

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**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 "**Applicants**")

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(as of October 23, 2019)

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AND TO:	1694412 ONTARIO INC. Downtown Chatham Centre Admin Office 100 King Street West, Chatham, ON N7M 6A9 kazafi@downtownchathamcentre.com <i>Store No.: 5851</i>
AND TO:	ELGIN MALL INC. Administration Office, 417 Wellington Street St. Thomas, ON N5R 5J5 Attention: Jay Burstein vicki@elginmall.com <i>Store No.: 5852</i>
AND TO:	EUROPRO (TECUMSEH MALL) LP 310 Wilson Avenue Toronto, ON M3H 1S8 dmcveety@europro.ca ktaylor@europro.ca <i>Store No.: 5854</i>
AND TO:	SHAPE BRENTWOOD LIMITED PARTNERSHIP, BRENTWOOD TOWNCENTRE LIMITED PARTNERSHIP c/o Shape Properties Corp 2020 One Bentall Centre 505 Burrard Street, Box 206 Vancouver, BC V7X 1M6 bertram@shapeproperties.com <i>Store No.: 5855</i>

AND TO:	WOODBINE MALL HOLDINGS INC. Woodbine Mall - Administration Office 500 Rexdale Boulevard Toronto, ON M9W 6K5 Attention: General Manager karen.a@woodbinemall.com <i>Store No.: 5869</i>
AND TO:	WEST EDMONTON MALL PROPERTY INC. Suite 3000, 8882-170th Street NW Edmonton, AB T5T 4M2 John Colbert Tel: 780.444.8138 john.colbert@wem.ca Michael Oseen Tel: 780.444.8115 michael.oseen@wem.ca Theresa Paquette Tel: 780.444.5245 theresa.paquette@wem.ca Colleen Melchert Tel: 780.444.5363 colleen.melchert@wem.ca <i>Store Nos.: 4737, 5874</i>
AND TO:	VOISIN DEVELOPMENTS LIMITED 245 The Boardwalk, Suite 303 Waterloo, ON N2T 0A6 harmony@voisindevelopments.ca <i>Store No.: 5890</i>

AND TO:	PLACE VERTU NOMINEE INC./FIDUCIAIRE PLACE VERTU INC. c/o Westcliff Management Ltd. 600 De Maisonneuve Blvd. West Suite 2600 Montreal, QC H3A 3J2 mmontpetit@westcliff.ca <i>Store No.: 5900</i>
AND TO:	MONTEZ (CORNER BROOK) INC. c/o Westcliff Management Ltd. 600 De Maisonneuve Blvd. West Suite 2600 Montreal, QC H3A 3J2 bmartel@westcliff.ca ltalamas@westcliff.ca sgore@westcliff.ca <i>Store No.: 7192</i>
AND TO:	LES IMMEUBLES DU CARREFOUR RICHELIEU LTEE/CARREFOUR RICHELIEU REALTIES LTD. 600 De Maisonneuve Blvd. West, Suite 2600 Montreal, QC H3A 3J2 <i>Store No.: 5902</i>
AND TO:	CARREFOUR RICHELIEU REALTIES LTD. 600 De Maisonneuve Blvd. West, Suite 2600 Montreal, QC H3A 3J2 <i>Store No.: 5904</i>
AND TO:	PLACE VERSAILLES INC. 7275 Rue Sherbrooke Est, Suite 300 Montreal, QC H1N 1E9 <i>Store No.: 5903</i>

AND TO:	666479 B.C. LTD. 1300-2025 Willingdon Avenue Burnaby, BC V5C 0J3 <i>Store No.: 5920</i>
AND TO:	8762317 CANADA INC. 235 Chaplin Crescent Toronto, ON M5P 1B1 reza@montasseri.com <i>Store No.: 5922</i>
AND TO:	DORVAL PROPERTY CORPORATION c/o Strathallen Property Management Inc. 352 Dorval Avenue, Suite 205 Dorval, QC H9S 3H8 pscally@centrecorp.com jlatulippe@centrecorp.com <i>Store No.: 5923</i>
AND TO:	COMPLEXE PLACE ST-EUSTACHE INC. 630 St Paul St. W, Suite 600 Montreal, QC H3C 1L9 <i>Store No.: 5924</i>
AND TO:	CENTRE D'ACHATS DU BOULEVARD (MONTREAL) SOCIETE EN COMMANDITE/ THE BOULEVARD SHOPPING CENTRE (MONTREAL) LIMITED PARTNERSHIP c/o Crofton Moore Property Services Inc. 5800 Saint-Denis, Suite 1100 Montreal, QC H2S 3L5 Attention: President recevables@croftonmoore.com serviceboulevard@croftonmoore.com <i>Store No.: 5926</i>

AND TO:	MONTEZ (SOREL) INC. c/o COGIR Management Corporation GP 7250, bl. Taschereau, Suite 200 Brossard, QC J4W 1M9 mdesnoyers@cogir.net Store No.: 5927
AND TO:	VALIANT RENTAL INC. 177 Nonquan Road Oshawa, ON L1G 3S2 jane@vrpl.ca agoldhar@rogers.com Store No.: 5931
AND TO:	CORNWALL SQUARE INC. 407 McGill College, Suite 710 Montreal, QC H2Y 2G3 abourke@groupequint.com c/o Groupe I. Quint Inc. 245 Avenue Victoria, Suite 801 Westmount, QC H3Z 2M6 felian@groupequint.com Store No.: 5932
AND TO:	GREAT WORLD PROPERTIES LIMITED Living Properties Inc. 8 Steelcase Road West Markham, ON L3R 1B2 Store No.: 5933

AND TO:	HARVARD DEVELOPMENTS INC. c/o Harvard Property Management Inc. Suite 2000, 1874 Scarth Street Regina, SK S4P 4B3 ckol@harvard.ca kjessop@harvard.ca <i>Store No.: 5937</i>
AND TO:	PORTAGE PLACE CENTRE INC. Unit 232B - 393 Portage Avenue Winnipeg, MB R3B 3H6 Attention: Vice President, Shopping Centre <i>Store No.: 5938</i>
AND TO:	767228 ALBERTA LTD. c/o Northern Development & Investment Group Inc. #200 - 17616 - 107 Avenue, Edmonton, AB T5S 1G8 annieb@northerndevelopments.com <i>Store No.: 5958</i>
AND TO:	WOODFINE PROPERTIES INC. 2300 - 1066 West Hasting Street Vancouver, BC V6E 3X2 Attention: Peter M. Woodfine peter@woodfine.co <i>Store No.: 5959</i>
AND TO:	CENTRE REGIONAL CHATEAUGUAY INC. 200, boulevard D'Anjou, suite 321 Chateauguay, QC J6K 1C5 centreregionalchateauguay@groupequint.com <i>Store No.: 5965</i>

AND TO:	HOOPP REALTY INC., NSAHOPP MAYFLOWER INC. c/o High Peak Leasehold Limited 21 St. Clair Avenue East, Suite 1201 Toronto, ON M4T 1L9 Imahe@mayflowermall.com <i>Store No.: 5995</i>
AND TO:	DISCOVERY HARBOUR SHOPPING CENTRE. LTD. 1400 Weiwaikum Road Campbell River Indian Reserve No. 11 Campbell River, BC V9W 5W8 shirley@nwproperties.ca christoph@nwproperties.ca <i>Store No.: 6916</i>
AND TO:	TOULON DEVELOPMENT CORPORATION Toulon Development Corporation 4060 St. Catherine Street West, Suite 700 Montreal, QC H3Z 3Z2 nickp@toulondev.com <i>Store No.: 6928</i>
AND TO:	CRECCAL INVESTMENTS LTD. Creccal Investments Inc. 12675 Rue Sherbrooke Est Bureau 126 Montreal, QC H1A 3W7 Attention: Administration Office <i>Store No.: 6932</i>
AND TO:	ECONO-MALLS HOLDINGS #25 INC. 1 Westmount Square, Suite 1900 Westmount, QC H3Z 2P9 diane@econo-malls.com calexandre@econo-malls.com <i>Store Nos.: 5834, 6935</i>

AND TO:	TANURB (FESTIVAL MARKETPLACE) INC. c/o Festival Marketplace 128A Sterling Road Suite 203 Toronto, ON M6R 2B7 c/o Festival Marketplace 1067 Ontario Street Stratford, ON N5A 6W6 Attention: Administrative Office alexia@tanurb.com <i>Store No.: 6938</i>
AND TO:	FIRST REAL PROPERTIES LIMITED Second Floor, Stelco Tower 100 King Street West Lloyd D. Jackson Square Hamilton, ON L8P 1A2 <i>Store No.: 6940</i>
AND TO:	WESTDALE CONSTRUCTION CO. LIMITED Northdate Mall 35 Lesmill Road Toronto, ON M3B 2T3 Attention: Manager, Lease Administration andrew@oberfeldsnowcap.com <i>Store No.: 6941</i>
AND TO:	KINGSGATE PROPERTY LTD. 3030 Gilmore Diversion Burnaby, BC V5G 3B4 <i>Store No.: 6949</i>

AND TO:	SOUTHPOINTE COMMON CORP. Rancho Realty (1975) Ltd. #1, 5528 - 1st Street S.E. Calgary, AB T2H 2W9 Attention: Branch Manager <i>Store No.: 6954</i>
AND TO:	NEW PINE GROVE ROAD CENTRE INC. c/o Firm Capital Properties Inc. 1244 Caledonia Road, Toronto, ON M6A 2X5 Attention: Property Manager afacchini@firmcapital.com <i>Store No.: 6959</i>
AND TO:	MELCOR REIT LIMITED PARTNERSHIP 900, 10310 Jasper Avenue Edmonton, AB T5J 1Y8 <i>Store No.: 6960</i>
AND TO:	GRANVILLE STREET PROPERTIES INC., THE VILLAGE SHOPPING CENTRE (2006) INC. 106 Avenue Gun Pointe-Claire, QC H9R 3X3 kim.strange@plaza.ca <i>Store Nos.: 6961, 7190</i>
AND TO:	1763931 ONTARIO LTD. 1933 Regent Street South Sudbury, ON P3E 5R2 <i>Store No.: 6972</i>

AND TO:	PROMENADE LIMITED PARTNERSHIP c/o Centrecorp Management Services Limited 1 Promenade Circle, Suite 316 Thornhill, ON L4J 4P8 jfernandes@promenade.ca <i>Store No.: 6982</i>
AND TO:	3829660 MANITOBA LIMITED c/o Shindico Realty Inc. 200-1355 Taylor Avenue Winnipeg, MB R3M 3Y9 mstronger@shindico.com <i>Store No.: 7171</i>
AND TO:	PLAZACORP PROPERTY HOLDINGS INC. 98 Main Street Fredericton, NB E3A 9N6 kim.strange@plaza.ca <i>Store Nos.: 6948, 6966, 7174</i>
AND TO:	1663321 ONTARIO INC., 1414614 ONTARIO INC. The Ottawa Train Yards Inc. 223 Colonnade Road South, Suite 100 Ottawa, ON K2E 7K3 <i>Store No.: 7179</i>
AND TO:	DARTMOUTH CROSSING 3 LIMITED, DARTMOUTH CROSSING 4 LIMITED c/o Centrecorp Management Services Limited 2851 John Street, Suite One Markham, ON L3R 5R7 Attention: Executive Vice-President <i>Store No.: 7183</i>

AND TO:	THE INCC CORP. 101 Ira Needles Blvd. Waterloo, ON N2J 3Z4 245 The Boardwalk, Suite 303 Waterloo, ON N2T 0A6 harmony@voisindevelopments.ca <i>Store No.: 7194</i>
AND TO:	KS EGLINTON SQUARE INC. c/o Bentall Kennedy (Canada) Limited Partnership 65 Port Street East, Unit 110 Mississauga, ON L5G 4V3 Attention: Senior Vice President, Shopping Centres Sheri Loyer (Accounts Administrator) sloyer@morguard.com Paulette Gagnon pgagnon@morguard.com <i>Store No.: 5967</i>
AND TO:	TECUMSEH MALL 7654 Tecumseh Rd. E. Windsor, ON N8T 1E9 Debra McVeety dmcveety@europro.ca <i>Store No.: 5854</i>

AND TO:	CHOICE PROPERTIES REIT 175 Bloor Street East Suite 1400, North Tower Toronto, ON M4W 3R8 Crystal Ng Assistant Property Manager – Ontario Retail crystal.ng@choicereit.ca <i>Store Nos: 4723, 6920, 5880, 5921</i>
AND TO:	2046459 ONTARIO INC. 55 City Centre Drive, Suite 800 Mississauga, ON L5B 1M3 Local Office: Unit 53, 45585 Luckakuck Way Chilliwack, BC V2R 1A1 c/o Warrington PCI Management #300 – 1030 West Georgia Street Vancouver, BC V6E 2Y3 <i>Store No: 5910</i>