



No. S118142
Vancouver Registry

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*,
R.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)

NOTICE OF APPLICATION

Name of applicant: Deloitte Restructuring Inc. (formerly known as Deloitte & Touche Inc.)

To: All parties of the record
And To: Their respective solicitors

TAKE NOTICE that an application will be made by the applicant, Deloitte Restructuring Inc. (formerly Deloitte & Touche Inc.) ("**Deloitte**"), the Court-appointed Monitor (the "**Monitor**"), and the former proposal trustee (the "**Trustee**") of Please Mum Partnership, Elia Fashions Ltd., and Boss Nova Fashions Ltd. before a Judge by teleconference or MS Teams at the Courthouse at 800 Smithe Street, Vancouver, British Columbia, on Wednesday, the 23rd day of June, 2021 at 9:45 a.m. for the Order set out in Part 1 below.

Part 1: ORDER SOUGHT

1. An order confirming that service of this Notice of Application has been made on all interested parties;
2. An order approving the fees of the Trustee as set out in the Affidavit of Jeff Keeble, sworn on May 28, 2021 (the "**Deloitte Fee Affidavit**"), pursuant to s. 39(3) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3.
3. An order approving the activities of the Monitor as set out in the Monitor's Final Report dated May 27, 2021 (the "**Report**");
4. An order approving the fees and disbursements of the Monitor and its counsel (including its estimate of fees and expenses to conclude the matter) as set out in the Report, in the Deloitte Fee Affidavit, and the Affidavit of Colin Brousson, sworn on June 1, 2021 (the "**Gowling Fee Affidavit**");

5. An order that Deloitte is released and discharged from its duties as Monitor in relation to the Petitioners in the CCAA proceedings and the appointment of Deloitte as Monitor is hereby terminated, subject to Deloitte filing Form 3 of the CCAA Regulations with the Superintendent of Bankruptcy;
6. An order that Deloitte is released and discharged from any and all claims of any nature and kind whatsoever that any party or person may now have or may hereafter have against Deloitte by reason of or in any way related to or arising out of the acts or omissions of Deloitte while acting as Monitor herein and including, without limitation, any claim or liability relating to matters that were raised or which could have been raised in the within proceedings, except for gross negligence or wilful misconduct;
7. An order that, notwithstanding any provision of this Order, nothing contained in this Order shall affect, vary, derogate from or amend any of the rights and protections in favour of the Monitor at law pursuant to the Initial Order, all of which are expressly continued and confirmed;
8. An order approving that this Order as to form by counsel appearing on this application, other than counsel for the Monitor, is hereby dispensed with.

Part 2: FACTUAL BASIS

1. On July 7, 2011, Please Mum Partnership, Elia Fashions Ltd. and Bossa Nova Fashions Ltd. (collectively, "**Please Mum**") filed a notice of intention to make a proposal ("**NOI**") pursuant to Section 50.4 of the *Bankruptcy and Insolvency Act*, and Deloitte was appointed as trustee under the proposal (the "**Proposal Trustee**"). The NOI stay of proceedings was extended, by Orders of this Honourable Court, to December 6, 2011.
2. On December 6, 2011, upon the expiration of the NOI stay of proceedings, Please Mum sought and obtained protection from its creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "**CCAA**") pursuant to an Order of the Supreme Court of British Columbia (the "**Initial Order**").
3. Deloitte was appointed Monitor of Please Mum under the Initial Order.
4. After significant efforts by the Monitor to continue the operations of Please Mum and prepare a viable plan for arrangement, the Monitor determined that the first secured creditor, 0710345 B.C. Ltd. ("**071**") would suffer significant shortfall in realizations and that there would be no distributions available to remaining creditors of the Please Mum estate. 071 held approximately \$2.5 million in priority security over Please Mum's assets.
5. As the realizable value of Please Mum's assets was significantly exceeded by the security held by 071, the Monitor supported the sale of Please Mum's assets contemplated by Please Mum.
6. On May 11, 2012, the sale of all of Please Mum's assets was approved by the Court (the "**Vesting Order**").
7. The sale approved by the Vesting Order completed in or around June 2012.
8. On June 12, 2012, the stay of proceedings as against Please Mum expired.

9. Following the expiry of the stay of proceedings, the Monitor reached out to Please Mum to discuss the termination of the CCAA and the discharge of the Monitor. Please Mum did not take any steps to extend the stay of proceedings or terminate the CCAA proceedings.
10. Please Mum refused to provide sufficient funds to the Monitor and its counsel, Gowling WLG (Canada) LLP (formerly Gowling Lafleur Henderson LLP) ("**Gowling WLG**") to prepare for its discharge. Further, Please Mum refused to provide funds to settle the Monitor and Gowling WLG's fees in full.
11. In total, the Monitor wrote off approximately \$37,000.00 in professional fees, representing approximately 36% of its total fees incurred during the CCAA proceedings. Gowling WLG wrote off approximately \$16,967.03 in professional fees, representing approximately 43% of its total fees incurred during the CCAA proceedings.
12. Further particulars of the activities of the Trustee and Monitor as well as the particulars of the Trustee and Monitor's fees and disbursements are set out in the Report and in the Deloitte Fee Affidavit.
13. Particulars of the activities, fees and disbursements of the Monitor's legal counsel, Gowling WLG are set out in the Gowling Fee Affidavit.

Part 3: LEGAL BASIS

1. The Orders made herein;
2. *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36;
3. *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3;
4. *Law and Equity Act*, R.S.B.C. 1996, c. 250;
5. *Supreme Court Civil Rules*;
6. The inherent jurisdiction of this court; and
7. The assets of Please Mum have been sold and the stay of proceedings has been lifted. There is no further role for the Monitor to play in the CCAA proceedings.

Part 4: MATERIAL TO BE RELIED ON

1. The Fourth Monitor's Report, dated May 27, 2021;
2. The Affidavit of Colin Brousson, sworn June 1, 2021;
3. The Affidavit of Jeff Keeble, sworn May 28, 2021; and
4. The pleadings and proceedings filed herein.

The applicant(s) estimate(s) that the application will take 15 minutes.

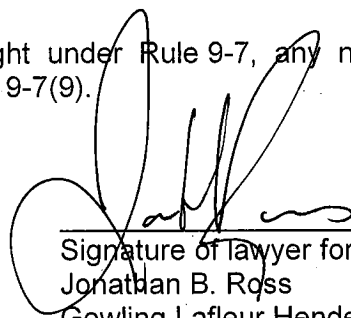
This matter is within the jurisdiction of a master.

This matter is not within the jurisdiction of a master.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this notice of application, you must, within 5 business days after service of this notice of application or, if this application is brought under Rule 9-7, within 8 business days after service of this notice of application,

- (a) file an application response in Form 33,
- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party one copy of the following:
 - (i) a copy of the filed application response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Date: June 4, 2021



Signature of lawyer for applicant
Jonathan B. Ross
Gowling Lafleur Henderson LLP

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

[The following information is provided for data collection purposes only and is of no legal effect.]

THIS APPLICATION INVOLVES THE FOLLOWING:

[Check the box(es) below for the application type(s) included in this application.]

- 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
- other

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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)**

NOTICE OF APPLICATION

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CDB/msh