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September 29, 2011

**DELIVERED BY AGENT**

Supreme Court Registry, The Law Courts  
800 Smithe Street  
Vancouver BC, V6Z 2E1

**Cindy Cheuk**  
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DIRECT 604.691.6463  
File No.: 546438-1

Dear Sirs/Mesdames,

**RE: In the Matter of Please Mum Partnership, Elia Fashions Ltd. and Bossa Nova Fashions Ltd., Vancouver Registry VLC-S-B-110732  
Application for Extension of Time to File a Proposal Under Section 50.4(9) of the Bankruptcy and Insolvency Act, returnable at 9:00 am on September 30, 2011**

We are counsel for the Petitioners in the above proceeding. The Honourable Mr. Justice Burnyeat is seized.

We last appeared before his Lordship at 9:00 am on September 20, 2011. At that time, the Petitioners' application for an extension of time to file a proposal under section 50.4(9) of the *Bankruptcy and Insolvency Act* was adjourned to 9:00 am on September 30, 2011 and an extension was granted for the interim. Since then, we have come to an agreement with Mr. Gehlen, counsel for certain landlords, regarding his clients' initial opposition to the extension at our last appearance before his Lordship. Enclosed is a copy of the proposed form of Order for the extension sought by the Petitioners (the "**Order**"). Mr. Gehlen has advised that he is agreeable to the form of Order.

That being the case, we write to advise that we still require the hearing before his Lordship which is scheduled for **9:00 am on September 30, 2011** in order to seek his Lordship's approval of the Order. However, our time estimate is now reduced to 30 minutes as Mr. Gehlen's clients will not be opposing the terms of the enclosed Order.

We would be grateful if the Registry could bring this letter to the attention of the Honourable Mr. Justice Burnyeat, to advise his Lordship of these recent developments. Thank you for your assistance.

Yours truly,

A handwritten signature in dark ink, appearing to read "C.C.", is written over a light blue horizontal line.

Cindy Cheuk  
Associate

Enclosure

cc. Gregory Gehlen and all other counsel on Service List for this proceeding

**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 John Sandrelli, 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.

BY THE COURT

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DISTRICT REGISTRAR

APPROVED AS TO FORM AND CONSENTED TO:

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

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*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*

**SCHEDULE "A"**

LIST OF COUNSEL APPEARING

<b>Counsel:</b>	<b>Appearing For:</b>
John Sandrelli	Petitioners
Gregory Gehlen	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

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TAB	DESCRIPTION
1.	Requisition rescheduling the Application of the Petitioners to September 30, 2011 (attaching the original Notice of Application as Schedule "A") dated September 21, 2011
2.	Application Response of Ivanhoe Cambridge Inc., 20 Vic Management Limited, Morguard Investments Limited, Retrocom Mid Market REIT and Primaris Retail Real Estate Investment Trust dated September 19, 2011
3.	Affidavit No. 2 of Kathryn Adrian sworn September 14, 2011
4.	Affidavit No. 3 of Kathryn Adrian sworn September 26, 2011
5.	Affidavit No. 1 of Linda Galessiere sworn September 19, 2011
6.	Affidavit No. 1 of Brent Lewis sworn September 21, 2011
7.	Second Report to the Court submitted by Deloitte & Touche Inc. in its capacity as Proposal Trustee dated September 14, 2011
8.	Draft Order of September 30, 2011