

BANK OF AMERICA, N.A., as Administrative Agent
Applicant

V.

Court File No.
CPI CORP. et al
Respondents

Apr 15/13

*K. McEachern S. Willis L. Rogers April 15, 2013.
for Applicant
S. Brotnan for CPI Corp.
M. Wasserman for Poyneer Rec. Duff & Phelps
A. MacFadyen for Sears Canada.
M. Wagner for Walnut Canada.*

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

APPLICATION RECORD
(RETURNABLE APRIL 15, 2013)

VOLUME I OF II

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Lawyers for the Applicant

*I am satisfied, being renewed
the need that it is both just and
convenient to make a recess
order under both s 243 of the BIA
and s 101 of the CTA
In making this determination, I
have taken into account that
in order to preserve the
enterprise value, the situation*

needs to be stabilized in the
short term and that this can be
~~accomplished~~^{accomplished} by the agreement of a
majority.

The Order regarding the Recens ~~proceeds~~
~~and~~ includes a comeback clause.

The comeback hearing is scheduled
for April 30, 2013 (3 hours booked)

At this hearing all parties will have
full opportunity to put forth their
respective positions.

Order has been signed in the
form presented as amended.
For greater certainty, ^{requested} remedy not granted today
is adjourned to April 30, 2013 before me.

John H. Hanning