

CW-17-11758-00CL

IN THE MATTER OF the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended

Court File No: AND IN THE MATTER OF PAYLESS HOLDINGS LLC, PAYLESS SHOESOURCE CANADA INC., PAYLESS SHOESOURCE CANADA GP INC. AND THOSE 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 Applicant

*J. Macdonald & P. Reister as Applicant*  
*e. Prophet M. Coxe for Swahoe.*

*A. Taylor & L. Nielsen for Payless*  
*Defendants of Pay*

*D. Bish & Co. for Lawyers.*

*T. Reyes & H. Shein for Wells Fargo*  
*ASL DIP leader*

*A. Gallstiere*  
*for 20 Vic, etc*

*The requested relief for an Initial  
Recognize Order proceeded in an  
unopposed basis.  
Initial Recognize Order granted,*

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

**APPLICATION RECORD OF THE APPLICANT**  
Returnable April 7, 2017 - Volume 1 of 4

**OSLER, HOSKIN & HARCOURT, LLP**  
P.O. Box 50, 1 First Canadian Place  
Toronto, ON M5X 1B8

Marc Wasserman LSUC# 44066M  
Tel: 416.862.4908  
mwasserman@osler.com

John MacDonald LSUC# 25884R  
Tel: 416.862.5672  
jmacdonald@osler.com

Shawn T. Irving LSUC# 50035U  
Tel: 416.862.4733  
sirving@osler.com

Fax: 416.862.6666

Lawyers for the Applicant



with the exception of paragraph 6 of  
the draft Order. Paragraphs 6-10 and 12 of the  
Supplemental Order also granted.  
The remaining issues - in particular the

remaining requested relief in the form of  
the Supplemental Order ~~are~~ are  
adjourned to Monday April 10, 2017  
at 2:15 p.m.

Reasons with respect to Initial  
Requests Order will follow.

 RST

April 12, 2017

Supplemental Order granted,  
with exception of DIP notes  
and anything related directly,  
or indirectly to the DIP ABC Agreement,  
the DIP Order or DIP ABC Facilities.  
Reasons to follow.

 RST