

Court File Number: CV-19-614629-CL

Superior Court of Justice
Commercial List

FILE/DIRECTION/ORDER

AND

Plaintiff(s)
Defendant(s)

Case Management Yes No by Judge: _____

Counsel	Telephone No:	Facsimile No:

- Order Direction for Registrar (No formal order need be taken out)
- Above action transferred to the Commercial List at Toronto (No formal order need be taken out)
- Adjourned to: _____
- Time Table approved (as follows):

Endowment to be sent to
J. Dietrich.
S. Zweig
Message → Please distribute to
Service list

Date

Judge's Signature

Additional Pages _____

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF PAYLESS SHOESOURCE CANADA INC. AND PAYLESS SHOESOURCE CANADA GP INC.

J. Dietrich for Payless 17, June 24, 2019
 L. Calceires for Vancouver Debtors.
 S. Kears for Courtland Products
 S. Zureij for Toronto FTI County.
 K. Evans for First Central Assets
 S. Brotonen for Term Lenders
 (Ad hoc Committee)
 S. Dukasz for New Capital.

ONTARIO
 SUPERIOR COURT OF JUSTICE
 (COMMERCIAL LIST)
 PROCEEDING COMMENCED AT TORONTO

MOTION RECORD OF THE APPLICANTS
 (Returnable April 24, 2019)

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Lawyers for Payless ShoeSource Canada Inc., Payless ShoeSource
 Canada GP Inc. and Payless ShoeSource Canada LP

The motion was not opposed
 Two orders were sought
 ① Claims Procedure Order.
 - Although no distribution is
 expected to be made to
 unsecured creditors, the Applicants
 sought an Order at this time
 as it will assist from a
 procedural standpoint in administering
 the Chapter 11 proceedings
 It is noted that Payless ShoeSource
 Canada Inc and Payless ShoeSource
 Canada GP Inc are debtors in the Chapter 11
 proceedings. The form of order has been
 agreed to by all parties. Order granted.
 ② Amended Cashflow Statement. Again no party
 opposed concerning the requested order

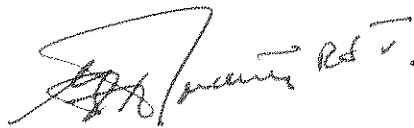
Court File No. CV-19-00614629-00CL

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF PAYLESS SHOESOURCE CANADA INC. AND PAYLESS SHOESOURCE CANADA GP INC.

The basis for the order is set out in the Third Report of the Monitor. I am satisfied that the requested relief ~~from~~ is appropriate in the circumstances and order is granted.

In summary, the motion is granted and the two orders have been signed.



ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT TORONTO

AFFIDAVIT OF ADRIAN FRANKUM
(Claims Procedure Order and Amended Cash Flow Statement)
Sworn April 17, 2019

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