

District of:
 Court No. -
 Court No.
 Estate No.

- FORM 78 -
 Statement of Affairs (Business Bankruptcy)
 (Paragraph 158(d) of the Act)
 In the matter of the bankruptcy of
 Royal Doulton Canada Limited
 of the City of Toronto, in the Province of Ontario

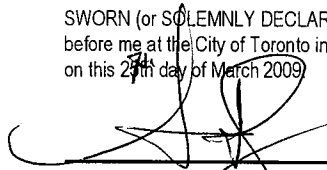
You are required to carefully and accurately complete this Form and the applicable attachments, showing the state of your affairs on the date of the bankruptcy, on the 27th day of March 2009. When completed, this Form and the applicable attached lists will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

LIABILITIES	
(as stated and estimated by the officer)	
1. Unsecured creditors as per list "A"	8,590,702.28
Balance of claims unsecured as per list "A" ..	56,000,001.00
Total unsecured creditors	<u>64,590,703.28</u>
2. Secured creditors value of security as per list "B"	9,916,392.00
3. Preferred creditors as per list "C"	0.00
4. Contingent, trust claims or other liabilities as per list "D" estimated to be reclaimable for	0.00
Total liabilities	<u>74,507,095.28</u>
Surplus	<u>NIL</u>

ASSETS	
(As stated and estimated by the officer)	
1. Inventory	0.00
2. Trade fixtures, etc.	<u>0.00</u>
3. Accounts receivable and other receivables, as per List "E"	
Good	0.00
Doubtful	0.00
Bad	<u>0.00</u>
Estimated to produce	0.00
4. Bills of exchange, promissory note, etc., as per List "F" ..	0.00
5. Deposits in Financial Institutions	0.00
6. Cash	9,916,392.00
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"	<u>0.00</u>
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	<u>9,916,392.00</u>
Deficiency	<u>64,590,703.28</u>


I, Don Stubbs, of the City of Toronto in the Province of Ontario, 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 27th day of March 2009 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with section 67 of the Act.

SWORN (or SOLEMNLY DECLARED)
 before me at the City of Toronto in the Province of Ontario,
 on this 27th day of March 2009



 Anna Koroneos, Commissioner of Oaths
 For the province of Ontario
 Expires Jun. 5, 2011

Anna Koroneos, a Commissioner, etc.,
 Province of Ontario,
 for Deloitte & Touche Inc.,
 Trustee in Bankruptcy.
 Expires June 5, 2011.



 Don Stubbs
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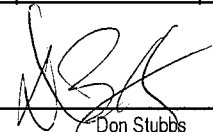
List "A"
 Unsecured Creditors

Royal Doulton Canada Limited

No.	Name of creditor	Address	Unsecured Claim	Balance of Claim	Total Claim
1	Abbott of England 1981 Ltd.	545 Tretheway Drive Toronto ON M6M 2J4	3,456.04	0.00	3,456.04
2	Amscan Canada	60 Lindsay Avenue Dorval PQ H9P 2T8	4,265.88	0.00	4,265.88
3	Attitudes Import	3025 Boul Le Corbusier Laval PQ H7L 4C3	1.00	0.00	1.00
4	Bank of America, N.A. Attn: C/O Ogilvy Renault LLP	Royal Bank Plaza, South Twr, 200 Bay St. Suite 3800, PO Box 84, Royal Bank Plaza Toronto ON M5J 2Z4	0.00	56,000,000.00	56,000,000.00
5	Bonnie Barnes	56 Bermondsey Court, North West Calgary AB T3K 1V7	67.92	0.00	67.92
6	Brown Book Company (BBC) Ltd.	29 Leslie Street Toronto ON M4M 3C3	3,576.45	0.00	3,576.45
7	Bulova Watch Company Ltd.	105 Bartley Dr. Toronto ON M4A 1C8	1.00	0.00	1.00
8	Canada Revenue Agenct	875 Heron Road Ottawa ON K1A 1B1	1.00	0.00	1.00
9	Candles by Montanna	2415 Holly Lane, Suite 220 Ottawa ON K1V 7P2	22.83	0.00	22.83
10	Clark Cooper	305 Milner Rd. Suite 700 C/O Royal Doulton Canada Limited Toronto ON M1B 3V4	327.50	0.00	327.50
11	Commerce Press	34 Kern Road Toronto ON M3B 1T1	1,327.75	0.00	1,327.75
12	Compufloor	142 Bowles Drive Ajax ON L1T 4C3	189.00	0.00	189.00
13	Corinne Ferguson	305 Milner Road, Ste 700 C/O Royal Doulton Canada Limited Toronto ON M1B 3V4	147.92	0.00	147.92
14	Corp Rate	Suite 100 (Hwy 15) 2345 Autoroute Des Laurentides Laval PQ H7S 1Z7	1,273.15	0.00	1,273.15
15	Daniel Tahamont	305 Milner Rd., Suite 700 C/O Royal Doulton Canada Limited Toronto ON M1B 3V4	109.53	0.00	109.53
16	Davies Lock & Door Services	3794 Victoria Park Avenue Willowdale ON M2H 3H7	81.90	0.00	81.90
17	Dawn Beckingham	305 Milner Rd., Suite 700 C/O Royal Doulton Canada Limited Toronto ON M1B 3V4	111.73	0.00	111.73
18	Dee Kirlin	C/O The Royal Doulton Outlet #581 St. Jacobs ON	448.80	0.00	448.80
19	Denise Wallace	2300 Brays Lane # 58 Oakville ON L6M 3J9	370.28	0.00	370.28
20	Enesco Canada Corporation	7550 Tranmere Drive Mississauga ON L5S 1S6	19,726.79	0.00	19,726.79
21	Falls Management Group LP	6380 Fallsview Blvd Retail Management Office Niagara Falls ON L2G 7Y6	0.00	1.00	1.00

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List "A"
 Unsecured Creditors

Royal Doulton Canada Limited

No.	Name of creditor	Address	Unsecured Claim	Balance of Claim	Total Claim
22	Glennco Office Products	370 Tapscott Rd. Unit # 2 & 3 SCARBOROUGH ON M1B 3C4	1,486.10	0.00	1,486.10
23	Godinger	5425 Casgrain Ave, Suite 501 Montreal PQ H2T 1X6	1.00	0.00	1.00
24	Gunther Mele Limited	30 Criag Street Brantford ON N3R 7J1	3,002.94	0.00	3,002.94
25	Helen MacDonald	305 Milner Rd. Suite 700 C/O Royal Doulton Canada Limited Toronto ON M1B 3V4	147.85	0.00	147.85
26	Hewlett-Packard Financial Services Canada Co.	89220 PO Box 9100 Station F Toronto ON M4Y 3A5	5,774.95	0.00	5,774.95
27	Horton, Dave	305 Milner Road, Ste 700 C/O Royal Doulton Canada Limited Toronto ON M1B 3V4	1,041.46	0.00	1,041.46
28	Infield Electrical Systems	14850 - 96 Avenue Surrey BC V3R 1E7	299.67	0.00	299.67
29	Iron Mountain	P.O. Box 3527 Station A Toronto ON M5W 3G4	3,676.05	0.00	3,676.05
30	Ivanhoe Cambridge II Inc.	1250 South Service Rd. Dixie Outlet Mall, Admin Office Mississauga ON L5E 1V4	1.00	0.00	1.00
31	J.L. Inc.	#823, Station A Montreal ON H3C 2V5	237.30	0.00	237.30
32	Jannie Stoodley	305 Milner Road, Ste 700 C/O Royal Doulton Canada Limited Toronto ON M1B 3V4	25.83	0.00	25.83
33	Jeannie Stoodley	C/O The Royal Doulton Store (521) Market Mall ON	50.16	0.00	50.16
34	Josiah Wedgwood & Sons (Exports) Ltd.	Barlaston Stoke-on-Trent, ST12 9ES England	85,208.08	0.00	85,208.08
35	Karen Koronko	305 Milner Rd., Ste 700 C/O Royal Doulton Canada Limited Toronto ON M1B 3V4	520.00	0.00	520.00
36	Kaylyn Imports Limited	3520 Pharmacy Ave. Unit 1C SCARBOROUGH ON M1W 2T8	857.13	0.00	857.13
37	Litemor	101A-81 Golden Drive HD Supply Canada Inc. Coquitlam BC V3K 6R2	1.00	0.00	1.00
38	Lladro USA, Inc.	1 Lladro Drive Moonachie NJ 07 074-1097	2,295.89	0.00	2,295.89
39	McRae, Steve	305 Milner Road, Ste 700 C/O Royal Doulton Canada Limited Toronto ON M1B 3V4	906.40	0.00	906.40
40	Melanie Pharand	305 Milner Road, Ste 700 C/O Royal Doulton Canada Limited Toronto ON M1B 3V4	108.25	0.00	108.25
41	Mic Mac Mall Limited Partnership	21 MicMac Blvd Dartmouth NS B3A 4N2	1.00	0.00	1.00

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List "A"
 Unsecured Creditors

Royal Doulton Canada Limited

No.	Name of creditor	Address	Unsecured Claim	Balance of Claim	Total Claim
42	Nedco-Div of Rexel Cda Elecin	PO Box 1127 Station B Mississauga ON L4Y 3W4	89.50	0.00	89.50
43	Nikko Company	383 Ainoki-cho Hskusan City Ishikawa 92 486-86	86,891.52	0.00	86,891.52
44	Nordic Print Management	47 Cardico Drive, Box 279 Gormley ON L0H 1G0	11,266.38	0.00	11,266.38
45	North American Lighting Inc.	5200 Dixie Road, Unit 34 Mississauga ON L4W 1E4	410.31	0.00	410.31
46	Northdale Trading Limited	55-D East Beaver Creek Rd. Richmond Hill ON L4B 1E8	5,562.31	0.00	5,562.31
47	Office Depot Canada Inc.	45 Commander Blvd SCARBOROUGH ON M1S 3Y3	394.60	0.00	394.60
48	Oneida Canada Limited	PO Box 1017 Niagara Falls ON L2E 6X1	559.79	0.00	559.79
49	Parsons-Steiner Canada Ltd.	90 Carnforth Road Toronto ON M4A 2L3	1.00	0.00	1.00
50	Playwell Enterprises Ltd.	921 Progress Ave. Unit #19 SCARBOROUGH ON M1G 3V4	1.00	0.00	1.00
51	Portmeirion Canada	20 Voyager Court South Rexdale ON M9W 5M7	106.82	0.00	106.82
52	Premier Gift Ltd.	1055 Cardiff Blvd Mississauga ON L5S 1P4	1,556.94	0.00	1,556.94
53	Restau Service TR	2600, St. Denis Trois-Rivieres QC G9A 4B4	2,257.50	0.00	2,257.50
54	Robert Held Art Glass	2130 Pine Street Vancouver BC V6J 4P8	0.27	0.00	0.27
55	Royal Crown Derby Porcelain Co. Ltd.	194 Osmaston Road Derby, England DE23 8JZ UK	5,636.59	0.00	5,636.59
56	Royal Doulton UK Ltd.	Barlston Stoke-on-Trent ST129ES England	1,576,014.73	0.00	1,576,014.73
57	Samaco Trading Limited	55-E East Beaver Creek Rd. Richmond Hill ON L4B 1E8	5,204.25	0.00	5,204.25
58	Sari Riding For Disabled Attn: Attn: Heather Zak	RR # 1 Arva ON N0M 1C0	63.00	0.00	63.00
59	Schenker of Canada Limited	6425 Airport Road Mississauga ON L4V 1E4	1.00	0.00	1.00
60	Servicemaster Clean Of Durham C.S.	56 Carlinds Drive Whitby ON L1R 3B9	560.70	0.00	560.70
61	Shoestring Shopping Guide Inc.	29 Orchard Crescent Toronto ON M8Z 3C9	420.00	0.00	420.00
62	Signs Now	3351 Lawrence Ave. East SCARBOROUGH ON M1H 1A8	1,565.05	0.00	1,565.05
63	Standard Mechanical Systems	3055 Universal Drive Mississauga ON L4X 2E2	74.02	0.00	74.02
64	Statum Ltd.	Barlston Stoke-on-Trent ST12 9ES England	2,799,900.00	0.00	2,799,900.00

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List "A"
Unsecured Creditors

Royal Doulton Canada Limited

No.	Name of creditor	Address	Unsecured Claim	Balance of Claim	Total Claim
65	Stephanie Perry	305 Milner Rd., Ste 700 C/O Royal Doulton Canada Limited Toronto ON M1B 3V4	87.68	0.00	87.68
66	Stolze Lausitz GmbH	Berliner Str. 22-32 02943 Wei Bwasser Germany	15,179.75	0.00	15,179.75
67	Summit Paper & Packaging	365 Deerhourst Drive Brampton ON L6T 5K3	184.80	0.00	184.80
68	The Copy Connection	251 Consumers Road, Ste 110 Toronto ON M2J 4R3	4,913.48	0.00	4,913.48
69	Tony Volpe	305 Milner Rd., Ste 700 C/O Royal Doulton Canada Limited Toronto ON M1B 3V4	554.75	0.00	554.75
70	Toronto Stamp Inc.	120 Midwest Road Toronto ON M1P 3B2	0.00	0.00	0.00
71	Toronto Stamp Inc.	120 Midwest Road Toronto ON M1P 3B2	17.46	0.00	17.46
72	Waterford Wedgwood Canada Inc.	20 West Beaver Creek Road Richmond Hill ON L4B 3L6	121,043.31	0.00	121,043.31
73	Waterford Wedgwood Canada Inc.	20 West Beaver Creek Road Richmond Hill ON L4B 3L6	3,800,000.00	0.00	3,800,000.00
74	West Edmonton Mail	Suite 3000, 8882-170 Street Edmonton AB T5T 4M2	1.00	0.00	1.00
75	Workopolis	720 King Street, West Toronto ON M5V 2T3	1.00	0.00	1.00
76	Zynpak Packaging	245 Drumlin Circle Concord ON L4K 3E4	9,033.24	0.00	9,033.24
Total:			8,590,702.28	56,000,001.00	64,590,703.28

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List "B"
Secured Creditors

Royal Doulton Canada Limited

No.	Name of creditor	Address	Amount of Claim	Particulars of Security	When given	Estimated value of security	Estimated surplus from security	Balance of claim unsecured
1	Bank of America, N.A. Attn: C/O Ogilvy Renault LLP	Royal Bank Plaza, South Twr, 200 Bay St. Suite 3800, PO Box 84, Royal Bank Plaza Toronto ON M5J 2Z4	65,916,392.00	Cash on Hand	01-Jan-1990	9,916,392.00		56,000,000.00
2	Falls Management Group LP	6380 Fallsview Blvd Retail Management Office Niagara Falls ON L2G 7Y6	1.00	Cash on Hand	01-Jan-1999	0.00		1.00
Total:			65,916,393.00			9,916,392.00	0.00	6,000,001.00

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

Royal Doulton Canada Limited

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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List "D"
Contingent or Other Liabilities

Royal Doulton Canada Limited

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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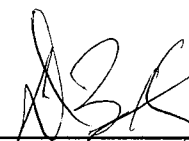
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List "E"
Debts Due to the Bankrupt
Royal Doulton Canada Limited

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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List "F"

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

Royal Doulton Canada Limited

No.	Name of all promissory, acceptors, endorsers, mortgagors, and guarantors	Address	Occupations	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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List "G"
Real Property or Immovable Owned by Bankrupt

Royal Doulton Canada Limited

Description of property	Nature of bankrupts 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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List "H"
Property

Royal Doulton Canada Limited
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 Institution			0.00	0.00
(d) Cash on hand			9,916,392.00	9,916,392.00
(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
			Total:	9,916,392.00

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Don Stubbs
Officer