

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, c. 57

AND

IN THE MATTER OF ELIA FASHIONS LTD. (in its own capacity and in its capacity as a
partner of PLEASE MUM PARTNERSHIP) and
BOSSA NOVA FASHIONS LTD. (in its own capacity and in its capacity as a partner of
PLEASE MUM PARTNERSHIP)

PETITIONERS

NOTICE OF APPLICATION

(ORDER FOR EXTENSION OF RELIEF GRANTED BY INITIAL ORDER)

APPLICANTS: PLEASE MUM PARTNERSHIP, ELIA FASHIONS LTD. AND
BOSSA NOVA FASHIONS LTD. (COLLECTIVELY,
"PLEASE MUM")

TO: THE PARTIES LISTED ON ATTACHED **SCHEDULE "A"**

TAKE NOTICE that an application will be made by the Applicants to the Honourable Mr. Justice Burnyeat at the courthouse at 800 Smithe Street, in the City of Vancouver, in the Province of British Columbia on **Thursday, April 5, 2012 at 9:00 a.m.** for an Order, substantially in the draft form described in Part 1 below and such other and further relief as Counsel for the Applicants may request and this Honourable Court deems just.

PART 1: ORDER SOUGHT

1. An Order, substantially in the draft form attached hereto as **SCHEDULE "B"** extending the stay of proceedings and other relief granted under the Initial Order until May 7, 2012.

PART 2: FACTUAL BASIS

1. On July 7, 2011, Please Mum filed a Notice of Intention to Make a Proposal under section 50.4 of the *Bankruptcy and Insolvency Act* (the "BIA"). Deloitte & Touche Inc. was appointed as the Proposal Trustee of Please Mum. Pursuant to a number of extensions granted by the Court under the BIA, the time for Please Mum to file a Proposal was extended to December 5, 2011.
2. On December 5, 2011 Please Mum obtained the Initial Order granting, among other things, a stay of proceedings to January 5, 2012 and the continuation of Please Mum's restructuring under the CCAA, with Deloitte as the Monitor of the Petitioners.
3. On January 5, 2012 Please Mum obtained an Order extending the relief granted under the Initial Order to April 5, 2012.

Closing of the Sale of the Lands

4. Pursuant to a purchase and sale agreement, dated April 4, 2011, as amended and extended, 0710345 B.C. Ltd. ("071") contracted to sell lands located at 333 Woodland Drive, Vancouver, B.C. (the "Lands") for the purchase price of \$13.35 million.
5. The Applicants obtained an Order on March 28, 2012 to approve certain steps of a tax savings transaction to enable 071 to use Bossa Nova Fashions Ltd.'s tax losses to shelter or partially shelter the gain on the Lands.
6. The sale of the Lands closed on March 29, 2012.

Proposed Extension

7. Throughout these proceedings, it has been the intention of 071 and Please Mum to raise funds through the sale of the Lands to assist in the recapitalization and restructuring of Please Mum, if feasible.
8. Please Mum requires an extension of the relief granted under the Initial Order in order to engage in negotiations with its creditors (including former landlords of disclaimed leases) to determine whether an agreement can be reached regarding the terms of an acceptable Plan of Compromise and Arrangement

9. If those negotiations are favourable, Please Mum intends to initiate a Claims Process and file a Plan of Compromise and Arrangement for the benefit of its stakeholders.

10. Please Mum has been and continues to act in good faith and with due diligence in these proceedings.

PART 3: LEGAL BASIS

1. *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, including section 11.02 therein; and
2. the inherent jurisdiction of this Honourable Court.

PART 4: MATERIAL TO BE RELIED ON

1. Pleadings and proceedings previously filed herein;
2. Monitor's Second Report to the Court, to be filed;
3. Affidavit #4 of Kathryn Adrian sworn April 2, 2012; and
4. Such further and other evidence as may be filed.

The Petitioners estimate that the application will take **30 minutes**.

This matter is **not** within the jurisdiction of a Master.
The Honourable Mr. Justice Burnyeat is seized of this matter.

Date: April 2, 2012



Signature Petitioners' Lawyer

To be completed by the Court only:

Order made

in the terms requested in paragraphs _____ of
Part 1 of this Notice of Application

with the following variations and additional terms:

Date:

Signature of Judge Master

APPENDIX

THIS APPLICATION INVOLVES THE FOLLOWING:

- discovery: comply with demand for documents
- discovery: production of additional documents
- other matters concerning document discovery
- extend oral discovery
- other matter concerning oral discovery
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts

SCHEDULE "A" – SERVICE LIST

NO. S118142

VANCOUVER REGISTRY

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PETITIONERS

<p>Fraser Milner Casgrain LLP 250 Howe Street, 20th Floor Vancouver, BC V6C 3R8</p> <p>Attention: John Sandrelli/Cindy Cheuk</p> <p>Telephone: (604) 443-7132 (J. Sandrelli) (604) 691-6463 (C. Cheuk) Facsimile: (604) 683-5214 Email: john.sandrelli@fmc-law.com/ cindy.cheuk@fmc-law.com</p> <p>cc: Kelly Tsang – Kelly.tsang@fmc-law.com cc: Robin Peardon – robin.peardon@fmc-law.com cc: F. Thibodeau – fran.thibodeau@fmc-law.com</p> <p><i>Counsel for the Insolvent Person</i></p>	<p>Deloitte & Touche Inc. P.O. Box 49279 #2800 – 1055 Dunsmuir Street Vancouver B.C. V7X 1P4</p> <p>Attention: Huey Lee</p> <p>Telephone: (604) 640-3060 Facsimile: (604) 899-2950 Email: huelee@deloitte.ca</p> <p><i>Trustee of the Insolvent Person</i></p>
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SCHEDULE "A" – SERVICE LIST

<p>Alvarez & Marsal Canada ULC #1680 – 400 Burrard Street Vancouver, B.C. V6C 3A6</p> <p>Attention: Todd Martin/Pam Boparai</p> <p>Telephone: (604) 638-7445 (T. Martin) (604) 443-5030 (P. Boparai)</p> <p>Facsimile: (604) 638-7441</p> <p>Email: tmartin@alvarezandmarsal.com/ pboparai@alvarezandmarsal.com</p> <p><i>Consultant to the Royal Bank of Canada</i></p>	<p>Fasken Martineau DuMoulin LLP #2900 – 550 Burrard Street Vancouver, B.C. V6C 0A3</p> <p>Attention: Brent Lewis/John Grieve</p> <p>Telephone: (604) 631-4889 (B. Lewis) (604) 631-4772 (J. Grieve)</p> <p>Facsimile: (604) 632-4889</p> <p>Email: blewis@fasken.com/ jgrieve@fasken.com</p> <p><i>Counsel for the Royal Bank of Canada</i></p>
<p>Office of the Superintendent of Bankruptcy Canada (CCAA)</p> <p>Fax: 1-877-827-7139</p> <p>Email: ccaa_lacc@ic.gc.ca</p>	<p>Deloitte & Touche Inc. 2800 - 1055 Dunsmuir St, Vancouver, BC, V7X 1P4</p> <p>Attention: Ilya Margulis</p> <p>Direct (604) 640-3044 Fax 604-899-8159 Email: imargulis@deloitte.ca</p> <p>Proposal Trustee</p>
<p>McLean & Kerr LLP Suite 2800 130 Adelaide Street West Toronto, ON V5H 3P5</p> <p>Attention: Linda Galessiere Phone: 416-369-6609 Fax: 416 366 8571 Email: lgalessiere@mcleankerr.com</p> <p>Attention: Wally Stevenson Phone: 416.369.6602 Fax: 416 366 8571 Email: wstevenson@mcleankerr.com</p> <p>cc: Phil Harrs at Ivanhoe pharrs@ivanhoecambridge.com</p> <p><i>Counsel for: Ivanhoe Cambridge Inc., 20 VIC Management Inc (on behalf of OPB Realty Inc. and Lansdowne Mall Inc.), Morguard Investments Limited, Retrocom Mid Market REIT, Crombie Real Estate Investment Trust and Primaris Retail Real Estate Investment Trust</i></p>	<p>Lawson Lundell LLP 1600 – 925 West Georgia Street Vancouver BC V6C 3L2</p> <p>Attention: Michael Morgan Phone: 604 685 3456 Fax: 604 669 1620 Email: mmorgan@lawsonlundell.com</p> <p>cc Email: wroberts@lawsonlundell.com</p> <p><i>Counsel for Shape Properties (Lougheed) Ltd. and Shape Properties (Brentwood) Ltd.</i></p>

SCHEDULE "A" – SERVICE LIST

<p>Ivanhoe Cambridge Inc. 95 Wellington Street West, Suite 300 Toronto ON M5J 2R2</p> <p>Attention: Kari Kim – Gallately (Solicitor - Legal Affairs – Western Region)</p> <p>Phone: 416 369 1200 Fax: 416 369 1327 Email: kkim@ivanhoecambridge.com</p> <p><i>Internal Counsel for Ivanhoe Cambridge Inc.</i></p>	<p>Fernandes Hearn LLP 155 University Ave Suite 700 Toronto ON M5H 3B7</p> <p>Attention: David Huard Phone: 416 203 9500 Fax: 416 203 9444 Email: david@fernandeshearn.com</p> <p><i>Counsel for Creditors, Tianjin Garment Import & Export Co. Ltd., Jiangsu Guotai International Group Winsum Imp. & Exp. Co. Ltd., China Jiangsu Machinery & Equipment Import & Export Group Corp., Ningbo Original Textile & Apparel Co. Ltd. and Quik-X Transportation Inc. and Jiangsu Saintek Co. Ltd. Shanghai Sainty International Trading Co. Ltd.</i></p>
<p>Blakes 595 Burrard Street PO Box 49314 Suite 2600, Three Bentall Centre Vancouver, BC V7X 1L3</p> <p>Attention: Peter Rubin</p> <p>Phone: 604-631-3315 Fax: 604-631-3309 Email peter.rubin@blakes.com</p> <p><i>Counsel for : Experian Marketing Solutions Inc</i></p>	<p>Gehlen Dabbs Lawyers 1201 – 1030 W. Georgia Street Vancouver BC V6E 2Y3</p> <p>Attention: Gregory J. Gehlen</p> <p>Phone: 604 642 6401 Fax: 604 642 6433 Email: gg@gdlaw.ca</p> <p><i>Local Agent for McLean & Kerr</i></p>
<p>Can Legal Lawyer Referral 3100 Steeles Avenue West Suite 200 Vaughan Ontario L4K 3R1</p> <p>Attention: Ken Groleau Phone: 905-532-2482 Email: kgroleau@canlegal.net</p> <p><i>Counsel for: Sameday Worldwide</i></p>	<p>Gowlings Barristers & Solicitors 550 Burrard Street Suite 2300, Bentall 5 Vancouver, BC V6C 2B5</p> <p>Attention: Colin Brousson Telephone: 604-891-2286 Fax: 604-683-3558 Email: colin.brousson@gowlings.com</p> <p><i>Counsel for Deloitte</i></p>

SCHEDULE "A" – SERVICE LIST

<p>Department of Justice 900 – 840 Howe Street Vancouver BC V6Z 2S9</p> <p>Attention: Jason Levine Phone: 604-666-0632 Email: jason.levine@justice.gc.ca</p> <p><i>Counsel for: Canada Revenue Agency</i></p>	<p>Department of Justice 900 – 840 Howe Street Vancouver BC V6Z 2S9</p> <p>Attention: Donnaree Nygard Phone: 604-666-3049 Email: donaree.nygard@justice.gc.ca</p> <p><u>a</u></p> <p>Attention: Melissa Nicolls Phone: 604-666-1752 Email: Melissa.Nicolls@justice.gc.ca</p> <p><i>Counsel for Federal Crown</i></p>
<p>Susan Mckeown</p> <p>Email: Susan_mckeown@shaw.ca</p> <p><i>Former Employee</i></p>	

SCHEDULE "B"

NO. S118142
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PETITIONERS

ORDER

[EXTENSION OF RELIEF GRANTED UNDER INITIAL ORDER]

BEFORE THE HONOURABLE)
MR. JUSTICE BURNYEAT) THURSDAY, THE 5th DAY
) OF APRIL, 2012
)

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 5th day of April, 2012; AND ON HEARING Cindy Cheuk, counsel for the Petitioners and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed, including the Affidavit #4 of Kathryn Adrian sworn April 2, 2012, the Second Report of the Monitor, Deloitte & Touche Inc.; AND pursuant to section 11.02 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, and the inherent jurisdiction of this Honourable Court:

THIS COURT ORDERS AND DECLARES THAT:

1. The stay of proceedings and other relief granted to Elia Fashions Ltd., Bossa Nova Fashions Ltd. and Please Mum Partnership in the Initial Order of this Court made herein on December 6, 2011, as confirmed and extended by the Order made on

January 5, 2012, is hereby confirmed and further extended to **11:59 p.m. on May 7, 2012** or such later date as this Court may subsequently allow.

2. Approval as to the form of this Order by counsel appearing on this application is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT.

BY THE COURT

REGISTRAR

APPROVED AS TO FORM:

Signature of Lawyer for the Petitioners

SCHEDULE "A"

List of Counsel Appearing

Counsel:	Appearing for:
Cindy Cheuk	The Petitioners