

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF SEARS CANADA INC., CORBEIL
ÉLECTRIQUE INC., S.L.H. TRANSPORT INC., THE CUT INC.,
SEARS CONTACT SERVICES INC., INITIUM LOGISTICS
SERVICES INC., INITIUM COMMERCE LABS INC., INITIUM
TRADING AND SOURCING CORP., SEARS FLOOR
COVERING CENTRES INC., 173470 CANADA INC., 2497089
ONTARIO INC., 6988741 CANADA INC., 10011711 CANADA
INC., 1592580 ONTARIO LIMITED, 955041 ALBERTA LTD.,
4201531 CANADA INC., 168886 CANADA INC., AND 3339611
CANADA INC.

APPLICANTS

**RESPONDING MOTION RECORD
OF THE APPLICANTS
(Remington Motion returnable January 22, 2018)**

December 19, 2017

OSLER, HOSKIN & HARCOURT LLP
Box 50, 1 First Canadian Place
Toronto, ON M5X 1B8

Marc Wasserman LSUC# 44066M
Tel: 416.862.4908
Email: mwasserman@osler.com

Jeremy Dacks LSUC# 41851R
Tel: 416.862.4923
Email: jdacks@osler.com

Michael De Lellis LSUC# 48038U
Tel: 416.862.5997
Email: mdelellis@osler.com

Karin Sachar LSUC# 59944E
Tel: 416.862.5949
Email: ksachar@osler.com

Lawyers for the Applicants

TO: SERVICE LIST

INDEX

Tab		Page
1.	Affidavit of Billy Wong, sworn December 19, 2017	1
	Exhibit "A" July 13, 2017 email from Remington to Sears Canada enclosing invoice dated June 21, 2017	6
	Exhibit "B" September 25, 2017 letter from Osler to Remington enclosing disclaimer	10
	Exhibit "C" November 21, 2017 Wire Activity Summary Report	14
	Exhibit "D" August 24, 2017 letter from counsel for Sears to counsel for Remington	16

Tab 1

Court File No. CV-17-11846-00CL

Ontario
**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF SEARS CANADA INC., CORBEIL ÉLECTRIQUE INC., S.L.H.
TRANSPORT INC., THE CUT INC., SEARS CONTACT SERVICES INC.,
INITIUM LOGISTICS SERVICES INC., INITIUM COMMERCE LABS INC.,
INITIUM TRADING AND SOURCING CORP., SEARS FLOOR COVERING
CENTRES INC., 173470 CANADA INC., 2497089 ONTARIO INC., 6988741
CANADA INC., 10011711 CANADA INC., 1592580 ONTARIO LIMITED,
955041 ALBERTA LTD., 4201531 CANADA INC., 168886 CANADA INC.,
AND 3339611 CANADA INC.

APPLICANTS

AFFIDVIT OF BILLY WONG
Sworn December 19, 2017

(Remington Claim)

I, BILLY WONG, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

1. I am the Executive Vice-President and Chief Financial Officer of the Applicant Sears Canada Inc. ("**Sears Canada**"). I am also a director of each of the other Applicants. As such, I have personal knowledge of the matters deposed to in this Affidavit. Where I have relied on other sources for information, I have specifically referred to such sources and believe them to be true. In preparing this Affidavit, I have consulted with legal, financial and other advisors to Sears Canada and other members of the senior management team of Sears Canada.
2. This affidavit is sworn in response to the motion brought by Remington Properties Inc. ("**Remington**") seeking the Court's direction in respect of the payment of certain real property

taxes payable to Remington under Sears Canada's lease of premises at 70 Glendeer Circle SE in Calgary, Alberta (the "**Remington Lease**"), which until recently housed a Sears Canada Home Store.

Payment of Post-Filing Property Taxes pursuant to the Initial Order

3. On June 22, 2017, the Applicants were granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), pursuant to an initial order of the Ontario Superior Court of Justice (Commercial List) (the "**Initial Order**"). FTI Consulting Canada Inc. was appointed in the Initial Order as the Monitor (the "**Monitor**").

4. The Initial Order provides that Sears Canada shall pay all amounts constituting rent or payable as rent under real property leases, including realty taxes, for the period commencing from and including the date of the Initial Order, in equal payments twice-monthly on the first and fifteenth day of each month.

5. In accordance with the Initial Order, to the best of its knowledge, Sears Canada has been making payments for realty taxes under its leases, including in respect of the Remington Lease, for the period from and after the date of the Initial Order, on a pro-rated basis.

6. On July 13, 2017, Remington sent Sears Canada an email enclosing an invoice dated June 21, 2017 (the "**Invoice**") in the amount of \$191,651.171 for the real property taxes owing by Remington for the full 2017 taxation year. Attached as Exhibit "A" to this affidavit is a copy of the email received by Sears Canada from Remington enclosing the Invoice.

7. On September 25, 2017, Sears Canada issued a disclaimer notice to Remington indicating that the Remington Lease would be disclaimed pursuant to the CCAA. The lease disclaimer for

the Remington Lease was effective October 25, 2017 (the “**Lease Termination Date**”). A copy of the letter and enclosed disclaimer is attached to this affidavit as Exhibit “B”.

8. On November 20, 2017, Sears Canada wired Remington the amount of \$66,159.22, representing the total amount owed to Remington in respect of property taxes for the Remington Lease from June 22, 2017 (the date of the Initial Order) to the Lease Termination Date, inclusive of 5% GST. Attached as Exhibit “C” to this affidavit is the Wire Activity Summary Report identifying the payment of the post-filing property taxes owing in respect of the Remington Lease.

9. I understand that the remaining amount owing to Remington is in respect of realty taxes for the pre-filing period, January 1, 2017 to June 21, 2017, totalling \$90,312.59.

10. I have reviewed the Affidavit of Randy Remington sworn November 16, 2017 (the “**Remington Affidavit**”). It refers to and attaches certain correspondence between counsel for Remington and counsel for Sears Canada. However, the Remington Affidavit does not include a letter that counsel for Sears Canada sent to counsel for Remington on August 24, 2017, responding to Remington’s July 25, 2017 letter. A copy of the letter from counsel for Sears Canada dated August 24, 2017 is attached as Exhibit “D” to this affidavit.

Sears Canada’s Lease Arrangements for Payment of Property Taxes

11. Sears Canada’s arrangements with its former and current landlords vary with respect to when and how realty taxes are invoiced and the frequency with which they are paid. In some cases, landlords make payments to the taxation authority and invoice Sears Canada for the applicable amount, while in other cases Sears Canada makes the payments to the taxation authority directly.

12. I am advised by Anita Short, Director, Real Estate of Sears Canada, and believe that, in practice, it is generally the landlords that choose in what increments and frequency they will

invoice Sears Canada for the annual property tax amount owing on a particular lease (i.e., monthly, quarterly, annually, bi-annually).

13. I am further advised by Ms. Short and believe that, prior to the CCAA filing, many landlords invoiced Sears Canada for realty tax payments on a monthly or quarterly basis, based on an estimate using the prior year's taxation assessment. A reconciliation was then done at the end of the taxation period. Other landlords invoiced Sears Canada annually. The majority of Sears Canada Home stores invoiced Sears Canada on a monthly basis for real property taxes based on an estimate using the prior year's taxation assessment.

14. Contrary to the suggestion in the Remington Affidavit, the Remington Lease does not prescribe that property tax payments must be made by Sears Canada annually. In fact, Section 8.9 of the Remington Lease provides that Sears Canada may at its option pay real property taxes in monthly installments based on the landlord's estimate of taxes for the year, to be adjusted at year end.

15. I am advised by Ms. Short and believe that it would have been open to Remington to invoice Sears Canada on a monthly basis for real property taxes. However, the practice followed by Remington was to invoice Sears Canada for the real property taxes following receipt from the City of Calgary.

16. The Remington Affidavit is inaccurate in its statements that Remington's arrangement of annually invoicing for property taxes was "peculiar", and that "all other landlords were paid in full for the same item." As set out above, there are other landlords who invoiced Sears Canada annually for property taxes. Moreover, there are numerous other landlords who are owed pre-filing amounts by Sears Canada for real property taxes. These claims will be the addressed in the Applicants'

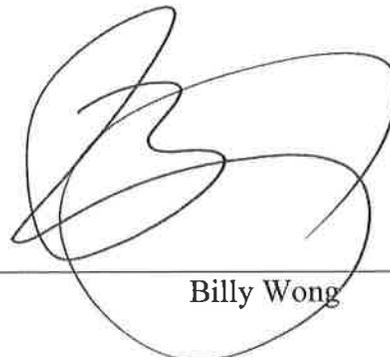
claims process. Sears Canada has not paid, and cannot pay, any of these pre-filing amounts, pursuant to the Initial Order.

17. I am advised that the Monitor supports Sears Canada's position that Remington is not entitled to payment of pre-filing amounts for real property taxes in respect of the Remington Lease.

SWORN BEFORE ME at the City of Toronto,
in the Province of Ontario on December 19,
2017.



Commissioner for Taking Affidavits
SONJA PAVIC

} 

Billy Wong

Tab A

THIS IS EXHIBIT "A" TO THE AFFIDAVIT
OF BILLY WONG SWORN BEFORE ME THIS 19TH
DAY OF DECEMBER, 2017

A handwritten signature in black ink, appearing to read "SONJA PAUC", is written over a horizontal line.

A Commissioner for taking Affidavits, etc.

SONJA PAUC

----- Forwarded message -----

From: **Jodie Buch** <JBuch@remingtoncorp.com>

Date: Thu, Jul 13, 2017 at 3:08 PM

Subject: Glendeer - Cost Recovery

To: "Anita Short (ashort@sears.ca)" <ashort@sears.ca>

Good afternoon Anita,

Please see attached cost recovery invoice for 2017.

Thank you,

Jodie Buch

Property Administrator

Remington Development Corporation

300, 200 Quarry Park Blvd SE

Calgary, Alberta T2C 5E3

P. 403.255.7003 F. 403.255.1022

24 hour Service Centre
403.255.7003



300, 200 Quarry Park Boulevard S.E.
 Calgary, Alberta T2C 5E3
 Phone: (403) 255-7003 Fax: (403) 255-7530
 www.remingtoncorp.com

INVOICE No: 620

Sears Canada Inc.
Dept 702D
290 Yonge Street, Suite 700
Toronto, Ontario M5B 2C3

June 21, 2017

Attention: Ms. Anita Short

Reference: Lease at 70 Glendeer Circle S.E. Calgary, Alberta

To invoice you for 2017 Property Taxes as follows;

Sears square footage	42,740
Total square feet	<u>64,955</u>

Sears portion	65.7994%
---------------	----------

2017 Property Taxes	\$ 277,396.82	@ 65.7994%	\$ 182,525.44
---------------------	---------------	------------	---------------

Plus GST (#89743 0898)		<u>9,126.27</u>
------------------------	--	-----------------

INVOICE TOTAL		<u>\$ 191,651.71</u>
----------------------	--	-----------------------------

Please submit payment to the above address. If you have any questions or concerns regarding this invoice, please contact Ms. Ramona Meixner, Director - Property Management

Z 946 (R2016-02) Property
5C8NR

2017 PROPERTY TAX BILL

T 613 (R2014-01)



Finance
800 Macleod Trail SE
PO Box 2405 Stn M
Calgary AB T2P 3L9
Canada

OWNER# 3095349
REMINGTON PROPERTIES INC..
300-200 QUARRY PARK BLVD SE
CALGARY AB T2C 5E3

PROPERTY ADDRESS	ROLL NUMBER	DATE OF MAILING	DUE DATE
70 GLENDEER CI SE	113 01199 3	2017/05/26	2017/06/30

LPDU ID	LEGAL DESCRIPTION	MORTGAGE/MANAGEMENT COMPANY	TAXATION YEAR	ASSESSMENT
	9111439;3;4		2017	15,980,000

NON-RESIDENTIAL	ASSESSMENT	TAX RATE	AMOUNT	TOTAL
Opening Account Balance				\$0.00
Property Tax to the City	15,980,000	.013861900	\$221,832.76	
Property Tax to the Province	15,980,000	.003862600	\$61,724.35	
Current Taxes				\$283,557.11
Council Approved Rebates				\$6,160.29CR
TOTAL TAXES PAYABLE 2017/06/30 TO AVOID PENALTY				\$277,396.82

Property taxes must be paid on or before June 30 to avoid a late payment penalty of 7% on July 01. For all your payment options, including the Tax Instalment Payment Plan (TIIP), visit www.calgary.ca/propertytax or call 311. If calling from outside Calgary 403-268-CITY (2489). See reverse for more information.

Remington Development Corporation
RECEIVED
MAY 29 2017

FOR FURTHER INFORMATION, CALL 311 or
403-268-CITY (2489)

SEE REVERSE FOR TERMS OF PAYMENT.
STATEMENT PORTION - RETAIN FOR YOUR RECORDS

REMITTANCE PORTION - RETURN WITH PAYMENT



Finance
800 Macleod Trail SE
PO Box 2405 Stn M
Calgary AB T2P 3L9
Canada

2017 PROPERTY TAX BILL

T 613 (R2014-01)

PROPERTY ADDRESS	ROLL NUMBER
70 GLENDEER CI SE	113 01199 3

00027739682 00000000 011301199300 20

412151*

REMINGTON PROPERTIES INC..
300-200 QUARRY PARK BLVD SE
CALGARY AB T2C 5E3

AMOUNT DUE 2017/06/30	\$277,396.82
AMOUNT PAID	

Tab B

THIS IS EXHIBIT "B" TO THE AFFIDAVIT
OF BILLY WONG SWORN BEFORE ME THIS 19TH
DAY OF DECEMBER, 2017

A handwritten signature in black ink, appearing to read "SONJA PAUC", is written over a horizontal line.

A Commissioner for taking Affidavits, etc.

SONJA PAUC

Osler, Hoskin & Harcourt LLP
 Box 50, 1 First Canadian Place
 Toronto, Ontario, Canada M5X 1B8
 416.362.2111 MAIN
 416.862.6666 FACSIMILE

OSLER

Toronto

September 25, 2017

Montréal

Calgary

Ottawa

Vancouver

New York

Michael S. Shakra
 Direct Dial: 416.862-6643
 mshakra@osler.com
 Our Matter Number: 1179649

Sent By Courier

Remington Properties Inc.
 300, 200 Quarry Park Boulevard S.E.
 Calgary, AB T2C 5E3

Attention: Randy Remington

Dear Sir:

Re: CCAA Proceedings of Sears Canada Inc. et al (Court File No. CV-17-11846-00CL)

As you may be aware, Sears Canada Inc. and certain of its subsidiaries and affiliates (collectively, the “**Sears Canada Group**”) filed for and were granted protection from creditors under the *Companies’ Creditors Arrangement Act (Canada)* (the “**CCAA**”) pursuant to an Initial Order issued by the Ontario Superior Court of Justice (Commercial List) on June 22, 2017. We act for the Sears Canada Group in connection with these CCAA proceedings (the “**CCAA Proceedings**”).

Please find enclosed a Notice by Debtor Company to Disclaim or Resiliate an Agreement which is being delivered to you in connection with the CCAA Proceedings pursuant to section 32 of the CCAA.

Yours very truly,



Michael S. Shakra

Enclosure

c. Jim Robinson, *FTI Consulting Canada Inc.*
 Virginie Gauthier, *Norton Rose Fulbright Canada LLP*

FORM 4
NOTICE BY DEBTOR COMPANY TO DISCLAIM OR RESILIEATE AN
AGREEMENT

To: Remington Properties Inc.

And to: FTI Consulting Canada Inc., in its capacity as court-appointed Monitor

Take notice that

1. Proceedings under the *Companies' Creditors Arrangement Act* ("the Act") in respect of **Sears Canada Inc.** ("SCI") were commenced on the 22nd day of June, 2017.
2. In accordance with subsection 32(1) of the Act, the debtor company gives you notice of its intention to disclaim or resiliate the following agreement:

Lease between Remington Properties Inc. and Sears Canada Inc. made as of June 25, 1998 (as assigned, amended, renewed, extended, restated, modified and/or supplemented from time to time, together with all other agreements and instruments, whether written or oral, between SCI (including any of its affiliates or subsidiaries) and Remington Properties Inc. (or any predecessor or successor in interest), arising out of or relating to the premises leased by SCI at 70 Glendeer Ctr SE, Calgary, Alberta, in each case as assigned, amended, renewed, extended, restated, modified and/or supplemented from time to time, the "Agreement")

3. In accordance with subsection 32(2) of the Act, any party to the Agreement may, within 15 days after the day on which this notice is given and with notice to the other parties to the agreement and to the monitor, apply to court for an order that the agreement is not to be disclaimed or resiliated.
4. In accordance with paragraph 32(5)(a) of the Act, if no application for an order is made in accordance with subsection 32(2) of the Act, the Agreement is disclaimed or resiliated on the 25th day of October 2017, being 30 days after the day on which this notice has been given.

Dated at Toronto, Ontario, on September 25, 2017.

Sears Canada Inc.

Per: _____  _____

Billy Wong
Chief Financial Officer

The Monitor approves the proposed disclaimer or resiliation.

Dated at Toronto, Ontario, on September 25, 2017.

FTI Consulting Canada Inc.
In its capacity as Court-Appointed Monitor
of Sears Canada Inc. and not in its personal or corporate capacity

Per: _____  _____

Jim Robinson
Managing Director

Tab C

THIS IS EXHIBIT "C" TO THE AFFIDAVIT
OF BILLY WONG SWORN BEFORE ME THIS 19TH
DAY OF DECEMBER, 2017

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a solid horizontal line.

A Commissioner for taking Affidavits, etc.

SONJA PAUC

Wire Activity - Summary Report

Bev Church , SEARS CANADA INC
 Report Creation Date: Nov 21, 2017 10:07:16 AM ET

Value Date Range: From **Nov 20, 2017** To **Nov 21, 2017**

Debit Account(s): **1 selected**

Status: **All**

Amount Range: **All**

Payment Currency: **All**

Payment Currency: **CAD**

Template Name:

Template Description:

Value Date: Nov 20, 2017 **Payment Amount:** 66,159.22 CAD

Debit Account: 00003-00002-2755619-CAD-TREASURY ADMIN

Credit Information: 00016-10029-153417001-CAD-REMINGTON PROPERTIES INC.

Beneficiary: REMINGTON PROPERTIES INC.

Status: Completed

Approved by: Alula Gebru, Bev Church

Created by: Alula Gebru, Nov 20, 2017 at 03:39 PM ET

Last Modified by:

Released by: Bev Church, Nov 20, 2017 at 04:05 PM ET

Total payment amount: 66,159.22

Number of wire payments: 1

*** End of report ***

Tab D

THIS IS EXHIBIT "D" TO THE AFFIDAVIT
OF BILLY WONG SWORN BEFORE ME THIS 19TH
DAY OF DECEMBER, 2017

A handwritten signature in black ink, appearing to read "SONJA PAUC", is written over a horizontal line.

A Commissioner for taking Affidavits, etc.

SONJA PAUC

Osler, Hoskin & Harcourt LLP
 Box 50, 1 First Canadian Place
 Toronto, Ontario, Canada M5X 1B8
 416.362.2111 MAIN
 416.862.6666 FACSIMILE

OSLER

Toronto

August 24, 2017

Montréal

Calgary

Ottawa

Vancouver

New York

Tracy C. Sandler
 Direct Dial: 416.862.5890
 tsandler@osler.com
 Our Matter Number: 1179649

Sent By Electronic Mail

Burnet, Duckworth & Palmer LLP
 Suite 2400, 525-8th Avenue SW,
 Calgary, Alberta T2P 1G1

Attention: Natasha D. Wood

Dear Natasha:

RE: CCAA Proceedings of Sears Canada Inc. et al.
AND RE: Sears Canada Inc. ("SCI") lease of premises at 70 Glendeer Circle SE, Calgary, Alberta (the "Calgary South Home Lease")

As you are aware SCI and certain of its subsidiaries and affiliates filed for and were granted protection from their creditors under the *Companies' Creditors Arrangement Act* (Canada). The Ontario Superior Court of Justice (Commercial List) (the "Court") provided an order staying proceedings against SCI on July 22, 2017 (the "Initial Order"). FTI Consulting Canada Inc. was appointed as the Monitor (the "Monitor"). We are counsel to SCI.

Copies of the Initial Order and other court orders are available on the Monitor's website at <http://cfcanada.fticonsulting.com/searscanada/>.

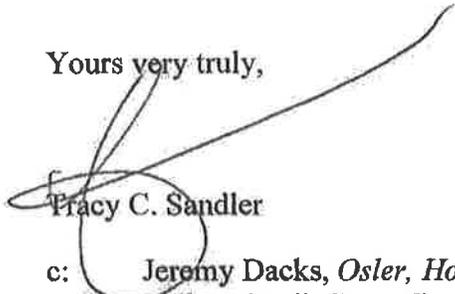
We are writing in response to your letter dated July 25, 2017 in respect of the payment of realty taxes payable pursuant to the Calgary South Home Lease. As you are aware, the Initial Order provides that all amounts constituting rent or payable as rent under real property leases (including, for greater certainty, realty taxes), for the period commencing from and including the date of the Initial Order, shall be paid twice-monthly in equal payments on the first and fifteenth day of each month, in advance (but not in arrears). In accordance with the Initial Order, SCI has paid and will continue to pay realty taxes payable pursuant to the Calgary South Home Lease relating to the period from and after the date of the Initial Order on a pro-rated basis.

In addition, we note that your request for full payment of the realty taxes owing pursuant to the invoice dated June 21, 2017 includes amounts related to the pre-filing period. Pursuant to the Initial Order, SCI is unable to pay these amounts. If a claims process is approved by the Court, you will be notified by the Monitor and invited to submit a claim in respect of the pre-filing amounts. Until then, please ensure that all invoices are

OSLER

provided to SCI as per your normal procedures to ensure a proper accounting for all amounts owing.

Yours very truly,



Tracy C. Sandler

c: *Jeremy Dacks, Osler, Hoskin & Harcourt LLP*
Phil Mohtadi, Sears Canada Inc.
Leigh Lampert, Sears Canada Inc.
Anita Short, Sears Canada Inc.
Jim Robinson, FTI Consulting Canada Inc.
Virginie Gauthier, Norton Rose Fulbright Canada LLP

IN THE MATTER OF the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended

Court File No: CV-17-11846-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF SEARS CANADA INC., CORBEIL ÉLECTRIQUE INC., S.L.H. TRANSPORT INC., THE CUT INC., SEARS CONTACT SERVICES INC., INITIUM LOGISTICS SERVICES INC., INITIUM COMMERCE LABS INC., INITIUM TRADING AND SOURCING CORP., SEARS FLOOR COVERING CENTRES INC., 173470 CANADA INC., 2497089 ONTARIO INC., 6988741 CANADA INC., 10011711 CANADA INC., 1592580 ONTARIO LIMITED, 955041 ALBERTA LTD., 4201531 CANADA INC., 168886 CANADA INC., AND 3339611 CANADA INC.

Applicants

Ontario
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceeding commenced at Toronto

AFFIDAVIT OF BILLY WONG

OSLER, HOSKIN & HARCOURT, LLP
P.O. Box 50, 1 First Canadian Place
Toronto, ON M5X 1B8

Marc Wasserman LSUC# 44066M
Tel: 416.862.4908

Jeremy Dacks LSUC# 41851R
Tel: 416.862.4923

Tracy Sandler LSUC# 322443N
Tel: 416.862.5890

Karin Sachar LSUC# 59944E
Tel: 416.862.5949
Fax: 416.862.6666

Lawyers for the Applicants

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF SEARS CANADA INC., CORBEIL ÉLECTRIQUE INC., S.L.H. TRANSPORT INC., THE CUT INC., SEARS CONTACT SERVICES INC., INITIUM LOGISTICS SERVICES INC., INITIUM COMMERCE LABS INC., INITIUM TRADING AND SOURCING CORP., SEARS FLOOR COVERING CENTRES INC., 173470 CANADA INC., 2497089 ONTARIO INC., 6988741 CANADA INC., 10011711 CANADA INC., 1592580 ONTARIO LIMITED, 955041 ALBERTA LTD., 4201531 CANADA INC., 168886 CANADA INC., AND 3339611 CANADA INC.

Applicants

Ontario

**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**RESPONDING MOTION RECORD
OF THE APPLICANTS
(Remington Motion returnable January 22, 2018)**

OSLER, HOSKIN & HARCOURT LLP
P.O. Box 50, 1 First Canadian Place
Toronto, ON M5X 1B8

Marc Wasserman LSUC# 44066M
Tel: 416.862.4908

Jeremy Dacks LSUC# 41851R
Tel: 416.862.4923

Michael De Lellis LSUC# 48038U
Tel: 416.862.5997

Karin Sachar LSUC# 59944E
Tel: 416.862.5949
Fax: 416.862.6666

Lawyers for the Applicants