

No. VLC-S-B-110732  
VANCOUVER REGISTRY  
Estate No's 11-253244, 11-253245, and 11-253246

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF

PLEASE MUM PARTNERSHIP  
ELIA FASHIONS LTD.  
BOSSA NOVA FASHIONS LTD.

**ORDER**

BEFORE THE HONOURABLE  
MR. JUSTICE BURNYEAT

FRIDAY, THE 30<sup>th</sup> DAY OF  
SEPTEMBER 2011

THE APPLICATION of Please Mum Partnership, Elia Fashions Ltd. and Bossa Nova Fashions Ltd., coming on for hearing on September 30, 2011 and on hearing Cindy Cheuk, counsel for the Petitioners, and the counsel listed in the attached **Schedule "A"**, and upon reading the materials filed herein including the Notice of Application, dated September 14, 2011, the Affidavit #2 of Kathryn Adrian, sworn September 14, 2011, the Affidavit #3 of Kathryn Adrian, sworn September 26, 2011, the Affidavit #1 of Linda Galessiere, sworn September 19, 2011, the Affidavit #1 of Brent Lewis, sworn September 21, 2011 and the Second Report of Deloitte & Touche Inc., the Proposal Trustee herein;

THIS COURT ORDERS that:

1. The time for the filing of a Proposal by the Petitioners under Part III of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**"), as extended by the Orders made herein August 5, 2011 and September 20, 2011, be further extended pursuant to section 50.4(9) of the *BIA* for a further period of 45 days being until November 14, 2011.
2. Notwithstanding paragraph 1 of this Order, Royal Bank of Canada, upon giving no less than two clear days notice to the Petitioners or such lesser amount of notice as this Court may order, shall not be bound by the stay of proceedings pursuant to section 69(1) of the *BIA* during the period of the extension.

3. By consent of the landlords represented by Mr. Gehlen, the Petitioners shall not make any payments to ordinary creditors under any Proposal filed by the Petitioners herein until the Petitioners have paid in full all amounts owing to landlords of retail premises disclaimed by Please Mum pursuant to section 65.2 of the *BIA* (the "**Disclaimed Landlords**") on account of any unpaid rents for the period after July 7, 2011 to the expiry date of the applicable notice period under section 65.2 of the *BIA* in respect of such premises (the "**Post-Filing Rents**").

4. The amount of Post-Filing Rents owing to each Disclaimed Landlord shall be determined by agreement between the Petitioners and the Disclaimed Landlord or, failing such agreement, the Petitioners, the Proposal Trustee and the Disclaimed Landlord shall be at liberty to apply to this Court for a determination of the amount of Post-Filing Rents owed in respect of any disclaimed retail premises.

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

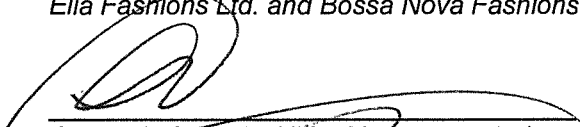
  
BURKEAT, J.

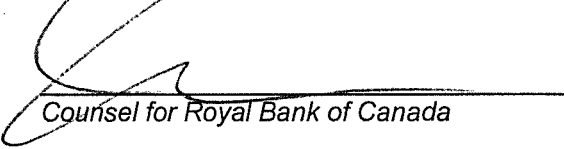
BY THE COURT

  
Deputy  
DISTRICT REGISTRAR

APPROVED AS TO FORM AND CONSENTED TO:

  
Counsel for Please Mum Partnership,  
Elia Fashions Ltd. and Bossa Nova Fashions Ltd.

  
Counsel for 20 VIC Management Inc., Ivanhoe  
Cambridge Inc., Morguard Investments Limited,  
Primaris Retail Real Estate Investment Trust,  
Retrocom Mid Market REIT and Crombie Real Estate  
Investment Trust

  
Counsel for Royal Bank of Canada

**SCHEDULE "A"**

**LIST OF COUNSEL APPEARING**

<b>Counsel:</b>	<b>Appearing For:</b>
Cindy Cheuk	Petitioners
Gregory Gehlen	20 VIC Management Inc., Ivanhoe Cambridge Inc., Morguard Investments Limited, Primaris Retail Real Estate Investment Trust, Retrocom Mid Market REIT and Crombie Real Estate Investment Trust
John Grieve	Royal Bank of Canada