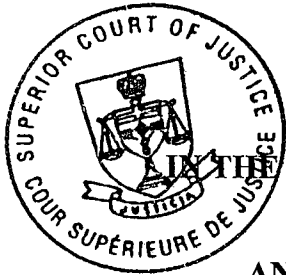


ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE
R.S.J. MORAWETZ

)
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)
)
WEDNESDAY, THE 21ST
DAY OF JUNE, 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 CANADA 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

RECOGNITION ORDER

THIS MOTION, made by Payless Holdings LLC in its capacity as the foreign representative (the "**Foreign Representative**") of Payless ShoeSource Canada Inc., Payless ShoeSource Canada GP Inc. and Payless ShoeSource Canada LP together with the other entities listed in Schedule "A" hereto (collectively, the "**Chapter 11 Debtors**" and each, a "**Chapter 11 Debtor**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order: (i) recognizing and enforcing the terms of the Final Orders (as defined below) entered by the United States Bankruptcy Court for the Eastern District of Missouri (the "**U.S. Court**"); (ii) amending the title of these proceedings; and (iii) for certain other relief, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion dated June 16, 2017, the Affidavit of Michael Schwindle sworn June 19, 2017, the Affidavit of Michael Shakra sworn June 16, 2017, the

First Report of the Information Officer dated June 7, 2017 (the “**First Report**”) and the Second Report of the Information Officer dated June 19, 2017 (the “**Second Report**”).

AND UPON HEARING the submissions of counsel for the Foreign Representative, counsel for the Information Officer and those other parties present, no one else appearing although duly served as appears from the affidavit of service of Michael Shakra sworn June 16, 2017:

SERVICE

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

RECOGNITION OF FOREIGN ORDERS

2. THIS COURT ORDERS that the following orders (collectively, the “**Final Orders**”) of the U.S. Court are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA:

- (a) Final Order (I) Authorizing the Debtors to (A) Honor Certain Prepetition Obligations to Customers and Partners and (B) Continue Certain Customer and Partner Programs in the Ordinary Course of Business and (II) Granting Related Relief (the “**Final Customer and Partner Order**”);
- (b) Final Order (I) Authorizing The Debtors to (A) Continue Insurance Coverage Entered into Prepetition and Satisfy Prepetition Obligations Related Thereto and (B) Renew, Supplement, or Purchase Insurance Policies, and (II) Granting Related Relief (the “**Final Insurance Order**”);
- (c) Final Order (A) Authorizing the Debtors to Pay Certain Prepetition Claims of (I) Critical Vendors and (II) Carrier, Warehousemen, and Section 503(B)(9) Claimants and (B) Granting Related Relief (the “**Final Critical Vendors Order**”);
- (d) Final Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System and (B) Maintain Existing Bank Accounts and Business

Forms; (II) Authorizing Continued Intercompany Transactions; (III) Granting Superiority Administrative Expense Status to Post-Petition Intercompany Payments; and (IV) Granting Related Relief (the “**Final Cash Management Order**”):

- (e) Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief (the “**Final Prepetition Wages and Benefits Order**”):
- (f) Final Order (I) Authorizing the Debtors to Continue and Renew the Surety Bond Program on an Uninterrupted Basis, and (II) Granting Related Relief (the “**Final Surety Bond Order**”);
- (g) Final Order (I) Authorizing the Payment of Certain Prepetition Taxes and Fees and (II) Granting Related Relief (the “**Final Prepetition Taxes and Fees Order**”); and
- (h) Final Order (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (II) Determining Adequate Assurance of Payment for Future Utility Service, (III) Establishing Procedures for Determining Adequate Assurance of Payment, and (IV) Granting Related Relief (the “**Final Utilities Order**”).

attached hereto as Schedules “B” to “I”, provided, however, that in the event of any conflict between the terms of the Final Orders and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to the Chapter 11 Debtors’ current and future assets, undertakings and properties of every nature and kind whatsoever in Canada.

AMENDMENTS TO INITIAL RECOGNITION ORDER AND SUPPLEMENTAL ORDER (FOREIGN MAIN PROCEEDING)

3. THIS COURT ORDERS that all references contained in the Initial Recognition Order issued by this Court on April 7, 2017 and in the Supplemental Order (Foreign Main Proceeding) issued by this Court on April 12, 2017 to "Payless ShoeSource GP Inc." are hereby deleted and replaced with references to "Payless ShoeSource Canada GP Inc."

INFORMATION OFFICER

4. THIS COURT ORDERS that the First Report, the Second Report and the activities of the Information Officer described therein, be and are hereby approved.

AID AND ASSISTANCE

5. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Chapter 11 Debtors, the Foreign Representative, the Information Officer, and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Chapter 11 Debtors, the Foreign Representative and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Chapter 11 Debtors, the Foreign Representative, the Information Officer, and their respective agents in carrying out the terms of this Order.

6. THIS COURT ORDERS that each of the Chapter 11 Debtors, the Foreign Representative and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

JUN 2 1 2017



PER / PAR: 

TAB A

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.

TAB B

SCHEDULE B

Final Customer and Partner Order

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:) Case No. 17-42267-659
) Chapter 11
Payless Holdings LLC, *et al.*,)
) Jointly Administered
) Debtors.)
) Related Docket Nos.: 21, 92

**FINAL ORDER
(I) AUTHORIZING THE DEBTORS TO (A) HONOR
CERTAIN PREPETITION OBLIGATIONS TO CUSTOMERS
AND PARTNERS AND (B) OTHERWISE CONTINUE CERTAIN
CUSTOMER AND PARTNER PROGRAMS IN THE ORDINARY
COURSE OF BUSINESS AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of a final order (this “Final Order”), (a) authorizing the Debtors to (i) honor certain prepetition obligations to Customers and Programs and (ii) maintain and administer the Customer Programs in the ordinary course of business and in a manner consistent with past practice, and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81-9.01(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in

¹ Capitalized terms used but not otherwise defined in this Final Order shall have the meanings ascribed to them in the Motion or in the First Day Declaration, as applicable.

the Motion is in the best interests of the Debtors' estates, their creditors, and other parties-in-interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is

HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as set forth herein.
2. The relief provided in the Interim Order is approved on a final basis.
3. The Debtors are authorized, but not directed, to honor and perform their Customer Programs on a final basis; provided, however, that the Debtors shall honor their Gift Card Program in Stores, including online and in those Stores that are being or will be identified for closure pursuant to any motion.
4. The Debtors are authorized, but not directed, to continue, renew, and replace the Customer Programs on a postpetition basis in the ordinary course of their businesses and consistent with their prepetition practices.
5. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Interim Order or any payment made pursuant to this Interim Order shall constitute, nor is it intended to constitute, (a) an admission as to the validity of any prepetition claim against a Debtor entity, (b) a waiver of the Debtors' rights to dispute any prepetition claim of any groups, (c) a promise or a requirement to pay a prepetition claim, (d) an

implication or admission that any particular claim is of a type specified or defined in this Final Order or the Motion, (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code, (f) a waiver or limitation of the Debtors' rights or the rights of any other person under the Bankruptcy Code or any other applicable law, (g) an admission as to the validity or priority of any claim or lien against the Debtors, or (h) a waiver of the Debtors' rights to subsequently dispute such claim or lien.

6. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized, but not directed, to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, provided that sufficient funds are on deposit and standing in the Debtors' credit in the applicable bank accounts to cover such payments, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order without any duty of further inquiry and without liability for following the Debtors' instructions.

7. The Debtors are authorized to issue postpetition checks, or to affect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the Customer Programs.

8. Nothing contained in the Motion or this Final Order is intended or should be construed to create an administrative priority claim on account of any Customer Programs.

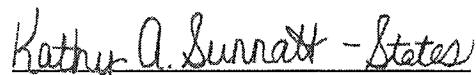
9. Notwithstanding anything to the contrary contained herein, any payment made or to be made under this Final Order, any authorization contained in this Final Order, or any claim for which payment is authorized hereunder, shall be subject to any orders of this Court approving

any debtor in possession financing for, or any use of cash collateral by, the Debtors , and any documents providing for such debtor in possession financing and the budget governing such debtor in possession financing and use of cash collateral.

10. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a).

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

12. No later than two (2) business days after the date of this order, the Debtors shall serve a copy of the Final Order on the Notice Parties and shall file a certificate of service no later than 24 hours after service.


KATHY A. SURRATT-STATES
Chief United States Bankruptcy Judge

DATED: May 9, 2017
St. Louis, Missouri
jjh

Order Prepared by:

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Counsel to Debtors and Debtors in Possession

TAB C

SCHEDULE C
Final Insurance Order

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:) Case No. 17-42267-659
Payless Holdings LLC, *et al.*,) Chapter 11
Debtors.) Jointly Administered
) Related Docket Nos.: 10, 89

**FINAL ORDER (I) AUTHORIZING
THE DEBTORS TO (A) CONTINUE INSURANCE
COVERAGE ENTERED INTO PREPETITION AND
SATISFY PREPETITION OBLIGATIONS RELATED
THERE TO AND (B) RENEW, SUPPLEMENT, OR PURCHASE
INSURANCE POLICIES, AND (II) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")¹ of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of a final order (this "Final Order"), (a) authorizing the Debtors to (i) continue insurance coverage entered into prepetition and satisfy payment of prepetition obligations related thereto in the ordinary course of business and (ii) renew, supplement, or purchase insurance coverage in the ordinary course of business, and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81.901(B)(1) of the Local Bankruptcy Rules of the United States District Court for the Eastern District of Missouri; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the

¹ Capitalized terms used but not otherwise defined in this Order shall have the meanings ascribed to them in the Motion or in the First Day Declaration, as applicable.

Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is

HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as set forth herein.
2. The relief provided in the Interim Order is approved on a final basis.
3. The Debtors are authorized, but not directed, to continue the Insurance Policies, including, but not limited to those identified on Exhibit A to the Motion,² in the ordinary course of business and to pay any prepetition and postpetition obligations related to the Insurance Policies, including, without limitation, paying any amounts owed on account of Premiums, Deductible Fees, Insurance Administrator Fees, Brokerage Fees, and other fees and costs in the ordinary course of business.
4. The Debtors are authorized, but not directed, to renew, supplement, modify, or purchase Insurance Policies on a postpetition basis to the extent that the Debtors determine that such action is in the best interest of their estates.
5. The Debtors are authorized, but not directed, to honor any amounts owed on account of any Insurance Policy Audits in the ordinary course of business.

² For the avoidance of doubt, Insurance Policies shall include all insurance policies, whether current or expired, and any agreements related thereto.

6. Nothing herein alters or amends the terms and conditions of any Insurance Policy or relieves the Debtors of any of their obligations under the Insurance Policies.

7. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized, but not directed, to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

8. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Insurance Policies.

9. Notwithstanding anything to the contrary contained herein, any payment made or to be made under this Order, any authorization contained in this Order, or any claim for which payment is authorized hereunder, shall be subject to any orders of this Court approving any debtor in possession financing for, or any use of cash collateral by, the Debtors, and any documents providing for such debtor in possession financing and the budget governing such debtor in possession financing and use of cash collateral.

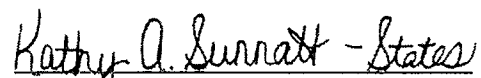
10. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Final Order or any payment made pursuant to this Final Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under

section 365 of the Bankruptcy Code.

11. Notice of the Motion satisfies the requirements set forth in Bankruptcy Rule 6004(a).

12. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

13. No later than two (2) business days after the date of this Order, the Debtors shall serve a copy of the Order on the Notice Parties and shall file a certificate of service no later than 24 hours after service.


KATHY A. SURRATT-STATES
Chief United States Bankruptcy Judge

DATED: May 9, 2017
St. Louis, Missouri
jjh

Order Prepared by:

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Counsel to Debtors and Debtors in Possession

TAB D

SCHEDULE D

Final Critical Vendors Order

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:) Case No. 17-42267-659
Payless Holdings LLC, *et al.*,) Chapter 11
Debtors.) Jointly Administered
)
) Related Docket Nos.: 30, 94

**FINAL ORDER
(A) AUTHORIZING THE DEBTORS
TO PAY CERTAIN PREPETITION CLAIMS OF
(I) CRITICAL VENDORS AND (II) CARRIER, WAREHOUSEMEN,
AND SECTION 503(B)(9) CLAIMANTS AND (B) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")¹ of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of a final order (this "Final Order"), (a) authorizing, but not directing, the Debtors to pay prepetition claims held by (i) Critical Vendors; (ii) Carriers and Warehousemen; and (iii) 503(b)(9) Claimants (collectively, the "Vendor Claims") in the aggregate in an amount not to exceed \$113 million on a final basis; and (b) granting related relief; all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81-9.01(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their

¹ Capitalized terms used but not otherwise defined in this Final Order shall have the meanings ascribed to such terms elsewhere in the Motion or in the First Day Declaration, as applicable.

creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is granted as set forth herein on a final basis.
2. The relief provided in the Interim Order is approved on a final basis.
3. The Debtors are authorized, but not directed, to pay the prepetition Vendor Claims in the ordinary course of business and consistent with their prepetition practices; *provided that* such payments shall not exceed \$113 million in the aggregate unless otherwise ordered by the Court after notice and a hearing; *provided further that:*

- (a) the Debtors' professionals and the Committee's professionals shall have a weekly telephonic meeting during which the Debtors' professionals shall provide an update with respect to proposals made before and after the entry of this Final Order to holders of Vendor Claims, the status thereof, and any other information reasonably requested by the Committee regarding the proposals; *provided, that,* the Consenting First Lien Ad Hoc Committee's (as defined in the RSA) professionals shall receive reasonable advance notice of any such weekly meeting and an opportunity to participate therein;
- (b) the Debtors shall provide the Committee's professionals with a list, which may be provided by electronic mail, of any Vendor Claims sought to be paid (the "Vendor Claims List") in conjunction with a proposal made after the entry of this Final Order, which Vendor Claims List shall identify, without limitation, the following information:
 - (i) the Debtor(s) against which the Vendor Claim is

asserted; (ii) the amount of the Vendor Claim; (iii) the claimant asserting the Vendor Claim; (iv) the basis for the Vendor Claim, including the estimated amount of such Vendor Claim that is entitled to priority under section 503(b)(9) of the Bankruptcy Code and the amount that is a general unsecured claim; (v) and whether the Debtors are providing a waiver under section 547 of the Bankruptcy Code; provided, however, that the Committee's professionals shall keep the Vendor Claims List confidential and not disclose any of the information in the matrix to anyone including but not limited to any member of the Committee without the prior written consent of the Debtors; *provided, that*, the Debtors shall simultaneously provide the Consenting First Lien Ad Hoc Committee's professionals with a copy of such Vendor Claims List;

- (c) the Committee's professionals shall have until 5:00 p.m. prevailing Central Time on the third business day after receipt of the Vendor Claims List to review the Vendor Claims List (the "List Review Period") and notify the Debtors in writing, which may be by electronic mail, of any issues (the "Issues") with respect to the payment of any Vendor Claim above \$500,000 (the "Notified Payment"); *provided, that*, any such notice shall simultaneously be provided to the Consenting First Lien Ad Hoc Committee's professionals;
- (d) if the Committee does not notify the Debtors of any Issues by the expiration of the List Review Period, or if the Committee consents to the proposed Notified Payment before expiration of the List Review Period, the Debtors shall be permitted to pay the applicable Vendor Claims, subject to the terms of this Final Order;
- (e) if the Committee timely notifies the Debtors of any Issue with respect to any Notified Payment (hereafter, a "Questioned Payment") prior to the expiration of the List Review Period, then the Debtors and the Committee shall attempt to resolve the Issues surrounding such Questioned Payment consensually. If no consensual resolution is reached by the date that is five (5) days following delivery of notice of the proposed payment (the "Resolution Date"), the Committee may file a formal objection on the docket and any such objection shall be resolved by the Court at a hearing to be scheduled at the Court's earliest convenience. If the Committee fails to object within two (2) business days of the Resolution Date, the Debtors shall

be authorized to make the proposed payment without further Court order. For the avoidance of doubt, the Debtors may pay any Vendor Claim other than any Questioned Payment.

4. The Debtors are authorized, but not directed, to pay Vendor Claims, in whole or in part, upon such terms and in the manner provided in this Final Order, and upon such terms as agreed to between the Debtor and the Critical Vendor in the Debtors' sole reasonable business judgment; *provided that* if any party accepts payment hereunder and does not continue supplying goods or services to the Debtors in accordance with the Trade Terms (a) the Debtors may take any and all appropriate steps to recover from such Vendor any payments made to it on account of its prepetition claim to the extent that such payments exceed the postpetition amounts then owing to such party; (b) upon recovery by the Debtors, any prepetition claim of such party may be reinstated as if the payment on account thereof had not been made; and (c) if an outstanding postpetition balance is due from the Debtors to such party, the Debtors may elect to recharacterize and apply any payment made pursuant to this Final Order to such outstanding postpetition balance and such party will be required to repay to the Debtors such paid amounts that exceed the postpetition obligations then outstanding without the right of any setoffs, claims, provisions for payment of any claims, or otherwise.

5. If any Vendor is paid with respect to its Vendor Claim and thereafter does not continue to provide goods or services to the Debtors in accordance with the Trade Terms, any payments made to the Vendor shall be subject to avoidance under section 549 of the Bankruptcy Code and shall be recoverable by the Debtors in cash upon written request. Upon recovery by the Debtors, the Vendor Claim shall be reinstated as a prepetition claim in the amount recovered.

6. Nothing herein shall impair or prejudice the ability of the Debtors or any party in interest to contest the extent, perfection, priority, validity, or amounts of any claims held by any

Critical Vendor. The Debtors do not concede that any claims satisfied pursuant to this Final Order are valid, and the Debtors expressly reserve all of their rights and the rights of any party in interest to contest the extent, validity, or perfection or seek the avoidance of all such liens or the priority of such claims.

7. All undisputed obligations related to the Outstanding Orders are granted administrative expense priority in accordance with section 503(b)(1)(A) of the Bankruptcy Code.

8. The Debtors are authorized, but not directed, to pay all undisputed amounts related to the Outstanding Orders in the ordinary course of business consistent with the parties' customary practices in effect prior to the Petition Date.

9. Nothing herein or in the Motion shall be construed to limit, or in any way affect, the Debtors' ability to dispute or contest the amount of, or basis for, any claims against the Debtors arising in connection with the Outstanding Orders.

10. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Final Order or any payment made pursuant to this Final Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors' rights or the rights of any party in interest to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

11. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized, but not directed, to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, provided that sufficient funds are on deposit and standing in the Debtors' credit in the applicable bank accounts to cover such payments, and all such banks

and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order without any duty of further inquiry and without liability for following the Debtors' instructions.

12. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Critical Vendor Claims.

13. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of Bankruptcy Rule 6004(a) and the Local Bankruptcy Rules are satisfied by such notice.

14. To the extent that this Final Order is inconsistent with any prior order or pleading with respect to the Motion in these cases, the terms of this Final Order shall govern.


15. Notwithstanding anything to the contrary contained herein, any payment made or to be made under this Final Order, any authorization contained in this Final Order, or any claim for which payment is authorized hereunder, shall be subject to any orders of this Court approving any debtor in possession financing for, or any use of cash collateral by, the Debtors, and any documents providing for such debtor in possession financing and the budget governing such debtor in possession financing and use of cash collateral.

16. Any party who accepts payment in full from the Debtors of a Vendor Claim shall take all actions necessary to remove any mechanics' liens, possessory liens, or similar state law trade liens on the Debtors' assets such party may have based upon such Vendor Claim at such party's sole expense.

17. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final

Order are immediately effective and enforceable upon its entry.

18. No later than two (2) business days after the date of this order, the Debtors shall serve a copy of the Final Order on the Notice Parties and shall file a certificate of service no later than 24 hours after service.


KATHY A. SURRATT-STATES
Chief United States Bankruptcy Judge

DATED: May 9, 2017
St. Louis, Missouri
jjh

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Counsel to Debtors and Debtors in Possession

TAB E

SCHEDULE E

Final Cash Management Order

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:) Case No. 17-42267-659
) Chapter 11
Payless Holdings LLC, *et al.*,)
) Jointly Administered
Debtors.)
) Related Docket No.: 22

**FINAL ORDER (I) AUTHORIZING THE
DEBTORS TO (A) CONTINUE USING THE
CASH MANAGEMENT SYSTEM AND (B) MAINTAIN
EXISTING BANK ACCOUNTS AND BUSINESS FORMS;
(II) AUTHORIZING CONTINUED INTERCOMPANY TRANSACTIONS;
(III) GRANTING SUPERIORITY ADMINISTRATIVE EXPENSE STATUS TO POST-
PETITION INTERCOMPANY PAYMENTS; AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")¹ of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of a final order (this "Final Order" or "Order"): (a) authorizing, but not directing, the Debtors to (i) continue to operate the Debtors' cash management system, (ii) honor certain prepetition obligations related thereto, (iii) maintain existing business forms, and (iv) continue to maintain business relationships with each other and with non-Debtor affiliates consistent with historical practice; and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81.901(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in

¹ Capitalized terms used but not otherwise defined in this Order shall have the meanings ascribed to such terms in the Motion.

this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is

HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as set forth herein.
2. The Debtors are authorized but not directed to: (a) continue using the Cash Management System and honor any prepetition obligations related to the use thereof; (b) designate, maintain, close, and continue to use on a final basis any or all of their existing Bank Accounts, including, but not limited to, the Bank Accounts identified on **Exhibit B** attached to the Motion, in the names and with the account numbers existing immediately before the Petition Date; (c) deposit funds in and withdraw funds from the Bank Accounts by all means, including checks, wire transfers, ACH transfers, and other debits; (d) treat their prepetition Bank Accounts for all purposes as debtor in possession accounts; and (e) open new debtor in possession Bank Accounts.
3. For banks at which the Debtors hold Bank Accounts that are not party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall use their good-faith effort to cause the banks to execute a Uniform Depository Agreement in a form prescribed by the

U.S. Trustee within 30 days of the Petition Date. The U.S. Trustee's rights to seek further relief from this Court on notice in the event that the aforementioned banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully reserved.

4. The Debtors are authorized to deposit their cash in the Bank Accounts consistent with their prepetition practices and the Cash Management System. The Debtors are relieved from the obligations under section 345(b) of the Bankruptcy Code to obtain a bond from any entity with which money is deposited or maintained in the Bank Accounts with respect to TD Bank, for a period of 30 days from the date of this Order, and Cash Management Banks located outside the United States of America; *provided, however*, that the Debtors shall use best efforts to obtain the consent of TD Bank to enter into a Uniform Depository Agreement with the U.S. Trustee. If TD Bank has not entered into a Uniform Depository Agreement with the U.S. Trustee within 30 days of the date of this Order, the Debtors are directed to ensure that the aggregate funds on deposit at TD Bank do not exceed \$250,000 at any point during these chapter 11 cases or until a Uniform Depository Agreement with the U.S. Trustee is executed and the requirements contained therein fulfilled.

5. The Debtors are authorized, but not directed, to continue using, in their present form, the Business Forms, as well as checks and other documents related to the Bank Accounts existing immediately before the Petition Date, including electronic versions of the Debtors' Business Forms, checks, and other documents related to the Bank Accounts.

6. Except as otherwise provided in this Final Order and only to the extent sufficient funds standing in the Debtors' credit are available in each applicable Bank Account, all Cash Management Banks at which the Bank Accounts are maintained are authorized, but not directed to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in

possession, without interruption and in the ordinary course of business, consistent with prepetition practices, and to receive, process, honor, and pay any and all checks, drafts, wire transfers, and ACH and other transfers issued, whether before or after the Petition Date, and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be; *provided that* the Debtors will instruct the Cash Management Banks as to which checks, drafts, wire transfers (excluding any wire transfers or ACH transactions that the Cash Management Banks are obligated to settle), or other items presented, issued, or drawn, shall not be honored. Each of the Debtors' existing depository and disbursement Cash Management Banks is authorized to debit the Debtors' accounts in the ordinary course of business without the need for further order of this Court for: (a) all checks drawn on the Debtors' Bank Accounts which are cashed at such Cash Management Bank's counters or exchanged for cashier's checks by the payees thereof prior to the Petition Date; (b) all checks or other items deposited in one of the Debtors' Bank Accounts with such Cash Management Bank prior to the Petition Date which have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtors were responsible for such items prior to the Petition Date; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Cash Management Bank as service charges for the maintenance of the Cash Management System.

7. Except for those checks, drafts, wires, or other ACH transfers that are authorized or required to be honored under an order of the Court, no Debtor shall instruct or request any Cash Management Bank to pay or honor any check, draft, or other payment item issued on a Bank Account prior to the Petition Date but presented to such Cash Management Bank for payment after the Petition Date.

8. Except as otherwise provided in this Final Order, the Cash Management Banks are authorized to charge, and the Debtors are authorized, but not directed, to pay, honor, or allow, prepetition and postpetition fees, costs, charges, and expenses, including the Bank Fees, and charge back returned items, whether such items were deposited prepetition or postpetition, to the Bank Accounts in the ordinary course. Any such postpetition fees, costs, charges, and expenses, including the Bank Fees, or charge-backs are not so paid shall be entitled to priority as administrative expense pursuant to section 503(b)(1) of the Bankruptcy Code.

9. The Debtors' credit card processors are authorized to process payments in the ordinary course of business, including the netting out of any fees and/or chargebacks whether arising before or after the Petition Date.

10. Any payment that is authorized by the Debtors and paid from a Bank Account by a Cash Management Bank before the Petition Date (including any ACH payment such Cash Management Bank is or becomes obligated to settle), any instruments issued by such Cash Management Bank on behalf of any Debtor pursuant to a "midnight deadline" or otherwise, or any reimbursement or charge back for any coin and currency orders provided by the Cash Management Banks prior to the Petition Date shall be deemed to be paid prepetition, whether or not actually debited from the Bank Account prepetition.

11. As soon as practicable after entry of this Final Order, the Debtors shall serve a copy of this Final Order on the Cash Management Banks.

12. The U.S. Trustee Guidelines' requirement to establish separate accounts for tax payments is hereby waived.

13. With respect to Postpetition Intercompany Transactions occurring in the ordinary course of business (including with respect to netting or setoffs), the Debtors are authorized, but not directed, to continue such practices in the ordinary course of business.

14. Pursuant to sections 503(b)(1) and 364(b) of the Bankruptcy Code, all valid postpetition payments on account of a Postpetition Intercompany Transaction made in the ordinary course by (a) a Debtor to another Debtor or (b) a non-Debtor affiliate to a Debtor shall in each case be accorded administrative expense status, subject and junior to the claims, including adequate protection claims, granted in connection with any debtor in possession financing in accordance with any order(s) of this Court approving any postpetition secured debtor in possession financing and/or the use of cash collateral, except to the extent such Postpetition Intercompany Transactions are on account of an antecedent debt. For the avoidance of doubt, nothing herein shall alter paragraph 5 of the *Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, and (VI) Granting Related Relief*, including, without limitation, the definition of Excluded Property (as defined therein).

15. Unless prohibited by applicable law, transfers made by a Debtor to a non-Debtor affiliate pursuant to a Postpetition Intercompany Transaction shall be deemed a claim against, and loan to, such non-Debtor affiliate (and not a contribution of capital), except to the extent such Postpetition Intercompany Transactions are on account of antecedent debts.

16. Except as otherwise set forth herein, those certain existing deposit agreements between the Debtors Cash Management Banks shall continue to govern the postpetition cash

management relationship between the Debtors and the Cash Management Banks, and all provisions of such agreements, including without limitation, the termination and fee provisions, shall remain in full force and effect. Either the Debtors or the Cash Management Banks may, without further Order of this Court, implement changes to the Cash Management System and procedures in the ordinary course of business pursuant to the terms of those certain existing deposit agreements, including, without limitation, the opening and closing of Bank Accounts.

17. The Debtors are authorized to open new bank accounts, so long as any such new account is: (a) with one of the Debtors' existing Cash Management Banks; or (b) with a bank that is (i) insured with the FDIC and (ii) designated as an authorized depository by the U.S. Trustee pursuant to the U.S. Trustee Guidelines; and (c) the Debtors provide notice to the U.S. Trustee and the Notice Parties of the opening of such account; *provided that* each account opened by any of the Debtors on or after the Petition Date at any bank shall, for purposes of this Final Order, be deemed a Bank Account as if it had been listed on **Exhibit B** attached to the Motion, and the bank at which such new account is maintained shall, for purposes of this Final Order, be deemed a Cash Management Bank.

18. Nothing contained herein shall prevent the Debtors from closing any Bank Accounts as they may deem necessary and appropriate, to the extent consistent with any orders of this Court relating thereto, and any relevant Cash Management Bank is instructed to honor the Debtors' requests to close such Bank Accounts, and the Debtors shall give notice of the closure of any Bank Account to the U.S. Trustee and the Notice Parties.

19. Notwithstanding any other provision of this Final Order, should any Cash Management Bank honor a prepetition check or other item drawn on any account that is the subject of this Final Order: (a) at the direction of the Debtors to honor such prepetition check or

item, (b) in a good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as the result of an innocent mistake made despite implementation of customary item handling procedures, such Cash Management Bank shall not be deemed to be nor shall be liable to the Debtors, their estates or any other person or entity, or otherwise be in violation of this Final Order. Any of the Debtors' Cash Management Banks may rely on the representations of the Debtors with respect to whether any check or other payment order drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this or any other order of the Court, and such Cash Management Bank shall not have any liability to any party for relying on such representations by the Debtors as provided for herein.

20. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, and subject to the administrative expense status afforded pursuant to Paragraph 13 of this Final Order, nothing contained in the Motion or this Final Order or any payment made pursuant to this Final Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

21. Nothing in this Final Order authorizes the Debtors to accelerate any payments not otherwise due prior to the date of the Final Hearing.

22. Notwithstanding anything to the contrary contained in this Final Order, any payment made or to be made under this Final Order, any authorization contained in this Final Order, or any claim for which payment is authorized hereunder, shall be subject to any orders of this Court approving any debtor in possession financing for, or any use of cash collateral by, the

Debtors, and any documents providing for such debtor in possession financing and the budget governing such debtor in possession financing and use of cash collateral.

23. Nothing in this Final Order shall permit the Debtors to make or to cause their non-debtor subsidiaries to make any postpetition transfers outside the ordinary course of business.


24. The Debtors shall provide to the advisors to the Official Committee of Unsecured Creditors appointed in these cases and the Prepetition First Lien Term Loan Steering Committee a detailed report of intercompany balances by and among the Debtors and their non-debtor subsidiaries. The format of such report shall be consistent with the materials previously shared with the advisors to the Official Committee of Unsecured Creditors as well as with the advisors to the Prepetition First Lien Term Loan Steering Committee and shall be due on or by the 25th day following the Debtors' fiscal month close.

25. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) are satisfied by such notice.

26. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

27. All time periods set forth in this Final Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

28. No later than two (2) business days after the date of this Order, the Debtors shall serve a copy of the Order on the Notice Parties and shall file a certificate of service no later than 24 hours after service.


KATHY A. SURRATT-STATES
Chief United States Bankruptcy Judge

DATED: May 25, 2017
St. Louis, Missouri
jjh

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TAB F

SCHEDULE F

Final Prepetition Wages and Benefits Order

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:) Case No. 17-42267-659
Payless Holdings LLC, *et al.*,) Chapter 11
Debtors.) Jointly Administered
) Related Docket Nos.: 14, 68, 240

**FINAL ORDER (I) AUTHORIZING THE
DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, OTHER
COMPENSATION, AND REIMBURSABLE EXPENSES AND (B) CONTINUE
EMPLOYEE BENEFITS PROGRAMS, AND (II) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")¹ of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of a final order (this "Final Order"), (a) authorizing, but not directing, the Debtors to (i) pay prepetition wages, salaries, other compensation, and reimbursable expenses, and (ii) continue employee benefits programs in the ordinary course of business, including payment of certain prepetition obligations related thereto, and (b) granting related relief; all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81.901(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors provided

¹ Capitalized terms used in this Order and not immediately defined have the meanings given to such terms in the Motion or in the First Day Declaration, as applicable.

appropriate notice of the Motion and the opportunity for a hearing under the circumstances; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is

HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as set forth herein.
2. The relief provided in the Interim Order is approved on a final basis.
3. The Debtors are authorized, but not directed, to continue and modify the Employee Compensation and Benefits on a postpetition basis, and to pay and honor prepetition amounts related thereto, in each case in the ordinary course of business, and consistent with the Debtors' prepetition policies and practices; *provided that*, the Debtors are not authorized to make any payments on account of the Non-Insider Annual Incentive Plan pursuant to this Order; *provided further that*, the Debtors shall not pay amounts of Non-Insider Severance Obligations that were owed as of the Petition Date that exceed \$80,000.00 to any single individual with five years or less of employment with the Debtors unless such payment is consented to by the U.S. Trustee or ordered by this Court.
4. The automatic stay of Section 362(a) of the Bankruptcy Code, to the extent applicable, is hereby lifted to permit: (a)(i) Employees to proceed with their workers' compensation claims, whether arising prior to or subsequent to the Petition Date, in the appropriate judicial or administrative forum under the U.S. Workers' Compensation Program

and the Canada Workers' Compensation Program,² (ii) insurance carriers and third party administrators providing coverage for any workers' compensation claims to handle, administer, defend, settle and/or pay workers' compensation claims, (iii) the Debtors to pay all amounts relating thereto in the ordinary course of business, and (iv) any insurance carrier and/or third party administrators providing coverage for any workers' compensation claims to draw on any and all letters of credit, and apply any proceeds thereof, provided on behalf of the Debtors therefor pursuant to the terms of the Workers' Compensation Program without further order of the Bankruptcy Court if any when the Debtors fail to pay and/or reimburse any insurance carriers or third party administrators for any amounts in relation to any workers' compensation claim; and (b) the notice requirements pursuant to Bankruptcy Rule 4001(d) with respect to clause (a) of this paragraph 4 are waived. This modification of the automatic stay pertains solely to claims under the U.S. Workers' Compensation Program and Canada Workers' Compensation Program.

5. Nothing herein (a) alters or amends the terms and conditions of the U.S. Workers' Compensation Program or the Canada Workers Compensation Program including, but not limited to, (i) the obligation, if any, of any insurer or third party administrator to pay any amounts within a deductible and the right, if any, of an insurer or third party administrator to seek reimbursement from the Debtors therefor, (ii) the obligation, if any, of the Debtors to reimburse any insurer or third party administrator for defense costs, and (iii) the right, if any, of any insurer or third party administrator to draw on any letters of credit, or apply any proceeds thereof, if any, in subparagraphs (i) and (ii), above, to the extent that the Debtors fail to reimburse the insurer or third party administrator therefor (and, to the extent necessary, the

² For the avoidance of doubt, the Debtors' U.S. Workers Compensation Program and Canada Workers Compensation Program shall include all workers' compensation insurance policies, whether current or expired, and any agreements related thereto.

automatic stay of section 362 of the Bankruptcy Code is hereby modified to permit such); (b) relieves the Debtors of any of their other obligations under the U.S. Workers' Compensation Program or the Canada Workers Compensation Program; (c) creates or permits a direct right of action against an insurance carrier or third party administrator; or (iv) precludes or limits, in any way, the rights of any insurance carrier to contest and/or litigate the existence, primacy and/or scope of available coverage under the U.S. Workers' Compensation Program or the Canada Workers Compensation Program.

6. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Final Order or any payment made pursuant to this Final Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

7. Nothing in the Motion or this Final Order shall impair the Debtors' or any other party-in-interests' ability to contest the validity or amount of any payment made pursuant to this Final Order.

8. Notwithstanding the relief granted herein or any action taken hereunder, nothing contained in this Final Order shall create any rights in favor of, or enhance the status of any claim held by, any Employee, Independent Contractor, Temporary Worker, or Temporary Staffing Agency, or other person or entity.

9. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized, but not directed, to receive, process, honor, and pay all such checks and electronic payment

requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

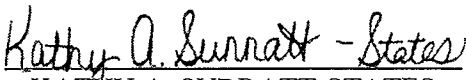
10. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Employee Compensation and Benefits.

11. Notwithstanding anything to the contrary contained herein, any payment made or to be made under this Final Order, any authorization contained in this Final Order, or any claim for which payment is authorized hereunder, shall be subject to any orders of this Court approving any debtor in possession financing for, or any use of cash collateral by, the Debtors, and any documents providing for such debtor in possession financing and the Budget governing such debtor in possession financing and use of cash collateral.

12. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a).

13. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

14. No later than 2 days after the date of this Final Order, the Claims and Noticing Agent is directed to serve a copy of the Final Order and is directed to file a certificate of service no later than 24 hours after service.


KATHY A. SURRETT-STATES
Chief United States Bankruptcy Judge

DATED: May 9, 2017
St. Louis, Missouri
jjh

Order Prepared by:

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Counsel to Debtors and Debtors in Possession

TAB G

SCHEDULE G
Final Surety Bond Order

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:) Case No. 17-42267-659
Payless Holdings LLC, *et al.*,) Chapter 11
Debtors.) Jointly Administered
) Related Docket Nos.: 11, 90

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO
CONTINUE AND RENEW THE SURETY BOND PROGRAM ON
AN UNINTERRUPTED BASIS, AND (II) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")¹ of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of a Final Order (this "Final Order" or "Order"), (a) authorizing the Debtors to continue and renew the Surety Bond Program on an uninterrupted basis, and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81.901(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' provided appropriate notice of the Motion and the opportunity for a hearing under the circumstances; and this Court having reviewed the Motion and having heard

¹ Capitalized terms used but not otherwise defined in this Order shall have the meanings ascribed to such terms in the Motion.

the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and any and all objections having been resolved or overruled; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is

HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as set forth herein.
2. The relief provided in the Interim Order is approved on a final basis.
3. The Debtors are authorized, but not directed, to maintain the Surety Bond Program without interruption, including paying all amounts arising thereunder in the ordinary course of business on a postpetition basis, without interruption and in accordance with the same practices and procedures as were in effect prior to the Petition Date.
4. The Debtors are authorized, but not directed, to renew existing surety bonds; increase or decrease the size of any surety bond; obtain new surety bonds; perform under the Surety Indemnity Agreements (including providing collateral security); replace their Surety Brokers as is necessary; and execute any other agreements in connection with the Surety Bond Program and all related instruments, documents, and papers, and to take all actions reasonably appropriate with respect thereto.
5. The failure to specifically describe or include any particular feature of the Surety Bond Program in this Order shall not diminish or impair the effectiveness of such feature, it being the intent of this Court that the Surety Bond Program be approved in its entirety.
6. Notwithstanding anything herein to the contrary, the entry of this Final Order is without prejudice to, and does not constitute a waiver of, expressly or implicitly, the rights,

claims, and defenses (if any) of the Sureties under: (a) the Surety Indemnity Agreements, surety bonds, or any related agreements with the Debtors; (b) applicable bankruptcy or non-bankruptcy law; or (c) any related letters of credit or cash collateral, all of which rights are expressly reserved, nor shall it affect the Debtors' rights, claims, and defenses (if any) related thereto. Nothing in this Final Order shall be construed to obligate any Surety to renew or increase the amount of any existing surety bond or to issue any new surety bonds to the Debtors. To the extent a Surety holds collateral pledged prepetition, the Surety has the right to keep and maintain such collateral until the obligations on all of its bonds are released and discharged and may use the collateral to pay claims on any bonds and losses, as defined in the Surety's indemnity agreement(s) with the Debtors, in the ordinary course of business, and the prepetition collateral will apply with equal force to surety bonds renewed and issued postpetition.

7. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized, but not directed, to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

8. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Final Order or any payment made pursuant to this Final Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

9. Nothing in this Order or the Motion shall be construed as prejudicing the rights of the Debtors or any other party in interest to dispute or contest the amount of or basis for any claims against the Debtors in connection with or relating to the Surety Bond Program and nothing herein renders any claim by any third party based on a prepetition actual, potential, or asserted liability of the Debtors, which claim may or does result in a loss to a surety under the Surety Bond Program, into a postpetition claim or expense of administration.

10. Except as expressly set forth herein, to the extent any surety bond or related agreement is deemed an executory contract within the meaning of section 365 of the Bankruptcy Code, neither this Order nor any payments made in accordance with this Order shall constitute (a) the assumption or postpetition reaffirmation of those surety bonds or related agreements under section 365 of the Bankruptcy Code, (b) a grant of third-party beneficiary status or bestowal of any additional rights on any third party, or (c) a waiver of any rights, claims or defenses of the Debtors.


11. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any obligations related to the Surety Bond Program.

12. Notwithstanding anything to the contrary contained herein, any payment made or to be made under this Order, any authorization contained in this Order, or any claim for which payment is authorized hereunder, shall be subject to any orders of this Court approving any debtor in possession financing for, or any use of cash collateral by, the Debtors, and any documents providing for such debtor in possession financing and the Budget governing such debtor in possession financing and use of cash collateral.

13. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a).

14. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

15. No later than two (2) days after the date of this Order, the Debtors shall serve a copy of the Order on the Notice Parties and shall file a certificate of service no later than 24 hours after service.


KATHY A. SURRATT-STATES
Chief United States Bankruptcy Judge

DATED: May 17, 2017
St. Louis, Missouri
jjh

Order Prepared By:

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TAB H

SCHEDULE H

Final Prepetition Taxes and Fees Order

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:) Case No. 17-42267-659
) Chapter 11
PAYLESS HOLDINGS LLC, *et al.*,)
) Jointly Administered
Debtors.)
) Related to Docket Nos.: 12, 91

**FINAL ORDER (I) AUTHORIZING THE PAYMENT OF CERTAIN
PREPETITION TAXES AND FEES AND (II) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")¹ of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of a final order (this "Final Order"), (a) authorizing the Debtors to remit and pay certain taxes and fees on a postpetition basis in the ordinary course of business; and (b) granting related relief; all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81-9.01(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties-in-interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested

¹ Capitalized terms used but not otherwise defined in this Order shall have the meanings ascribed to such terms in the Motion or in the First Day Declaration, as applicable.

therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is

HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as set forth herein.
2. The relief provided in the Interim Order [Docket No. 91] is approved on a final basis.
3. The Debtors are authorized, but not directed, to pay or remit the Taxes and Fees described in the Motion that are due and owing on a prepetition basis without further order of the Court.
4. The Debtors, are authorized, but not directed, to continue to pay or remit the Taxes and Fees described in the Motion that accrue and will become payable in the ordinary course on a postpetition basis during the pendency of these chapter 11 cases without further order of the Court.
5. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized, but not directed, to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, provided that sufficient funds are on deposit and standing in the Debtors' credit in the applicable bank accounts to cover such payments, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order without any duty of further inquiry and without liability for following the Debtors' instructions.

6. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Final Order or any payment made pursuant to this Final Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

7. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Final Order shall create any rights in favor of, or enhance the status of any claim held by, any party in interest.


8. The Debtors are authorized to issue postpetition checks, or to affect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Taxes and Fees.

9. Notwithstanding anything to the contrary contained herein, any payment made or to be made under this Order, any authorization contained in this Order, or any claim for which payment is authorized hereunder, shall be subject to any orders of this Court approving any debtor in possession financing for, or any use of cash collateral by, the Debtors, and any documents providing for such debtor in possession financing and the Budget governing such debtor in possession financing and use of cash collateral.

10. Notice of the Motion satisfies the requirements set forth in Bankruptcy Rule 6004(a).

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

12. No later than two (2) business days after the date of this order, the Debtors shall serve a copy of the Final Order on the Notice Parties and shall file a certificate of service no later than 24 hours after service.


KATHY A. SURRATT-STATES
Chief United States Bankruptcy Judge

DATED: May 9, 2017
St. Louis, Missouri
jjh

Order Prepared By:

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Counsel to Debtors and Debtors in Possession

TAB I

SCHEDULE I
Final Utilities Order

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:) Case No. 17-42267-659
Payless Holdings LLC, *et al.*,) Chapter 11
Debtors.) Jointly Administered
)
) Related Docket Nos.: 20, 128

FINAL ORDER (I) PROHIBITING UTILITY PROVIDERS FROM ALTERING, REFUSING, OR DISCONTINUING UTILITY SERVICES, (II) DETERMINING ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICE, (III) ESTABLISHING PROCEDURES FOR DETERMINING ADEQUATE ASSURANCE OF PAYMENT, AND (IV) GRANTING RELATED RELIEF

Upon the motion (the "Motion")¹ of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of a final order (this "Final Order"), (a) prohibiting Utility Providers from altering, refusing, or discontinuing services; (b) determining adequate assurance of payment for future Utility Services; (c) establishing procedures for determining adequate assurance of payment for future Utility Services; (d) granting related relief; all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81.901(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court

¹ Capitalized terms used but not otherwise defined in this Order shall have the meanings ascribed to such terms in the Motion or in the First Day Declaration, as applicable.

having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is

HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Debtors shall serve a copy of this Final Order on any Utility Provider identified prior to the entry of this Final Order no later than two business days after the date the Final Order is entered.
3. All Utility Providers are prohibited from altering, refusing, or discontinuing services on account of any unpaid prepetition charges, the commencement of these chapter 11 cases, or any perceived inadequacy of the Proposed Adequate Assurance.
4. The Debtors are authorized, but not directed, to pay any prepetition or postpetition obligations related to Utility Agent Fees in accordance with prepetition practices.
5. The following Adequate Assurance Procedures are hereby approved, in all respects, on a final basis:
 - a. The Debtors will serve a copy of the Motion and the Interim and Final Orders granting the relief requested herein to each Utility Provider within two (2) business days after entry of the order by the Court.
 - b. Subject to paragraphs (e)–(h) herein, the Debtors will deposit the Adequate Assurance Deposit, in the aggregate amount of \$1,060,064, in the Adequate Assurance Account within five (5) business days after entry of the Final Order granting this Motion; *provided* that to the extent any Utility Provider receives any value from the Debtors as adequate assurance of payment, the Debtors may reduce the Adequate Assurance Deposit maintained in the Adequate Assurance Account by such amount.

- c. If an amount relating to Utility Services provided postpetition by a Utility Provider is unpaid, and remains unpaid beyond any applicable grace period, such Utility Provider may request a disbursement from the Adequate Assurance Account by giving notice to: (i) the Debtors: Payless Holdings LLC, *et al.*, 3231 SE Sixth Ave., Topeka, Kansas 66607, Attn: Utility Manager; (ii) counsel to the Debtors: Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Cristine F. Pirro; (iii) the Office of the United States Trustee for the Eastern District of Missouri, Attn: Paul Randolph, Esq.; (iv) counsel for the Official Committee of Unsecured Creditors appointed in these chapter 11 cases; and (v) to the extent not listed herein those parties requesting notice pursuant to Bankruptcy Rule 2002 (collectively, the “Notice Parties”). The Debtors shall honor such request within five (5) business days after the date the request is received by the Debtors, subject to the ability of the Debtors and any such requesting Utility Provider to resolve any dispute regarding such request without further order of the Court; *provided* that in no event shall a Utility Provider be permitted to receive aggregate disbursements in excess of the total amount set forth for such Utility Provider under the column labeled “Adequate Assurance Deposit” on the Utility Service List attached to the Motion as **Exhibit A**.
- d. The portion of the Adequate Assurance Deposit attributable to each Utility Provider shall be returned to the Debtors on the earlier of (i) the reconciliation and payment by the Debtors of the Utility Provider’s final invoice in accordance with applicable nonbankruptcy law following the Debtors’ termination of Utility Services from such Utility Provider; and (ii) the effective date of any chapter 11 plan approved in these chapter 11 cases.
- e. Any Utility Provider desiring additional assurances of payment in the form of deposits, prepayments, or otherwise must serve a request for additional assurance (an “Additional Assurance Request”) on the Notice Parties.
- f. Any Additional Assurance Request must: (i) be made in writing; (ii) identify the location for which the Utility Services are provided; (iii) include information regarding any security deposits paid by the Debtors; (iv) provide evidence that the Debtors have a direct obligation to the Utility Provider; and (v) explain why the Utility Provider believes the Adequate Assurance Deposit is insufficient adequate assurance of payment.
- g. An Additional Assurance Request may be made at any time. If a Utility Provider fails to file and serve an Additional Assurance Request, the Utility Provider shall be: (i) deemed to have received “satisfactory” adequate assurance of payment in compliance with section 366 of the Bankruptcy Code; and (ii) forbidden from discontinuing, altering, or refusing Utility Services to, or discriminating against, the Debtors on

account of any unpaid prepetition charges, or requiring additional assurance of payment other than the Proposed Adequate Assurance.

- h. Upon the Debtors' receipt of any Additional Assurance Request, the Debtors shall have 30 days from the receipt of such Additional Assurance Request (the "Resolution Period") to negotiate with such Utility Provider to resolve such Utility Provider's Additional Assurance Request; *provided* that the Debtors and Utility Provider may extend the Resolution Period by mutual agreement.
- i. The Debtors may, and without further order from the Court, resolve any Additional Assurance Request by mutual agreement with a Utility Provider.
- j. If the Debtors determine, in their sole discretion, that the Additional Assurance Request is not reasonable and are not able to reach an alternative resolution with the Utility Provider during the Resolution Period, the Debtors, during or immediately after the Resolution Period, may request a hearing (a "Determination Hearing") before the Court to determine the adequacy of assurances of payment with respect to a particular Utility Provider pursuant to section 366(c)(3) of the Bankruptcy Code.
- k. Pending resolution of any such Determination Hearing, the relevant Utility Provider filing such Additional Assurance Request shall be prohibited from altering, refusing, or discontinuing Utility Services to the Debtors on account of: (i) unpaid charges for prepetition services; (ii) a pending Adequate Assurance Request; or (iii) any objections filed in response to the Proposed Adequate Assurance.
- l. The Adequate Assurance Deposit deposited into the Adequate Assurance Account on behalf of any Utility Provider (including any additional amount deposited upon request of any applicable Utility Provider) will be returned to the Debtors, *less* any amounts owed on account of unpaid, postpetition Utility Services, by no later than five (5) business days following the earlier of the date upon which (i) a chapter 11 plan becomes effective after being confirmed in these chapter 11 cases or (ii) the Debtors provide notice to a Utility Provider that services provided to the Debtors by such Utility Provider no longer will be needed.

6. The Adequate Assurance Deposit shall be deemed adequate assurance of payment for any Utility Provider that fails to make an Additional Assurance Request.

7. The Debtors will cause a copy of this Final Order, including the Adequate Assurance Procedures, to be served on any subsequently identified Utility Provider and any such Utility Provider shall be bound by the Adequate Assurance Procedures.

8. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized, but not directed, to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

9. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Final Order or any payment made pursuant to this Final Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

10. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Utility Agent Fees.

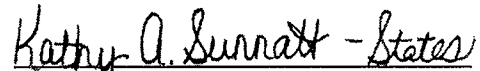
11. Notwithstanding anything to the contrary contained herein, any payment made or to be made under this Order, any authorization contained in this Order, or any claim for which payment is authorized hereunder, shall be subject to any orders of this Court approving any debtor in possession financing for, or any use of cash collateral by, the Debtors, and any

documents providing for such debtor in possession financing and the budget governing such debtor in possession financing and use of cash collateral.

12. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

13. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order are immediately effective and enforceable upon its entry.

14. No later than two (2) business days after the date of this Order, the Debtors shall serve a copy of the Order on the Notice Parties and shall file a certificate of service no later than 24 hours after service.


KATHY A. SURRATT-STATES
Chief United States Bankruptcy Judge

DATED: May 9, 2017
St. Louis, Missouri
jjh

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

Court File No: CV-17-011758-00CL

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

Ontario
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceeding commenced at Toronto

RECOGNITION ORDER

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