency Act* (the "Act") and KPMG Inc. was appointed as the proposal trustee (the "Proposal Trustee").
2. On February 13, 2019, an Order was granted by the Court allowing Gymboree, Inc. an extension of time for filing a Proposal to March 14, 2019. On March 13, 2019, an Order was granted by the Court allowing Gymboree, Inc. a further extension of time for filing a Proposal to April 12, 2019.
3. Effective April 12, 2019 Gymboree, Inc. changed its name to 616900 N.B. Inc. ("616900" or the "Company").
4. The deadline for 616900 to file a proposal was April 12, 2019 and the date has passed without a proposal being filed. As such, on April 13, 2019, 616900 was deemed to have made an assignment in bankruptcy pursuant to section 50.4(8)(a) of the Act. The Proposal Trustee was appointed as the trustee-in-bankruptcy (the "Trustee") of the Estate of the Bankrupt by the Official Receiver, subject to affirmation by the creditors of the Trustee's appointment or substitution of another Trustee by the creditors.
5. The First Meeting of Creditors of the Bankrupt will be held on May 3, 2019 at 1:00 pm at the Office of the Superintendent of Bankruptcy, 151 Yonge Street, 4th Floor, Toronto, Ontario.
6. To be entitled to vote at the meeting, a creditor must lodge with the Trustee, before the meeting, a Proof of Claim and, where necessary, a proxy.
7. Enclosed with this Notice is a form of Proof of Claim, a form of proxy, and a list of creditors with claims amounting to twenty-five (\$25.00) dollars or more, showing the amounts of their claims.
8. Creditors must prove their claims against the Estate of the Bankrupt in order to share in any distribution of the proceeds realized from the Estate.

DATED at Toronto this 22nd day of April, 2019.

KPMG Inc. in its capacity as
Trustee of the Estate of 616900 N.B. Inc.
333 Bay Street, Suite 4600
Toronto, ON M5H 2S5

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

Original Amended

- Form 78 -

Statement of Affairs (Business Bankruptcy) made by an entity
 (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

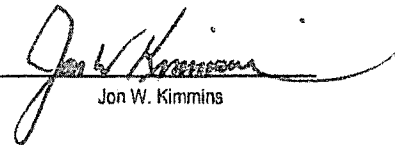
In the matter of the bankruptcy of
 616900 N.B. Inc. (formerly Gymboree, Inc.)
 of the City of Toronto, in the Province of Ontario

To the bankrupt

You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the bankruptcy, on the 13th day of April 2019. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

LIABILITIES (as stated and estimated by the officer)	ASSETS (as stated and estimated by the officer)
1. Unsecured creditors as per list "A"	1. Inventory
9,532,852.74	0.00
Balance of secured claims as per list "B"	2. Trade fixtures, etc.
0.00	0.00
Total unsecured creditors	3. Accounts receivable and other receivables, as per list "E"
9,532,852.74	Good
2. Secured creditors as per list "B"	0.00
0.00	Doubtful
3. Preferred creditors as per list "C"	0.00
0.00	Bad
4. Contingent, trust claims or other liabilities as per list "D"	0.00
estimated to be reclaimable for	Estimated to produce
0.00	0.00
Total liabilities	4. Bills of exchange, promissory note, etc., as per list "F" ...
9,532,852.74	0.00
Surplus	5. Deposits in financial institutions
NIL	0.00
	6. Cash
	142,372.92
	7. Livestock
	0.00
	8. Machinery, equipment and plant
	0.00
	9. Real property or immovable as per list "G"
	0.00
	10. Furniture
	0.00
	11. RRSPs, RRIFs, life insurance, etc.
	0.00
	12. Securities (shares, bonds, debentures, etc.)
	0.00
	13. Interests under wills
	0.00
	14. Vehicles
	0.00
	15. Other property, as per list "H"
	0.00
	If bankrupt is a corporation, add:
	Amount of subscribed capital
	0.00
	Amount paid on capital
	0.00
	Balance subscribed and unpaid
	0.00
	Estimated to produce
	0.00
	Total assets
	142,372.92
	Deficiency
	9,390,479.82

I, Jon Kimmins, of the City of San Francisco, California, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of my affairs on the 18th day of April 2019 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

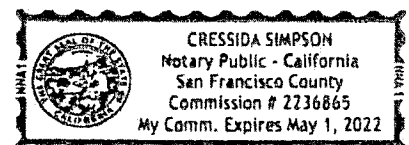

 Jon W. Kimmins

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
 County of San Francisco

Subscribed and sworn to (or affirmed) before me on this 18th day of April, 2019, by
 Jon W. Kimmins, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature Cressida Simpson (Seal)



District of: Ontario
 Division No. 09 - Toronto
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FORM 78 - Continued

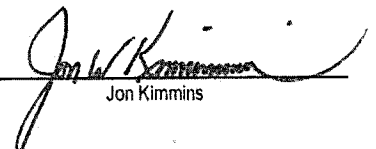
List 'A'
 Unsecured Creditors

616900 N.B. Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	20 VIC MANAGEMENT	161 Bay St, Suite 1500, Box 602 Toronto ON M5J 2S1	1.00	0.00	1.00
2	ALECTRA UTILITIES CORPORATION	55 John Street North Hamilton ON L8R 3M8	1,000.07	0.00	1,000.07
3	AMPHION		41.70	0.00	41.70
4	BAKER & MCKENZIE LLP	181 Bay St, Suite 2100, Brookfield Place Toronto ON M5J 2T3	3,226.00	0.00	3,226.00
5	BC HYDRO	PO Box 9501, Stn Terminal Vancouver BC V6B 4N1	1,041.03	0.00	1,041.03
6	BELL ALIANT	PO Box 2226, Stn Central RPO Halifax NS B3J 3C7	2,059.59	0.00	2,059.59
7	BELL CANADA	PO Box 8712, Succ. Centre Ville Montreal QC H3C 3P6	3,243.44	0.00	3,243.44
8	BELL MOBILITY INC	PO Box 5102 Burlington ON L7R 4R7	2,492.29	0.00	2,492.29
9	BELL MTS	Box 7500 Winnipeg MB R3C 3B5	1,257.86	0.00	1,257.86
10	BEVERLY COAT HANGER CO., INC	1215 Fairfax Ave San Francisco CA 94124-1794 USA	2,073.03	0.00	2,073.03
11	Burlington Hydro-Electric Commission	1340 Brant St Burlington ON L7R 3Z7	552.30	0.00	552.30
12	CADILLAC FAIRVIEW CORP. LIMITED	20 Queen St W, 5th Floor Toronto ON M5H 3R4	1.00	0.00	1.00
13	CANADA REVENUE AGENCY	275 Pope Road, #103 Summerside PE C1N 6A2	120,000.00	0.00	120,000.00
14	CANADA REVENUE AGENCY	c/o Department of Justice, Ont Regional Office Exchange Tower, Box 36, 130 King St W, Suite 3400 Toronto ON M5X 1K6	1.00	0.00	1.00
15	CITY OF KITCHENER	Finance and Corporate Services Box 1113, Stn C Kitchener ON N2G 4R6	326.87	0.00	326.87
16	CITY OF VANCOUVER	Community Services License Office PO Box 7878 Vancouver BC V6B 4E2	191.00	0.00	191.00
17	COMFORT SYSTEMS USA	675 Bering Drive, Suite 400 Houston TX 77075 USA	4,130.42	0.00	4,130.42
18	COMMERCIAL LIGHTING INDUSTRIES	81161 Indio Blvd Indio CA 92201 USA	6,220.91	0.00	6,220.91
19	CUSHMAN & WAKEFIELD	161 Bay St, Suite 1500, Box 602 Toronto ON M5J 2S1	1.00	0.00	1.00
20	DIVERSIFIED DISTRIBUTION SYSTEMS, INC.	7351 Boone Ave N Booklyn Park MN 55428-1007 USA	79,378.18	0.00	79,378.18
21	ENBRIDGE	PO Box 644 Scarborough ON M1K 5H1	5,693.86	0.00	5,693.86
22	ENMAX	800 MacLeod Trail SE, Box 2900, Stn M Calgary AB T2P 3A7	1,420.99	0.00	1,420.99
23	ENWIN UTILITIES	787 Ouellette Ave, Box 1625, Stn A Windsor ON N9A 5T7	777.97	0.00	777.97

18-Apr-2019

Date


 Jon Kimmins

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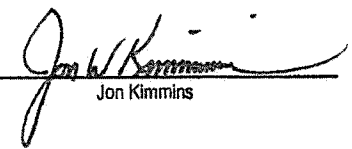
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616900 N.B. Inc.

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24	FINN DANIELS ARCHITECTS	2145 Ford Parkway, #301 St. Paul MN 55116 USA	3,064.60	0.00	3,064.60
25	FORTIS BC-ELECTRICITY	PO Box 8970, Station Main Vancouver BC V6B 4E2	614.37	0.00	614.37
26	FRONTSTREET FACILITY SOLUTIONS, INC.	4170 Vetrans Memorial Highway Bohemia NY 11716 USA	17,501.94	0.00	17,501.94
27	GARDAWORLD CASH SERVICES SERVICES CANADA CORP	1390 Barre Street Montreal QC H3C 1N4	3,443.34	0.00	3,443.34
28	GOVERNMENT OF ALBERTA	Tax and Revenue Administration 9811- 109 Street Edmonton AB T5K 2L5	2,331.20	0.00	2,331.20
29	GOVERNMENT OF BRITISH COLUMBIA (SALES TAX)	PO Box 9443, Stn Prov Govt Victoria BC V8W 9W7	1.00	0.00	1.00
30	GOVERNMENT OF MANITOBA (SALES TAX)	Taxation Division / Audit Branch Room 300 Norquay Bldg, 401 York Ave Winnipeg MB R3C 0P8	1.00	0.00	1.00
31	GRAND & TOY	200 Aviva Park Drive Vaughan ON L4L 9C7	5,420.03	0.00	5,420.03
32	GRANITE TELECOMMUNICATIONS	100 Newport Avenue Extension Quincy MA 02171 USA	14,984.98	0.00	14,984.98
33	GREAT LAKES WOODWORKING CO, INC	11345 Mound Rd Detroit MI 48212 USA	69,371.17	0.00	69,371.17
34	GUELPH HYDRO SYSTEMS INC.	395 Southgate Dr Guelph ON N1G 4Y1	381.27	0.00	381.27
35	GYMBOREE MANUFACTURING INC.	71 Stevenson St, Suite 2200 San Francisco CA 94105 USA	6,414,826.73	0.00	6,414,826.73
36	GYM-CARD LLC	71 Stevenson St, Suite 2200 San Francisco CA 94105 USA	2,473,531.39	0.00	2,473,531.39
37	HORIZON UTILITIES	PO Box 2249, Stn LCD 1 Hamilton ON L8N 3E4	690.95	0.00	690.95
38	HYDRO ONE NETWORKS	PO Box 4102, Stn A Toronto ON M5W 3L3	2,171.87	0.00	2,171.87
39	HYDRO OTTAWA	3025 Albion Rd N, Box 8700 Ottawa ON K1G 3S4	1,428.15	0.00	1,428.15
40	IVANHOE CAMBRIDGE	95 Wellington St W, Suite 600 Toronto ON M5J 2R2	1.00	0.00	1.00
41	JOSEPH BRANT HOSPITAL	1245 Lakeshore Rd Burlington ON L7S 0A2	45.00	0.00	45.00
42	KITCHENER WILMOT HYDRO	301 Victoria St S, Box 9021 Kitchener ON N2G 4P1	198.57	0.00	198.57
43	LEO D. BERNSTEIN AND SONS INC.	PO Box 1349 Williston VT 05494-1349 USA	13,453.62	0.00	13,453.62
44	London Hydro	111 Horton Street Box 3060 London ON N6A 4J8	622.19	0.00	622.19
45	MADESIN GENERAL CONTRACTORS LTD	1120 Eglinton Ave East Mississauga ON L4W 1K5	144,670.68	0.00	144,670.68
46	MANULIFE FINANCIAL	Premium Administration (VO), Box 1627 Waterloo ON N2J 4P4	12,291.69	0.00	12,291.69

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FORM 78 -- Continued

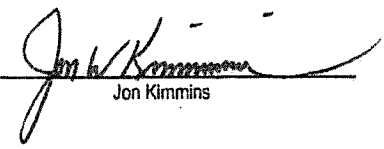
List "A"
 Unsecured Creditors

616900 N.B. Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
47	MINISTRY OF FINANCE Attn: COLLECTION & COMPLIANCE INSOLVENCY UNIT	33 KING ST W 6TH FL Oshawa ON L1H 8H5	450.00	0.00	450.00
48	MOBILE MEDIA STORAGE SOLUTIONS	24 Center Street, Box 177 Pine Bush NY 12566 USA	200.32	0.00	200.32
49	MORGUARD INVESTMENTS LIMITED	55 City Centre Dr, Suite 800 Mississauga ON L5B 1M3	1.00	0.00	1.00
50	NATIONAL FAST FREIGHT	107 Alfred Kuehne Blvd Brampton ON L6T 4K3	27,225.71	0.00	27,225.71
51	NCR CANADA CORP	PO Box 7875, Station A Toronto ON M5W 2R2	9,809.88	0.00	9,809.88
52	NEWMARKET HYDRO	590 Steven Court Newmarket ON L3Y 6Z2	1,045.77	0.00	1,045.77
53	NOVA SCOTIA POWER INC.	PO Box 848 Halifax NS B3J 2V7	625.66	0.00	625.66
54	OAKVILLE HYDRO	861 Redwood Sq, Box 1900 Oakville ON L6K 0C7	1,111.30	0.00	1,111.30
55	ONTARIO PENSION BOARD	5100 Erin Mills Pkwy, c/o Vic Management Inc. Mississauga ON L5M 4Z5	3,161.11	0.00	3,161.11
56	OPB REALTY INC (39825)	c/o Pen Centre Administration 221 Glendale Ave St. Catharines ON L2T 2K9	10,719.64	0.00	10,719.64
57	OPB REALTY INC (40043)	c/o Cushman & Wakefield Asset Services Inc. 7001 Mumford Rd, Halifax Place, Suite 203 Halifax NS B3L 4R3	438.15	0.00	438.15
58	OSHAWA CENTRE HOLDINGS INC	Office Galeria 419 King St W, Suite 120 Oshawa ON L1J 2K5	398.16	0.00	398.16
59	OSHAWA PUC NETWORKS	100 Simcoe St South Oshawa ON L1H 7M7	1,399.53	0.00	1,399.53
60	OXFORD PROPERTIES GROUP	100 Adelaide St W, Suite 900 Toronto ON M5H 0E2	1.00	0.00	1.00
61	PARK ROYAL SHOPPING CENTER HOLDINGS LTD	2002 Park Royal South West Vancouver BC V7T 2W4	180.35	0.00	180.35
62	PARK ROYAL SHOPPING CENTRE HOLDINGS LTD.	100 Park Royal S, 3rd Floor West Vancouver BC V7T 1A2	1.00	0.00	1.00
63	PENSIONFUND REALTY LIMITED	c/o Morguard Investments Limited 2929 Barnet Hwy, Unit 2201, Coquitlam Centre Admin Coquitlam BC V3B 5R5	20.42	0.00	20.42
64	POWER STREAM	PO Box 3700 Concord ON L4K 5N2	2,331.31	0.00	2,331.31
65	PRIMARIS MANAGEMENT INC, RE CATARAQUI	945 Gardiners Road Kingston ON K7M 7H4	2,431.54	0.00	2,431.54
66	PROMENADE LIMITED PARTNERSHIP	Promenade Shopping Centre 1 Promenade Circle, Suite 316 Thornhill ON L4J 4P8	21,446.02	0.00	21,446.02
67	QUADREAL OAKRIDGE CENTRE HOLDING, INC Attn: Susan Nicol	Oakridge Centre Admin, North Office Tower 650 West 41st Ave, Suite 319 Vancouver BC V5Z 2M9	40.90	0.00	40.90

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FORM 78 -- Continued


List "A"
 Unsecured Creditors

616900 N.B. Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
68	RETAIL SECURITY SERVICES INC.	3249 NY-112 #2 Medford NY 11763 USA	837.78	0.00	837.78
69	RIOCAN MANAGEMENT INC.	2300 Yonge St., Suite 500, Box 2386 Toronto ON M4P 1E4	1.00	0.00	1.00
70	RMI - ITF - GEORGIAN MALL	c/o Riocan Management Inc. 509 Bayfield Street Barrie ON L4M 4Z8	453.13	0.00	453.13
71	SPECIALTY LIGHTING GROUP	PO Box 1196 New Haven CT 06505 USA	12,460.92	0.00	12,460.92
72	STELLAR METAL PRODUCTION	6709 Hanlan Road Woodbridge ON L4L 4R8	550.40	0.00	550.40
73	TELUS COMMUNICATIONS INC.	PO Box 7575 Vancouver BC V6B 8N9	3,083.27	0.00	3,083.27
74	THE CADILLAC FAIRVIEW CORP. LIMITED	CF Fairview Mall Revenue Coordinator 1800 Sheppard Ave E, Suite 3300, Box 53 Toronto ON M2J 5A7	6,683.82	0.00	6,683.82
75	TORONTO HYDRO	5800 Yonge St North York ON M2M 3T3	1,105.28	0.00	1,105.28
76	TRIPLE FIVE CORPORATION Attn: John Colbert	c/o W. Edmonton Mall Property Inc. 3000, 8882 - 170th St Edmonton AB T5T 4M2	1.00	0.00	1.00
77	ULINE CANADA CORPORATION	Box 3500, RPO Streetsville Mississauga ON L5M 0S8	233.14	0.00	233.14
78	UNION GAS LIMITED	PO Box 4001, Stn A Toronto ON M5W 0G2	102.25	0.00	102.25
79	VARIOUS EMPLOYEES	Various	1.00	0.00	1.00
80	VERIDIAN	Box 4466, Station A Toronto ON M5W 4C5	1,006.68	0.00	1,006.68
81	WCB	#CCT 3673395, PO Box 2542, Stn M Calgary AB T2P 5E7	223.20	0.00	223.20
82	WEST EDMONTON MALL PROP., INC.	#3000, 8882 - 170 Street Edmonton AB	154.84	0.00	154.84
83	WG SECURITY PRODUCTS INC.	2105 S. BAscom Ave, Suite 316 Campbell CA 95008 USA	865.00	0.00	865.00
84	WHITE OAKS MALL HOLDINGS LTD	c/o Bentall Kennedy (Canada) LP 69 Port St E, Unit 110 Mississauga ON L5G 4V3	1.00	0.00	1.00
85	WORKERS' COMPENSATION BOARD	Employer Service Division 333 Broadway Winnipeg MB R3C 4W3	446.40	0.00	446.40
86	WORKERS COMPENSATION BOARD - BC 570619 / 200046550	PO Box 9600, Stn Terminal Vancouver BC V6B 5J5	1.00	0.00	1.00
87	WORKERS COMPENSATION BOARD - EDMONTON 3673395	9912 - 107 St, Box 2323 Edmonton AB T5J 3V3	1.00	0.00	1.00
88	WORKERS COMPENSATION BOARD - MB 1239458	333 Broadway Winnipeg MB R3C 4W3	1.00	0.00	1.00
89	WORKERS COMPENSATION BOARD - ON 8035369	200 Front Street Toronto ON M5V 3J1	1.00	0.00	1.00

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 Jon Kimmins

District of: Ontario
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FORM 78 - Continued

List "A"
Unsecured Creditors
616900 N.B. Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
90	WORKERS COMPENSATION BOARD 89525 6055	NS	1.00	0.00	1.00
91	WORKSAFE BC	Attn: Assessment Department 6951 Westminister Highway Richmond BC V7C 1C6	1,907.41	0.00	1,907.41
92	WSIB	200 Front St Toronto ON M5V 3J1	3,513.20	0.00	3,513.20
Total:			9,532,852.74	0.00	9,532,852.74

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Jon Kimmins

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FORM 78 - Continued

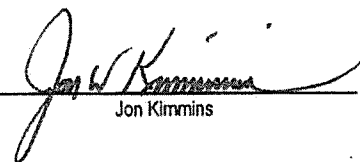
List "B"
Secured Creditors

616900 N.B. Inc.

No.	Name of creditor	Address	Amount of claim	Particulars of security	When given	Estimated value of security	Estimated surplus from security	Balance of claim
			Total: 0.00			0.00	0.00	0.00

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Date


Jon Kimmins

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FORM 78 – Continued

List "C"
Preferred Creditors for Wages, Rent, etc.

616900 N.B. Inc.

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
Total:					0.00	0.00	0.00

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Jon Kimmins

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FORM 78 -- Continued

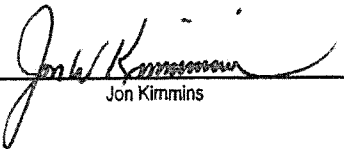
List "D"
Contingent or Other Liabilities

616900 N.B. Inc.

No.	Name of creditor or claimant	Address and occupation	Amount of liability or claim	Amount expected to rank for dividend	Date when liability incurred	Nature of liability
Total:			0.00	0.00		

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Date


Jon Kirrmins

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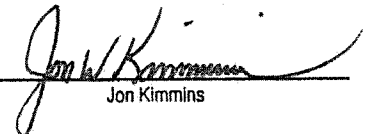
FORM 78 -- Continued

List "E"
Debts Due to the Bankrupt
616900 N.B. Inc.

No.	Name of debtor	Address and occupation	Nature of debt	Amount of debt (good, doubtful, bad)	Folio of ledgers or other book where particulars to be found	When contracted	Estimated to produce	Particulars of any securities held for debt
				0.00				
			Total:	0.00			0.00	
				0.00				

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FORM 78 -- Continued

List 'F'

Bills of Exchange, Promissory Notes, Lien Notes, Chattel
Mortgages, etc., Available as Assets

616900 N.B. Inc.

No.	Name of all promissory, acceptors, endorsers, mortgagors, and guarantors	Address	Occupation	Amount of bill or note, etc.	Date when due	Estimated to produce	Particulars of any property held as security for payment of bill or note, etc.
Total:				0.00		0.00	

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Jon Kimmins

District of: Ontario
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FORM 78 -- Continued


List "G"
Real Property or Immovables Owned by Bankrupt

616900 N.B. Inc.

Description of property	Nature of bankrupt interest	In whose name does title stand	Total value	Particulars of mortgages, hypothecs, or other encumbrances (name, address, amount)	Equity or surplus
Total:			0.00		0.00

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Date


Jon Kimmins

District of: Ontario
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FORM 78 -- Concluded

List "H"
Property

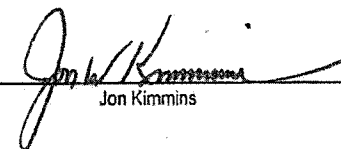
616900 N.B. Inc.

FULL STATEMENT OF PROPERTY

Nature of property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade			0.00	0.00
(b) Trade fixtures, etc.			0.00	0.00
(c) Cash in financial institutions			0.00	0.00
(d) Cash on hand		Cash on hand	142,372.92	142,372.92
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture			0.00	0.00
(h) Life insurance policies, RRSPs, etc.			0.00	0.00
(i) Securities			0.00	0.00
(j) Interests under wills, etc.			0.00	0.00
(k) Vehicles			0.00	0.00
(l) Taxes			0.00	0.00
(m) Other			0.00	0.00
			Total:	142,372.92

18-Apr-2019

Date


Jon Kimmins

Court No. 31-2464088

File No. 31-2464088

In the matter of the bankruptcy of
616900 N.B. Inc. (formerly Gymboree, Inc.)
of the City of Toronto, in the Province of Ontario

Form 78 (Bill C-12)
Statement of affairs (Business bankruptcy)

KPMG Inc. - Licensed Insolvency Trustee

333 Bay Street - Suite 4600
Toronto ON M5H 2S5
Phone: (416) 777-8480 Fax: (416) 777-3364



Bankruptcy and Insolvency Act
PROOF OF CLAIM

333 Bay Street, Suite 4600
Toronto, ON M5H 2S5
Fax: 1.416.777.3364

(All notices or correspondence regarding this claim must be forwarded to the following address: _____)

IN THE MATTER OF THE BANKRUPTCY of 616900 N.B. INC. (formerly GYMBOREE, INC.), of Toronto, Ontario and the claim of _____, creditor.

I (name of creditor or representative of the creditor) _____, of (city and province) _____ do hereby certify:

- 1. That I am a creditor of the above-named debtor (or that I am _____ (state position or title) of _____ (name of creditor or representative of the creditor)).
2. That I have knowledge of all the circumstances connected with the claim referred to below.
3. That the debtor was, at the date of bankruptcy, namely the 13th day of April, 2019, and still is, indebted to the creditor in the sum of \$ _____, as specified in the statement of account (or affidavit) attached and marked Schedule "A", after deducting any counterclaims to which the debtor is entitled.
4. (Please check and complete appropriate category.)
A. UNSECURED CLAIM OF \$ _____
B. CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$ _____
C. SECURED CLAIM OF \$ _____
D. CLAIM BY FARMER, FISHERMAN OR AQUACULTURIST OF \$ _____
E. CLAIM BY WAGE EARNER OF \$ _____
F. CLAIM AGAINST DIRECTOR \$ _____
G. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$ _____
5. That, to the best of my knowledge, I am (or the above-named creditor is) (or am not or is not) related to the debtor within the meaning of section 4 of the Act, and have (or has) (or have not or has not) dealt with the debtor in a non-arm's-length manner.
6. That the following are the payments that I have received from, the credits that I have allowed to and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of subsection 2(1) of the Act:

I request that a copy of the report filed by the trustee regarding the bankrupt's application for discharge pursuant to subsection 170(1) of the Act be sent to the above address (*applicable only in the case of the bankruptcy of an individual*).

Dated at _____ this _____ day of _____ 20____.

Witness: _____

Creditor: _____

Phone Number: _____

Fax Number: _____

Email: _____

- NOTE:** If an affidavit is attached, it must have been made before a person qualified to take affidavits.
WARNING: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor.
NOTE: Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account. If a copy of this Form is sent electronically by means such as email, the name and contact information of the sender, prescribed in Form 1.1 must be added at the end of the document.

GENERAL PROXY IS ON THE FOLLOWING PAGE OF THIS FORM

General

The *signature of a witness* is required.

This document *must be signed* personally by the individual completing the declaration.

Give the complete address where all notices or correspondence is to be forwarded.

For your claim to be valid, you must provide *supporting documentation* (i.e., *invoice or statement of account*). The amount on the *statement of account* must correspond to the amount indicated on the proof of claim (*see Item 3 below*).

Item 1 – Creditor must state full and complete legal name of company or firm. If the individual completing the proof of claim is not the creditor himself, he must state his position or title.

Item 3 – The statement of account must be complete. *A detailed statement of account of the last three months* must be attached to the proof of claim and *must* show the date, the number and the amount of all the invoices or charges, together with the date, the number and the amount of all credits or payments.

Item 4 – Please *strike out* those phrases that do not apply.

- An unsecured creditor must indicate whether he does or does not claim a right to a priority. A schedule must be attached to support priority claims.
- If you are filing as a secured creditor, a certified copy of the security documents must be attached to the proof of claim.
- If making a claim as a farmer, fisherman or aqua culturist, attach a copy of sales agreement and delivery documents.

Item 5 – All claims must indicate if they *are or are not related* to the debtor, as defined in Section 4 of the Bankrupt Act, by striking out *“are” or “are not.”* If you are related by blood or marriage to the debtor, you should consider yourself to be a related person. If the bankrupt is a corporation, you would be considered to be related to it if you were a shareholder or if your company was controlled by the same shareholders as the bankrupt corporation.

Item 6 – All Claimants must attach a detailed list of all payments or credits received or granted as follows:

- *within the three (3) months preceding* the bankruptcy or the proposal, in case where the claimant and the debtor are not related.
- *within the twelve (12) months preceding the bankruptcy or proposal, in the case where the claimant and the debtor are related.*

PROXY

All signatures must be witnessed.

A creditor may vote either in person or by proxy.

A debtor may not be appointed a proxy to vote at any meeting of his creditors.

The trustee may be appointed as a proxy for any creditor.

In order for a duly authorized person to have a right to vote he must himself be a creditor or be holder of a property executed proxy. The name of the creditor must appear in the proxy.

Completed forms can be sent by:

Mail: KPMG Inc., Trustee
333 Bay Street, Suite 4600
Toronto, ON M5H 2S5

Fax: 416.777.3364

Email: gymboree@kpmg.ca

Note: As an original claim is not necessary, multiple copies of your claim do not need to be sent. One copy of your claim and supporting documentation, either by mail, fax or email, would suffice.

GENERAL PROXY

IN THE MATTER OF THE BANKRUPTCY of 616900 N.B. INC. (formerly GYMBOREE, INC.), a bankrupt.

I (or We), _____ (name of creditor), of _____ (name of city, town or village), a creditor in the above matter, hereby appoint _____ or, _____ to be my (or our) general proxy in the above except as to the receipt of dividends, with (or without) power to appoint another general proxy in his or her place.

Dated at _____ this _____ day of _____, 20_____.

Witness

Individual Creditor (Telephone no.)

Name of Corporate Creditor

Witness

Per: _____
Name and Title of Signing Officer (Telephone no.)