

Court File No.: \_\_\_\_\_

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

THE HONOURABLE )  
R.S.J. MORAWETZ )  
)  
)

●, THE ●  
DAY OF APRIL, 2017

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

**AND IN THE MATTER OF PAYLESS HOLDINGS LLC, PAYLESS SHOESHOURCE  
CANADA INC, PAYLESS SHOESOURCE GP INC AND THE OTHER ENTITIES  
LISTED ON SCHEDULE "A" HERETO**

**APPLICATION OF PAYLESS HOLDINGS LLC UNDER SECTION 46 OF THE  
*COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED**

**INITIAL RECOGNITION ORDER  
(FOREIGN MAIN PROCEEDING)**

**THIS APPLICATION**, made by Payless Holdings LLC in its capacity as the foreign representative (the "**Foreign Representative**") of Payless ShoeSource Canada Inc., Payless ShoeSource GP Inc. and Payless ShoeSource Canada LP together with the other entities listed in Schedule "A" hereto (collectively. the "**Chapter 11 Debtors**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form enclosed in the Application Record, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Application, the affidavit of Michael Schwindle sworn April 6, 2017 (the "**Schwindle Affidavit**"), filed, the Report of the proposed Information Officer and upon being provided with copies of the documents required by section 46 of the CCAA,

AND UPON BEING ADVISED by counsel for the Foreign Representative that in addition to this Initial Recognition Order, a Supplemental Order (Foreign Main Proceeding) is being sought,

AND UPON HEARING the submissions of counsel for the Foreign Representative, counsel for the proposed Information Officer and counsel for the DIP ABL Lenders, and those other parties present, no one else appearing although duly served as appears from the affidavit of service of ● sworn April ●, 2017:

### **SERVICE**

1. THIS COURT ORDERS that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

### **FOREIGN REPRESENTATIVE**

2. THIS COURT ORDERS AND DECLARES that the Foreign Representative is the “foreign representative” as defined in section 45 of the CCAA of the Chapter 11 Debtors in respect of the cases commenced in the United States Bankruptcy Court for the Eastern District of Missouri by the Chapter 11 Debtors pursuant to Chapter 11 of the United States Bankruptcy Code (the “**Foreign Proceeding**”).

### **CENTRE OF MAIN INTEREST AND RECOGNITION OF FOREIGN PROCEEDING**

3. THIS COURT DECLARES that the centre of its main interests for each of the Chapter 11 Debtors is the United States of America and that the Foreign Proceeding is hereby recognized as a “foreign main proceeding” as defined in section 45 of the CCAA.

### **STAY OF PROCEEDINGS**

4. THIS COURT ORDERS that until otherwise ordered by this Court:

- (a) all proceedings taken or that might be taken against the Chapter 11 Debtors under the *Bankruptcy and Insolvency Act* or the *Winding-up and Restructuring Act* are stayed;

- (b) further proceedings in any action, suit or proceeding against the Chapter 11 Debtors are restrained; and
- (c) the commencement of any action, suit or proceeding against the Chapter 11 Debtors is prohibited.

#### **NO SALE OF PROPERTY**

5. THIS COURT ORDERS that, except with leave of this Court, each of the Chapter 11 Debtors is prohibited from selling or otherwise disposing of:

- (a) outside the ordinary course of its business, any of its property in Canada that relates to the business; and
- (b) any of its other property in Canada.

#### **GENERAL**

6. THIS COURT ORDERS that within five (5) business days from the date of this Order, or as soon as practicable thereafter, the Information Officer shall cause to be published a notice once a week for two consecutive weeks, in the Globe and Mail (National Edition).

7. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, to give effect to this Order and to assist the Chapter 11 Debtors and the Foreign Representative and their respective counsel and agents in carrying out the terms of this Order.

8. THIS COURT ORDERS AND DECLARES that this Order shall be effective as of 12:01 a.m. Eastern Standard Time on the date of this Order.

9. THIS COURT ORDERS that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days notice to the Chapter 11 Debtors and the Foreign Representative and their counsel, and to any other party or parties likely to be affected (including counsel for the DIP ABL Lenders) by the order sought, or upon such other notice, if any, as this Court may order.

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## **SCHEDULE A – ADDITIONAL CHAPTER 11 DEBTORS**

Payless Intermediate Holdings LLC  
WBG PSS Holdings LLC  
Payless Inc.  
Payless Finance, Inc.  
Collective Brands Services, Inc.  
PSS Delaware Company 4, Inc.  
Shoe Sourcing, Inc  
Payless ShoeSource, Inc  
Eastborough, Inc.  
Payless Purchasing Services, Inc.  
Payless ShoeSource Merchandising, Inc.  
Payless Gold Value CO, Inc.  
Payless ShoeSource Distribution, Inc.  
Payless ShoeSource Worldwide, Inc.  
Payless NYC, Inc.  
Payless ShoeSource of Puerto Rico, Inc.  
Payless Collective GP, LLC  
Collective Licensing, LP  
Collective Licensing International LLC  
Clinch, LLC  
Collective Brands Franchising Services, LLC  
Payless International Franchising, LLC  
Collective Brands Logistics, Limited  
Dynamic Assets Limited  
PSS Canada, Inc.

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PAYLESS SHOESOURCE CANADA GP INC. AND THOSE OTHER ENTITIES LISTED ON SCHEDULE "A" HERETO**

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*COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36 AS AMENDED**

**Applicant**

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***Ontario***  
**SUPERIOR COURT OF JUSTICE**  
**COMMERCIAL LIST**  
Proceeding commenced at Toronto

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**INITIAL RECOGNITION ORDER**  
**(FOREIGN MAIN PROCEEDING)**

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