

March 20/19

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

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

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

March 20, 2019

- J. Dietrich + Mo Sassi for Payless.
  - T. Reyes for Wells Fargo
  - L. Galensiere for Group of Lenders.
  - S. Khan for CarMax
  - S. Zweig for FTI Consulting.
  - M. Crane for Jumbo.
  - K. Esau for First Capital.
  - D. Chochola for Ad Hoc Term Lender.
  - S. Dukess
- By Court Call

The motion was not opposed.

The evidence in the form of the affidavit of Adrian Frankel and the Second Report of FTI Consulting Canada Inc., Mr. Peter Saterpe me that

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT TORONTO

MOTION RECORD OF THE APPLICANTS  
First Stay Extension  
(Returnable March 20, 2019)

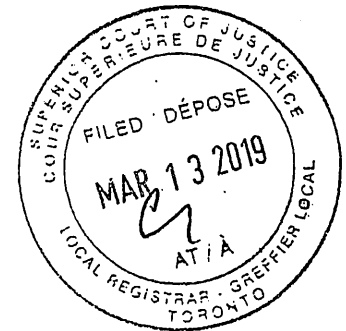
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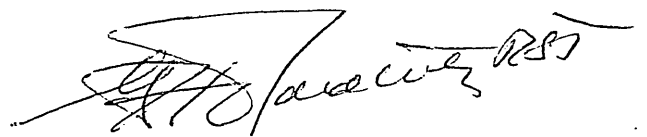
Lawyers for Payless: ShoeSource Canada Inc., Payless ShoeSource Canada GP Inc. and Payless ShoeSource Canada LP



The Applicants are working in good faith and with due diligence such that an extension of the Stay Period to June 7, 2019 is appropriate in the circumstances. There was no adverse <sup>comment or concerns</sup> ~~comment~~ raised with respect to the Pre-filings, First and Second Reports filed by the Proposed Monitor and Trustee and these reports, together with the notices referred to therein were approved, subject to the usual limitations as set out in paragraph 5 of the draft order submitted.

The NTA is quashed. Stay Period is extended to June 7, 2019.

The Order has been signed in the form presented.

 PST