

**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., 9370-2751
QUÉBEC INC., 191020 CANADA INC., THE CUT INC., SEARS
CONTACT SERVICES INC., INITIUM LOGISTICS SERVICES
INC., 9845488 CANADA 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.

(the "**Applicants**")

**MOTION RECORD
(Litigation Fee Approval and Additional Dividend Funds)
(returnable May 3, 2021)**

April 16, 2021

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TO: **THE SERVICE LIST**

**ONTARIO
SUPERIOR COURT OF JUSTICE
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IN THE MATTER OF THE *COMPANIES' CREDITORS
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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

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(each an “**Applicant**”, and collectively, the “**Applicants**”)

**NOTICE OF MOTION
(returnable May 3, 2021)**

FTI Consulting Canada Inc., in its capacity as Court-appointed monitor (the “**Monitor**”) in the proceedings of the Applicants pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. c-36, as amended, (the “**CCAA**”) will make a motion to a Judge of the Ontario Superior Court of Justice (Commercial List), on Monday, May 3, 2021, at 10 a.m. or as soon after that time as the motion can be heard, by judicial videoconference via Zoom at Toronto, Ontario. Please refer to the conference details attached as Schedule “A” hereto in order to attend the motion and advise if you intend to join the motion by emailing Peter Choi at peter.choi@nortonrosefulbright.com.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR:

1 An Order, substantially in the form attached as Schedule “B” hereto:

- (a) abridging the time for service of this Notice of Motion and the forty-fifth report of the Monitor dated April 16, 2021 (the “**Forty-Fifth Report**”), and dispensing with service on any person other than those served;
- (b) approving the fees and disbursements of the Monitor and its counsel, Norton Rose Fulbright Canada LLP, in connection with the TUV Claim (as defined below);
- (c) directing that certain funds currently held, or that may be identified, by AST Trust Company (Canada) be returned to Sears Canada Inc. (“**Sears Canada**”) for distribution in accordance with the Amended and Restated Joint Plan of Compromise and Arrangement of the Applicants, dated November 17, 2020 (the “**Plan**”); and
- (d) such further and other relief as this Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

1 On June 22, 2017, the Applicants in these proceedings sought and obtained an initial order (as amended and restated on July 13, 2017, the “**Initial Order**”) under the CCAA;

2 The Initial Order, among other things, appointed FTI Consulting Canada Inc. as Monitor of the Applicants;

Fee Approval

3 On December 3, 2018, the Monitor was authorized and empowered pursuant to Section 36.1 of the CCAA to commence and continue a claim against various parties related to a dividend (the “**2013 Dividend**”) declared and paid by Sears Canada in 2013 (the “**TUV Claim**”);

4 The Monitor and its counsel, Norton Rose Fulbright Canada LLP (“**NRFC**”) have each maintained detailed records of their time and disbursements with respect to the TUV Claim;

5 The Monitor reported periodically on the professional fees incurred in connection with the TUV Claim, among other claims, to the Creditors’ Committee established pursuant to the Amended Litigation Investigator Order granted on April 26, 2018 in these proceedings and continued pursuant to an Order granted on December 3, 2018 in these proceedings;

6 The Creditors’ Committee included counsel for various creditor groups including retirees, employees, landlords and hometown dealers;

7 The Monitor was not advised of any objection by the Creditors’ Committee to the professional fees incurred by the Monitor;

8 The respective fees and disbursements of the Monitor and its counsel are reasonable in the circumstances, proportionate in view of the size and complexity of the TUV Claim and the results of the TUV Claim and other claims connected to the 2013 Dividend, and have been validly incurred in accordance with the provisions of the Orders issued in these proceedings;

9 The Forty-Fifth Report and the fee affidavits appended thereto in connection with this motion include additional information about the fees and disbursements of the Monitor and its counsel in connection with the TUV Claim;

Additional Dividend Funds

10 Sears Canada, CIBC Mellon Trust Company and Canadian Stock Transfer Company Inc. entered into a Transfer Agent, Registrar and Dividend Disbursing Agreement made as of August 22, 2012 (the “**Dividend Disbursing Agreement**”);

11 Pursuant to the Dividend Disbursing Agreement, Sears Canada appointed CIBC Mellon Trust Company as dividend disbursing agent to disburse all cash and stock dividends which may be declared from time to time in respect of common shares of Sears Canada;

12 AST Trust Company (Canada) ("**AST**") (as successor to CIBC Mellon Trust Company) has advised the Monitor that, as a result of the foregoing arrangements under the Dividend Disbursing Agreement, AST continues to hold cash in the amount of CDN \$207,149.47 and US \$46,262.45 that was provided by Sears Canada, in addition to funds that were previously returned to Sears Canada earlier in 2021 (the "**Additional Dividend Funds**");

13 The Additional Dividend Funds were provided to AST for the purpose of paying dividends declared by Sears Canada but remain unclaimed at this time;

14 The By-laws of Sears Canada state that any dividend unclaimed after a period of six years from the date on which the same has been declared to be payable shall be forfeited and shall revert to Sears Canada;

15 The Additional Dividend Funds must relate to dividends declared more than six years ago as the last dividend declared for the Sears Canada common shares was declared in 2013;

16 These Additional Dividend Funds would have been forfeited to, and should revert to, Sears Canada;

17 These Additional Dividend Funds would be "Sears Cash" under the Plan to be distributed to creditors in accordance with the Plan;

18 The Dividend Disbursing Agreement is the subject of contractual confidentiality protections between the parties to that agreement;

19 AST has advised that they are willing to return the Additional Dividend Funds to Sears Canada provided that they obtain protections from any potential liability as a result of doing so;

Other Grounds

20 The provisions of the CCAA, including section 11 thereof, and the inherent and equitable jurisdiction of this Court;

21 Rules 1.04, 1.05, 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure*, R.R.O 1990, Reg. 194, as amended; and

22 Such other and further grounds as counsel may advise and this Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

1 The Forty-Fifth Report of the Monitor; and

2 Such further and other evidence as counsel may advise and this Court may permit.

April 16, 2021

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Lawyers for the Monitor

TO: **THE SERVICE LIST**

SCHEDULE "A"
VIDEOCONFERENCE DETAILS

Join Zoom Meeting

<https://nortonrosefulbright.zoom.us/j/99095947787?pwd=Mm02ZHB5YVJ3N0Q3SnJlL1kra1dXUT09>

Meeting ID: 990 9594 7787

Password: 920189

One tap mobile

+13017158592,,99095947787#,,1#,920189# US (Washington DC)

+13126266799,,99095947787#,,1#,920189# US (Chicago)

Dial by your location:

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

+1 346 248 7799 US (Houston)

+1 646 558 8656 US (New York)

833 548 0282 US Toll-free

877 853 5257 US Toll-free

888 475 4499 US Toll-free

833 548 0276 US Toll-free

Meeting ID: 990 9594 7787

Password: 920189

Find your local number: <https://nortonrosefulbright.zoom.us/j/99095947787?pwd=Mm02ZHB5YVJ3N0Q3SnJlL1kra1dXUT09>

SCHEDULE "B"
FORM OF DRAFT ORDER

[Remainder of page intentionally left blank.]

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.)	MONDAY, THE 3RD
)	
JUSTICE HAINEY)	DAY OF MAY, 2021

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., 9370-2751
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Applicants

**ORDER
(LITIGATION FEE APPROVAL AND ADDITIONAL UNCLAIMED FUNDS)**

THIS MOTION, made by FTI Consulting Canada Inc., in its capacity as Court-appointed Monitor (the "**Monitor**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order: (i) approving the fees and disbursements of the Monitor and its counsel, Norton Rose Fulbright Canada LLP, in connection with the Monitor's transfer at undervalue claim commenced pursuant to Section 36.1 of the CCAA (the "**TUV Claim**"); and (ii) that funds currently held on behalf of Sears Canada Inc. by AST Trust Company (Canada) in the amount of CDN\$207,149.47 and US\$46,262.45, and any additional funds that may be identified by AST Trust Company (Canada) and held on behalf of Sears Canada Inc. (the "**Additional Dividend Funds**") be returned to Sears Canada Inc. and certain other relief, proceeded by way of videoconference due to the COVID-19 pandemic.

ON READING the Notice of Motion of the Monitor and the Forty-Fifth Report of the Monitor dated April 16, 2021 (the “**Forty-Fifth Report**”), filed, and on hearing the submissions of counsel for the Monitor and such other counsel as were present, no one else appearing although duly served as evidenced by the Affidavit of Service of ● sworn ●, 2021, filed;

SERVICE AND DEFINED TERMS

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the Motion Record and the Forty-Fifth Report is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

APPROVAL OF FEES

2. **THIS COURT ORDERS** that (i) the fees and disbursements of the Monitor in connection with the TUV Claim totaling \$811,307.06 (including applicable taxes); and (ii) the fees and disbursements of Norton Rose Fulbright Canada LLP, in its capacity as legal counsel to the Monitor, in connection with the TUV Claim totaling \$6,841,506.17 (including applicable taxes), be and are hereby approved.

RELEASE OF ADDITIONAL DIVIDEND FUNDS

3. **THIS COURT ORDERS AND DECLARES** that no security holder of Sears Canada Inc. has any claim to the Additional Dividend Funds and that the Additional Dividend Funds shall be released to Sears Canada Inc. and shall be included in the Sears Cash Pool (as defined in the Amended and Restated Joint Plan of Compromise and Arrangement of Sears Canada Inc., among others, dated November 17, 2020).

4. **THIS COURT ORDERS** that AST Trust Company (Canada) (the “**Agent**”) is hereby authorized and directed to take all steps necessary to deliver the Additional Dividend Funds to

the Monitor, or as the Monitor may direct, on behalf of Sears Canada Inc., and the Agent and the Monitor (and their respective officers, directors and employees) shall not incur any liability or obligation as a result of carrying out the provisions of this Order, save for any gross negligence or wilful misconduct on their part.

5. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Parties and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Parties and their respective agents as may be necessary or desirable to give effect to this Order or to assist the Parties, and their respective agents, in carrying out the terms of this Order.

6. **THIS COURT ORDERS** that Confidential Appendix "C" to the Forty-Fifth Report shall be and is hereby sealed, kept confidential and shall not form part of the public record pending further Order of this Court.

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., *et al.*

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**ORDER
(Litigation Fee Approval and Additional Unclaimed
Funds)**

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Lawyers for FTI Consulting Canada Inc., in its capacity
as Monitor

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., et al.

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at TORONTO

**NOTICE OF MOTION
(Litigation Fee Approval
and Additional Unclaimed Funds)
(returnable May 3, 2021)**

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TAB 2

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

**SEARS CANADA INC.,
AND RELATED APPLICANTS**

FORTY-FIFTH REPORT OF FTI CONSULTING CANADA INC., AS MONITOR

April 16, 2021

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

**ONTARIO
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IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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3339611 CANADA INC.

APPLICANTS

**FORTY-FIFTH REPORT TO THE COURT
SUBMITTED BY FTI CONSULTING CANADA INC.,
IN ITS CAPACITY AS MONITOR**

A. INTRODUCTION

1. On June 22, 2017, Sears Canada Inc. ("**Sears Canada**") and a number of its operating subsidiaries (collectively, with Sears Canada, the "**Applicants**") sought and obtained an initial order (as amended and restated on July 13, 2017, the "**Initial Order**"), under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"). The relief granted pursuant to the Initial Order was also extended to Sears Connect, a partnership forming part of the operations of the Applicants (and together with the Applicants, the "**Sears Canada Entities**"). The proceedings commenced under the CCAA by the Applicants are referred to herein as the "**CCAA Proceedings**".

2. The Initial Order, among other things:
 - (a) appointed FTI Consulting Canada Inc. as monitor of the Sears Canada Entities (the “**Monitor**”) in the CCAA Proceedings; and
 - (b) granted an initial stay of proceedings against the Sears Canada Entities until July 22, 2017 (the “**Stay Period**”), which has subsequently been extended from time to time, most recently to July 31, 2021.
3. On July 18, 2017, the Court issued an order approving an agreement and a process for the liquidation of inventory and FF&E at certain initial closing Sears Canada locations.
4. On October 13, 2017, the Court issued, among other orders, an order approving an agreement and a process for the liquidation of the inventory and FF&E at all remaining Sears Canada retail locations. The liquidation of all inventory and FF&E was completed and all Sears Canada retail locations were closed.
5. On December 3, 2018, the Monitor and the Honourable J. Douglas Cunningham, Q.C., as Court-appointed litigation trustee (the “**Litigation Trustee**”), were authorized by the Court to pursue litigation against certain third parties on behalf of Sears Canada and its creditors, in connection with the payment of certain dividends (the “**2013 Dividend**”) by Sears Canada to its shareholders in 2013 (the “**Estate 2013 Dividend Litigation**”). The Court also lifted the stay of proceedings in the Initial Order to allow the Estate 2013 Dividend Litigation, as well as a claim by Morneau Shepell Ltd., as pension plan administrator (the “**Pension Plan Administrator**”), and class action claims (collectively, the “**Dealer Class Action**”) by certain “Sears Hometown” store dealers, each also arising from the 2013 Dividend, to be commenced or continued.
6. All claims in the Estate 2013 Dividend Litigation, as well as the claim by the Pension Plan Administrator and the Dealer Class Action are now the subject of settlement agreements that have been approved by the Court pursuant to orders granted on: (i) March 17, 2020, in the case of the settlement with Sears Holdings Corporation (ii) August 25, 2020, in the case of the settlement with former director defendants; and (iii) September 18, 2020, in the case of ESL Investments Inc. and certain related parties.

These settlements have now been implemented, resulting in aggregate settlement proceeds of \$72.5 million to the plaintiffs, which have been received.

7. On October 27, 2020, the Court issued an Order (the “**A&R Meetings Order**”) authorizing the Monitor to file an amended and restated joint plan of compromise and arrangement in respect of the Sears Canada Entities (the “**Plan**”) and to convene meetings of Affected Unsecured Creditors (the “**Meetings**”) for the purpose of considering and voting on the Plan. The Plan was approved by the requisite majorities of creditors voting at the Meetings held on November 16, 2020. The Plan was approved by the Court pursuant to a Plan Sanction Order granted on November 23, 2020 and the Plan Implementation Date (as defined in the Plan) occurred on December 14, 2020.
8. In connection with the CCAA Proceedings, the Monitor has provided forty-four reports and twenty-five supplemental reports (collectively, the “**Prior Reports**”), and prior to its appointment as Monitor, FTI also provided to this Court a pre-filing report of the proposed Monitor dated June 22, 2017 (the “**Pre-Filing Report**”). The Pre-Filing Report, the Prior Reports, and other Court-filed documents and notices in these CCAA Proceedings are, or will be made, available on the Monitor’s website at cfcanada.fticonsulting.com/searscanada.

B. PURPOSE

9. The purpose of this forty-fifth report of the Monitor (the “**Forty-Fifth Report**”) is to provide the Court with information regarding:
 - (a) the Monitor’s request for an order (the “**Litigation Fee Approval Order**”) approving the fees and disbursements of the Monitor and its counsel, Norton Rose Fulbright Canada LLP (“**NRFC**”) in connection with the Estate 2013 Dividend Litigation;
 - (b) the Monitor’s request for an order (the “**Second Dividend Funds Order**”) that certain additional funds currently held by AST Trust Company (Canada) be returned to Sears Canada for distribution in accordance with the Plan; and

- (c) the Monitor's comments and recommendations in connection with the foregoing.

C. TERMS OF REFERENCE

10. In preparing this Forty-Fifth Report, the Monitor has relied upon audited and unaudited financial information of the Sears Canada Entities, the Sears Canada Entities' books and records, and discussions and correspondence with, among others, advisors to the Sears Canada Entities' stakeholders (collectively, the "**Information**").
11. Except as otherwise described in this Forty-Fifth Report:
 - (a) the Monitor has not audited, reviewed, or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Assurance Standards pursuant to the *Chartered Professional Accountants of Canada Handbook*; and
 - (b) the Monitor has not examined or reviewed the financial forecasts or projections referred to in this Forty-Fifth Report in a manner that would comply with the procedures described in the *Chartered Professional Accountants of Canada Handbook*.
12. Future-oriented financial information reported in or relied on in preparing this Forty-Fifth Report is based on assumptions regarding future events. Actual results will vary from these forecasts and such variations may be material.
13. The Monitor has prepared this Forty-Fifth Report in connection with its request for the Litigation Fee Approval Order and the Second Dividend Funds Order. The Forty-Fifth Report should not be relied on for any other purpose.
14. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian Dollars.
15. Capitalized terms not otherwise defined herein have the meanings ascribed to them in the following documents filed as part of the CCAA Proceedings: (i) the affidavits of Mr. Billy Wong, the former Chief Financial Officer of Sears Canada; (ii) the affidavit of Ms.

Becky Penrice, the former Executive Vice-President and Chief Operating Officer of Sears Canada; (iii) the affidavits of Mr. Philip Mohtadi, the former General Counsel and Corporate Secretary of Sears Canada; (iv) the Plan; and (v) the Prior Reports.

D. FEE APPROVAL

16. On December 3, 2018, the Monitor was authorized and empowered pursuant to Section 36.1 of the CCAA to commence and continue a claim against various parties related to the 2013 Dividend (the “**TUV Claim**”). As noted above, the TUV Claim, together with the other claims in the Estate 2013 Dividend Litigation have been settled, resulting in aggregate settlement proceeds of \$72.5 million to the plaintiffs, which have been received.
17. The Monitor and its counsel, Norton Rose Fulbright Canada LLP (“**NRFC**”) have each maintained detailed records of their time and disbursements with respect to the TUV Claim.
18. Attached as Exhibit “A” to the Affidavit of Steven Bissell sworn April 14, 2021 that is attached as Appendix “A” to this Forty-Fifth Report (the “**Bissell Affidavit**”) are copies of the invoices rendered by the Monitor in respect of the TUV Claim. The Monitor’s accounts total \$642,178.50 in fees, \$75,792.35 in disbursements, and \$93,336.21 in HST for a total amount of \$811,307.06. Exhibit “C” to the Bissell Affidavit contains a summary of the personnel, hours and hourly rates charged by the Monitor in respect of the TUV Claim during the applicable period. Individual time entries of the Monitor’s representatives have been excluded from the Bissell Affidavit as such time entries contain privileged information related to the TUV Claim.
19. Attached as Appendix “B” to this Forty-Fifth Report is the Affidavit of Alan Merskey, sworn April 15, 2021 (the “**Merskey Affidavit**” and, together with the Bissell Affidavit, the “**Fee Affidavits**”). NRFC’s accounts in connection with the TUV Claim total \$5,452,986.62 in fees, \$662,868.99 in disbursements and \$725,650.56 in HST for a total amount of \$6,841,506.17. At Exhibit “C” to the Merskey Affidavit are copies of the first pages of invoices rendered by NRFC as counsel to the Monitor for such amounts, while Exhibits “A” and “B” to the Merskey Affidavit contain a summary of the personnel, hours, and hourly rates charged by NRFC in respect of the TUV Claim during the applicable period. Individual time entries of NRFC’s representatives have been excluded from the

Merskey Affidavit as such time entries contain privileged information related to the TUV Claim. The Monitor notes that the invoices of NRFC also include disbursements for fees incurred by Norton Rose Fulbright US LLP in connection with matters related to the US insolvency proceedings of Sears Holdings Corporation, one of the defendants in the TUV Claim.

20. The Monitor, together with the Litigation Trustee, reported periodically on the professional fees incurred in connection with the Estate 2013 Dividend Litigation to the Creditors' Committee established pursuant to the Amended Litigation Investigator Order granted on April 26, 2018 in the CCAA Proceedings and continued pursuant to an Order granted on December 3, 2018 in the CCAA Proceedings. The Creditors' Committee included counsel for various creditor groups including retirees, employees, landlords and hometown dealers. The Monitor was not advised of any objection by the Creditors' Committee to the professional fees incurred by the Monitor or the Litigation Trustee.
21. The Monitor respectfully submits that the respective fees and disbursements of the Monitor and its counsel are reasonable in the circumstances, proportionate in view of the size and complexity of the TUV Claim and the results of the Estate 2013 Dividend Litigation, and have been validly incurred in accordance with the provisions of the Orders issued in these CCAA Proceedings. Accordingly, the Monitor respectfully seeks the approval of its fees and disbursements and the fees and disbursements of its counsel in connection with the TUV Claim.
22. In accordance with the Plan and prior Orders of the Court, those creditors of Sears Canada who opted out of participation in the Estate 2013 Dividend Litigation do not share in the costs or recoveries of the Estate 2013 Dividend Litigation.

E. SECOND DIVIDEND FUNDS ORDER

23. As previously reported in the Forty-Third Report of the Monitor, dated January 19, 2021 (the "**Forty-Third Report**"), Sears Canada, CIBC Mellon Trust Company and Canadian Stock Transfer Company Inc. entered into a Transfer Agent, Registrar and Dividend Disbursing Agreement made as of August 22, 2012 (the "**Dividend Disbursing Agreement**"). A copy of the Dividend Disbursing Agreement is attached as Confidential

Appendix “C” hereto. The Dividend Disbursing Agreement is the subject of contractual confidentiality protections between the parties to that agreement.

24. Pursuant to the Dividend Disbursing Agreement, Sears Canada appointed CIBC Mellon Trust Company as dividend disbursing agent to disburse all cash and stock dividends which may be declared from time to time in respect of common shares of Sears Canada. CIBC Mellon Trust Company would pay such dividends as may be declared by the Board of Directors of Sears Canada from time to time after receipt by CIBC Mellon Trust Company of a copy of the resolution declaring such dividends and funds in an amount sufficient for the payment of such dividends.
25. AST Trust Company (Canada) (“AST”) previously advised the Monitor that, as a result of the foregoing arrangements under the Dividend Disbursing Agreement, AST held cash in the amount of CDN \$3,016,048.02 and US \$107,852.05 that was provided by Sears Canada (the “**Initial Dividend Funds**”). The Monitor was advised by AST that it held the Initial Dividend Funds pursuant to the Dividend Disbursing Agreement as CIBC Mellon Trust Company’s obligations under the Dividend Disbursing Agreement were previously assumed by CST Trust Company and CST Trust Company subsequently changed its name to AST Trust Company (Canada) pursuant to Letters Patent under the *Trust and Loan Companies Act* dated June 29, 2017, which are also included in Confidential Appendix “C” hereto.
26. These funds were provided to AST for the purpose of paying dividends declared by Sears Canada. However, these funds remained unclaimed at the time of the Forty-Third Report.
27. The By-laws of Sears Canada state that any dividend unclaimed after a period of six years from the date on which the same has been declared to be payable shall be forfeited and shall revert to Sears Canada. A copy of the By-laws of Sears Canada is attached hereto as Appendix “D”.
28. The Initial Dividend Funds must have related to dividends declared more than six years ago as the last dividend declared for the Sears Canada common shares was declared in

2013. Accordingly, pursuant to the By-laws of Sears Canada, the Initial Dividend Funds were forfeited to, and reverted to, Sears Canada.
29. Pursuant to an Order of the Court dated January 25, 2021 (the “**January 25th Order**”), AST was authorized and directed to take all steps necessary to deliver the Initial Dividend Funds to the Monitor, or as the Monitor may direct, on behalf of Sears Canada so that the Initial Dividend Funds could be included in the Sears Cash Pool (as defined in the Plan) to be distributed to Sears Canada’s creditors in accordance with the Plan.
 30. The Initial Dividend Funds have been delivered to Sears Canada in accordance with the January 25th Order.
 31. Subsequent to the issuance of the January 25th Order, the Monitor was advised by AST that AST has identified additional funds held by AST for the purpose of paying dividends declared by Sears Canada and that should have been included in the Initial Dividend Funds in an amount of CDN \$207,149.47 and US \$46,262.45 (the “**Additional Dividend Funds**”).
 32. As a result of the discovery of the Additional Dividend Funds, the Monitor requests that the Court grant an Order with respect to the Additional Dividend Funds, and any further similar funds that may be identified by AST, on the same terms that applied to the Initial Dividend Funds pursuant to the January 25th Order. For the reasons set out in the Forty-Third Report, the Monitor believes this Order is appropriate in the circumstances.
 33. AST has advised that they are willing to return the Additional Dividend Funds to Sears Canada provided that they obtain protections from any potential liability as a result of doing so. AST has confirmed to the Monitor that the Second Dividend Funds Order would provide it with acceptable protections in place of the indemnity protections that AST would usually seek from solvent counterparties when returning funds.

The Monitor respectfully submits to the Court this, its Forty-Fifth Report.

Dated this 16th day of April, 2021.

FTI Consulting Canada Inc.
in its capacity as Monitor of
the Sears Canada Entities

A handwritten signature in blue ink, appearing to read 'S. Bissell', with a long horizontal stroke extending to the left.

Steven Bissell
Managing Director

APPENDIX "A"

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., 9370-2751
QUEBEC INC., 191020 CANADA INC., THE CUT INC., SEARS
CONTACT SERVICES INC., INITIUM LOGISTICS SERVICES
INC., 9845488 CANADA 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

**AFFIDAVIT OF STEVEN BISSELL
(sworn April 14, 2021)**

I, Steven Bissell, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am a Managing Director with FTI Consulting Canada Inc., which was appointed as the monitor (the "**Monitor**") in these proceedings and as such have knowledge of the matters herein deposed to.
2. I make this affidavit in support of a motion by the Monitor for, among other things, approval of the fees and disbursements of the Monitor incurred on and after February 4, 2019 in connection with proceedings commenced by the Monitor pursuant to Section 36.1 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, related to a dividend declared and paid by Sears Canada Inc. in 2013 (the "**TUV Claim**").
3. Attached hereto as **Exhibit "A"** are true copies of the invoices for fees and disbursements incurred by the Monitor for the period between February 4, 2019 and the current

date (the “**Approval Period**”) in connection with the TUV Claim. Copies of the time entries for each of the invoices contain information that is subject to solicitor-client privilege and have not been included.

4. Attached hereto as **Exhibit “B”** is a schedule listing the fees, disbursements, HST and total fees charged for each invoice in connection with the TUV Claim during the Approval Period.

5. Attached hereto as **Exhibit “C”** is a schedule summarizing the billing rates and total amounts billed with respect to each representative of the Monitor that rendered services in connection with the TUV Claim and the blended rate during the Approval Period.

6. To the best of my knowledge, the rates charged by the Monitor throughout the Approval Period are comparable to the rates charged by other firms in the Toronto market for the provision of similar services.

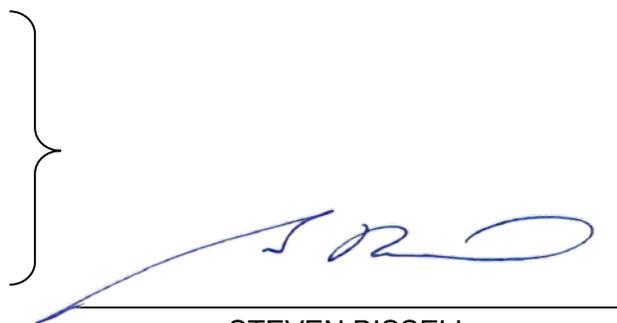
7. I believe that the total hours incurred by the Monitor in connection with the TUV Claim were reasonable and appropriate in the circumstances.

8. The Monitor requests that the Court approve its accounts in relation to the TUV Claim for fees in the amount of \$642,178.50, expenses of \$75,792.35 and HST of \$93,336.21.

VIRTUALLY SWORN BEFORE ME
at the City of Oakville, in the Province of
Ontario, this 14th day of April, 2021, in
accordance with O. Reg. 431/20,
Administering Oath or Declaration Remotely.



A Commissioner for taking affidavits



STEVEN BISSELL

THIS IS **EXHIBIT "A"** TO THE AFFIDAVIT OF
STEVEN BISSELL SWORN BEFORE ME VIA
VIDEOCONFERENCE IN THE CITY OF OAKVILLE,
IN THE PROVINCE OF ONTARIO,
THIS 14TH DAY OF APRIL, 2021.



A Commissioner for taking Affidavits



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

April 30, 2019

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29003673

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through April 30, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', with a long horizontal flourish extending to the right.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

April 30, 2019
 FTI Invoice No. 29003673
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2019

	<i>CAD (\$)</i>
Professional Services.....	\$37,986.00
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$37,986.00
HST Registration No. 835718024RT0001	\$4,938.18
Total Amount Due this Period.....	\$42,924.18
Total Amount Due.....	<u>\$42,924.18</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

April 30, 2019
 FTI Invoice No. 29003673
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2019

Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$990.00	25.5	\$25,245.00
Paul Bishop	Senior Managing Director	\$990.00	3.8	\$3,762.00
Steven Bissell	Managing Director	\$830.00	10.1	\$8,383.00
Kamran Hamidi	Senior Director	\$745.00	0.8	\$596.00
Total Hours and Fees			40.2	\$37,986.00
HST Registration No. 835718024RT0001				\$4,938.18
Invoice Total for Current Period				\$42,924.18



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

July 9, 2019

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29003774

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through June 30, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson'.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

July 9, 2019
 FTI Invoice No. 29003774
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2019

	<i>CAD (\$)</i>
Professional Services.....	\$36,822.00
Expenses.....	\$3,645.71
Total Fees and Expenses.....	\$40,467.71
HST Registration No. 835718024RT0001	\$5,260.80
Total Amount Due this Period.....	\$45,728.51
Total Amount Due.....	<u>\$45,728.51</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

July 9, 2019
 FTI Invoice No. 29003774
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2019

Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$990.00	5.5	\$5,445.00
Paul Bishop	Senior Managing Director	\$990.00	7.8	\$7,722.00
Steven Bissell	Managing Director	\$830.00	28.5	\$23,655.00
Total Hours and Fees			41.8	\$36,822.00
Business Meals				\$73.84
Other/Miscellaneous				\$2,584.98
Transportation				\$986.89
Total Expenses				\$3,645.71
HST Registration No. 835718024RT0001				\$5,260.80
Invoice Total for Current Period				\$45,728.51



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

July 31, 2019

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29003786

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through July 31, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson'.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

July 31, 2019
 FTI Invoice No. 29003786
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2019

	<i>CAD (\$)</i>
Professional Services.....	\$11,033.00
Expenses.....	\$2,314.98
Total Fees and Expenses.....	\$13,347.98
HST Registration No. 835718024RT0001	\$1,735.24
Total Amount Due this Period.....	\$15,083.22
Total Amount Due.....	<u>\$15,083.22</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

July 31, 2019
 FTI Invoice No. 29003786
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2019

Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$990.00	1.0	\$990.00
Steven Bissell	Managing Director	\$830.00	12.1	\$10,043.00
Total Hours and Fees			13.1	\$11,033.00
Other/Miscellaneous				\$2,314.98
Total Expenses				\$2,314.98
HST Registration No. 835718024RT0001				\$1,735.24
Invoice Total for Current Period				\$15,083.22



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

August 31, 2019

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29003826

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through August 31, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', with a long horizontal flourish extending to the right.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

August 31, 2019
 FTI Invoice No. 29003826
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2019

	<i>CAD (\$)</i>
Professional Services.....	\$12,002.00
Expenses.....	<u>\$2,322.77</u>
Total Fees and Expenses.....	\$14,324.77
HST Registration No. 835718024RT0001	\$1,862.22
Total Amount Due this Period.....	\$16,186.99
Total Amount Due.....	<u>\$16,186.99</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

August 31, 2019
 FTI Invoice No. 29003826
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2019

Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$990.00	1.5	\$1,485.00
Paul Bishop	Senior Managing Director	\$990.00	4.0	\$3,960.00
Steven Bissell	Managing Director	\$830.00	7.9	\$6,557.00
Total Hours and Fees			13.4	\$12,002.00
Other/Miscellaneous				\$2,322.77
Total Expenses				\$2,322.77
HST Registration No. 835718024RT0001				\$1,862.22
Invoice Total for Current Period				\$16,186.99



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

September 30, 2019

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29003858

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through September 30, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson'.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

September 30, 2019
 FTI Invoice No. 29003858
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2019

	<i>CAD (\$)</i>
Professional Services.....	\$21,943.00
Expenses.....	\$3,375.41
Total Fees and Expenses.....	\$25,318.41
HST Registration No. 835718024RT0001	\$3,291.39
Total Amount Due this Period.....	\$28,609.80
Total Amount Due.....	<u>\$28,609.80</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

September 30, 2019
 FTI Invoice No. 29003858
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2019

Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$990.00	0.5	\$495.00
Paul Bishop	Senior Managing Director	\$990.00	5.4	\$5,346.00
Steven Bissell	Managing Director	\$830.00	19.4	\$16,102.00
Total Hours and Fees			25.3	\$21,943.00
Other/Miscellaneous				\$3,375.41
Total Expenses				\$3,375.41
HST Registration No. 835718024RT0001				\$3,291.39
Invoice Total for Current Period				\$28,609.80



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

October 31, 2019

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29003913

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through October 31, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', with a long horizontal flourish extending to the right.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

October 31, 2019
 FTI Invoice No. 29003913
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2019

	<i>CAD (\$)</i>
Professional Services.....	\$11,532.00
Expenses.....	\$2,800.13
Total Fees and Expenses.....	\$14,332.13
HST Registration No. 835718024RT0001	\$1,863.18
Total Amount Due this Period.....	\$16,195.31
Total Amount Due.....	<u>\$16,195.31</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

October 31, 2019
 FTI Invoice No. 29003913
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2019

Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$990.00	2.0	\$1,980.00
Paul Bishop	Senior Managing Director	\$990.00	1.6	\$1,584.00
Steven Bissell	Managing Director	\$830.00	9.6	\$7,968.00
Total Hours and Fees			13.2	\$11,532.00
Other/Miscellaneous				\$2,800.13
Total Expenses				\$2,800.13
HST Registration No. 835718024RT0001				\$1,863.18
Invoice Total for Current Period				\$16,195.31

Reconciliation of Hours Incurred vs. Hours Invoiced: Travel Time Discount
Invoice #29003913

Professional	Hours	Standard Rates	Amount
Gregory Watson	2.00	\$ 990	\$ 1,980.00
Paul Bishop	1.60	990	1,584.00
Steven Bissell	9.60	830	7,968.00
Total Hours and Fees	13.20		\$ 11,532.00
Total Expenses			2,800.13
Total Fees and Expenses			14,332.13
13% HST #835718024RT0001			1,863.18
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 16,195.31



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

November 30, 2019

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29003931

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through November 30, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', written over a horizontal line.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

November 30, 2019
 FTI Invoice No. 29003931
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 30, 2019

	<i>CAD (\$)</i>
Professional Services.....	\$41,817.00
Expenses.....	\$13,875.73
Total Fees and Expenses.....	\$55,692.73
HST Registration No. 835718024RT0001	\$7,240.05
Total Amount Due this Period.....	\$62,932.78
Total Amount Due.....	<u>\$62,932.78</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

November 30, 2019
 FTI Invoice No. 29003931
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through November 30, 2019

Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$990.00	2.5	\$2,475.00
Steven Bissell	Managing Director	\$830.00	47.4	\$39,342.00
Total Hours and Fees			49.9	\$41,817.00
Other/Miscellaneous				\$13,875.73
Total Expenses				\$13,875.73
HST Registration No. 835718024RT0001				\$7,240.05
Invoice Total for Current Period				\$62,932.78

Invoice #29003**931**

Professional	Hours	Standard Rates	Amount
Gregory Watson	2.50	\$ 990	\$ 2,475.00
Steven Bissell	47.40	830	39,342.00
Total Hours and Fees	49.90		\$ 41,817.00
Total Expenses			13,875.73
Total Fees and Expenses			55,692.73
13% HST #835718024RT0001			7,240.05
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 62,932.78



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

December 31, 2019

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29003976

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through December 31, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', written over a light blue horizontal line.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

December 31, 2019
 FTI Invoice No. 29003976
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2019

	<i>CAD (\$)</i>
Professional Services.....	\$29,739.50
Expenses.....	<u>\$2,592.29</u>
Total Fees and Expenses.....	\$32,331.79
HST Registration No. 835718024RT0001	\$4,203.13
Total Amount Due this Period.....	\$36,534.92
Total Amount Due.....	<u>\$36,534.92</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

December 31, 2019
 FTI Invoice No. 29003976
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2019

Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$990.00	3.0	\$2,970.00
Paul Bishop	Senior Managing Director	\$990.00	4.5	\$4,455.00
Steven Bissell	Managing Director	\$830.00	25.0	\$20,750.00
Kamran Hamidi	Senior Director	\$745.00	2.1	\$1,564.50
Total Hours and Fees			34.6	\$29,739.50
Other/Miscellaneous				\$2,592.29
Total Expenses				\$2,592.29
HST Registration No. 835718024RT0001				\$4,203.13
Invoice Total for Current Period				\$36,534.92

Reconciliation of Hours Incurred vs. Hours Invoiced: Travel Time Discount
 Invoice #29003976

Professional	Hours	Standard Rates	Amount
Gregory Watson	3.00	\$ 990	\$ 2,970.00
Paul Bishop	4.50	990	4,455.00
Steven Bissell	25.00	830	20,750.00
Kamran Hamidi	2.10	745	1,564.50
Total Hours and Fees	34.60		\$ 29,739.50
Total Expenses			2,592.29
Total Fees and Expenses			32,331.79
13% HST #835718024RT0001			4,203.13
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 36,534.92



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

January 31, 2020

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29004026

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through January 31, 2020.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', written over a horizontal line.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

January 31, 2020
 FTI Invoice No. 29004026
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through January 31, 2020

	<i>CAD (\$)</i>
Professional Services.....	\$64,150.50
Expenses.....	\$0.00
Total Fees and Expenses.....	\$64,150.50
HST Registration No. 835718024RT0001	\$8,339.57
Total Amount Due this Period.....	\$72,490.07
Total Amount Due.....	<u>\$72,490.07</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

January 31, 2020
 FTI Invoice No. 29004026
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through January 31, 2020

Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$1,020.00	4.0	\$4,080.00
Paul Bishop	Senior Managing Director	\$1,020.00	29.9	\$30,498.00
Steven Bissell	Managing Director	\$855.00	29.3	\$25,051.50
James Robinson	Managing Director	\$810.00	5.4	\$4,374.00
Elizabeth Pearson	Senior Consultant	\$490.00	0.3	\$147.00
Total Hours and Fees			68.9	\$64,150.50
HST Registration No. 835718024RT0001				\$8,339.57
Invoice Total for Current Period				\$72,490.07

Invoice #29004026

Professional	Hours	Standard Rates	Amount
Gregory Watson	4.00	\$ 1,020	\$ 4,080.00
Paul Bishop	29.90	1,020	30,498.00
Steven Bissell	29.30	855	25,051.50
James Robinson	5.40	810	4,374.00
Elizabeth Pearson	0.30	490	147.00
Total Hours and Fees	68.90		\$ 64,150.50
Total Expenses			-
Total Fees and Expenses			64,150.50
13% HST #835718024RT0001			8,339.57
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 72,490.07



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

February 29, 2020

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29004063

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through February 29, 2020.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', with a long horizontal flourish extending to the right.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

February 29, 2020
 FTI Invoice No. 29004063
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through February 29, 2020

	<i>CAD (\$)</i>
Professional Services.....	\$38,866.00
Expenses.....	\$3,439.20
Total Fees and Expenses.....	\$42,305.20
HST Registration No. 835718024RT0001	\$5,499.68
Total Amount Due this Period.....	\$47,804.88
Total Amount Due.....	<u>\$47,804.88</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

February 29, 2020
 FTI Invoice No. 29004063
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through February 29, 2020

Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$1,020.00	3.5	\$3,570.00
Paul Bishop	Senior Managing Director	\$1,020.00	8.0	\$8,160.00
Steven Bissell	Managing Director	\$855.00	26.8	\$22,914.00
Kamran Hamidi	Senior Director	\$765.00	2.5	\$1,912.50
Michael Basso	Senior Director	\$745.00	3.1	\$2,309.50
Total Hours and Fees			43.9	\$38,866.00
Mileage				\$270.00
Other/Miscellaneous				\$3,169.20
Total Expenses				\$3,439.20
HST Registration No. 835718024RT0001				\$5,499.68
Invoice Total for Current Period				\$47,804.88

Invoice #29004063

Professional	Hours	Standard Rates	Amount
Gregory Watson	3.50	\$ 1,020	\$ 3,570.00
Paul Bishop	8.00	1,020	8,160.00
Steven Bissell	26.80	855	22,914.00
Kamran Hamidi	2.50	765	1,912.50
Michael Basso	3.10	745	2,309.50
Total Hours and Fees	43.90		\$ 38,866.00
Total Expenses			3,439.20
Total Fees and Expenses			42,305.20
13% HST #835718024RT0001			5,499.68
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 47,804.88



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

March 31, 2020

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29004106

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through March 31, 2020.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', written over a light blue horizontal line.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

March 31, 2020
 FTI Invoice No. 29004106
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through March 31, 2020

	<i>CAD (\$)</i>
Professional Services.....	\$53,914.50
Expenses.....	\$6,331.96
Total Fees and Expenses.....	\$60,246.46
HST Registration No. 835718024RT0001	\$7,832.04
Total Amount Due this Period.....	\$68,078.50
Total Amount Due.....	<u>\$68,078.50</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

March 31, 2020
 FTI Invoice No. 29004106
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through March 31, 2020

Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$1,020.00	6.5	\$6,630.00
Paul Bishop	Senior Managing Director	\$1,020.00	25.2	\$25,704.00
Steven Bissell	Managing Director	\$855.00	14.4	\$12,312.00
James Robinson	Managing Director	\$835.00	11.1	\$9,268.50
Total Hours and Fees			57.2	\$53,914.50
Other/Miscellaneous				\$6,331.96
Total Expenses				\$6,331.96
HST Registration No. 835718024RT0001				\$7,832.04
Invoice Total for Current Period				\$68,078.50

Invoice #29004106

Professional	Hours	Standard Rates	Amount
Gregory Watson	6.50	\$ 1,020	\$ 6,630.00
Paul Bishop	25.20	1,020	25,704.00
Steven Bissell	14.40	855	12,312.00
James Robinson	11.10	835	9,268.50
Total Hours and Fees	57.20		\$ 53,914.50
Total Expenses			6,331.96
Total Fees and Expenses			60,246.46
13% HST #835718024RT0001			7,832.04
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 68,078.50



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

April 30, 2020

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29004169

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through April 30, 2020.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', written over a light blue horizontal line.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

April 30, 2020
 FTI Invoice No. 29004169
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2020

	<i>CAD (\$)</i>
Professional Services.....	\$52,705.00
Expenses.....	<u>\$3,128.72</u>
Total Fees and Expenses.....	\$55,833.72
HST Registration No. 835718024RT0001	\$7,258.38
Total Amount Due this Period.....	\$63,092.10
Previous Balance Due.....	<u>\$68,078.50</u>
Total Amount Due.....	<u><u>\$131,170.60</u></u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

April 30, 2020
 FTI Invoice No. 29004169
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2020

Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$1,020.00	2.5	\$2,550.00
Paul Bishop	Senior Managing Director	\$1,020.00	26.7	\$27,234.00
Steven Bissell	Managing Director	\$855.00	20.6	\$17,613.00
James Robinson	Managing Director	\$835.00	6.0	\$5,010.00
Michael Basso	Senior Director	\$745.00	0.4	\$298.00
Total Hours and Fees			56.2	\$52,705.00
Other/Miscellaneous				\$3,128.72
Total Expenses				\$3,128.72
HST Registration No. 835718024RT0001				\$7,258.38
Invoice Total for Current Period				\$63,092.10

Reconciliation of Hours Incurred vs. Hours Invoiced: Travel Time Discount
 Invoice #2900**4169**

Professional	Hours	Standard Rates	Amount
Gregory Watson	2.50	\$ 1,020	\$ 2,550.00
Paul Bishop	26.70	1,020	27,234.00
Steven Bissell	20.60	855	17,613.00
James Robinson	6.00	835	5,010.00
Michael Basso	0.40	745	298.00
Total Hours and Fees	56.20		\$ 52,705.00
Total Expenses			3,128.72
Total Fees and Expenses			55,833.72
13% HST #835718024RT0001			7,258.38
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 63,092.10



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

May 31, 2020

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29004215

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through May 31, 2020.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', written over a horizontal line.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

May 31, 2020
 FTI Invoice No. 29004215
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2020

	<i>CAD (\$)</i>
Professional Services.....	\$32,118.00
Expenses.....	<u>\$3,128.72</u>
Total Fees and Expenses.....	\$35,246.72
HST Registration No. 835718024RT0001	\$4,582.07
Total Amount Due this Period.....	\$39,828.79
Total Amount Due.....	<u>\$39,828.79</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

May 31, 2020
 FTI Invoice No. 29004215
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2020

Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$1,020.00	5.0	\$5,100.00
Paul Bishop	Senior Managing Director	\$1,020.00	17.1	\$17,442.00
Steven Bissell	Managing Director	\$855.00	11.2	\$9,576.00
Total Hours and Fees			33.3	\$32,118.00
Other/Miscellaneous				\$3,128.72
Total Expenses				\$3,128.72
HST Registration No. 835718024RT0001				\$4,582.07
Invoice Total for Current Period				\$39,828.79

Reconciliation of Hours Incurred vs. Hours Invoiced: Travel Time Discount
 Invoice #29004215

Professional	Hours	Standard Rates	Amount
Gregory Watson	5.00	\$ 1,020	\$ 5,100.00
Paul Bishop	17.10	1,020	17,442.00
Steven Bissell	11.20	855	9,576.00
Total Hours and Fees	33.30		\$ 32,118.00
Total Expenses			3,128.72
Total Fees and Expenses			35,246.72
13% HST #835718024RT0001			4,582.07
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 39,828.79



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

June 30, 2020

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29004267

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through June 30, 2020.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', written over a light blue horizontal line.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

June 30, 2020
 FTI Invoice No. 29004267
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2020

	<i>CAD (\$)</i>
Professional Services.....	\$65,944.50
Expenses.....	<u>\$3,128.72</u>
Total Fees and Expenses.....	\$69,073.22
HST Registration No. 835718024RT0001	\$8,979.52
Total Amount Due this Period.....	\$78,052.74
Total Amount Due.....	<u>\$78,052.74</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

June 30, 2020
 FTI Invoice No. 29004267
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2020

Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$1,020.00	2.5	\$2,550.00
Paul Bishop	Senior Managing Director	\$1,020.00	56.2	\$57,324.00
Steven Bissell	Managing Director	\$855.00	7.1	\$6,070.50
Total Hours and Fees			65.8	\$65,944.50
Other/Miscellaneous				\$3,128.72
Total Expenses				\$3,128.72
HST Registration No. 835718024RT0001				\$8,979.52
Invoice Total for Current Period				\$78,052.74

Invoice #29004267

Professional	Hours	Standard Rates	Amount
Gregory Watson	2.50	\$ 1,020	\$ 2,550.00
Paul Bishop	56.20	1,020	57,324.00
Steven Bissell	7.10	855	6,070.50
Total Hours and Fees	65.80		\$ 65,944.50
Total Expenses			3,128.72
Total Fees and Expenses			69,073.22
13% HST #835718024RT0001			8,979.52
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 78,052.74



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

July 31, 2020

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29004342

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through July 31, 2020.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', written over a faint, larger version of the same signature.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

July 31, 2020
 FTI Invoice No. 29004342
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2020

	<i>CAD (\$)</i>
Professional Services.....	\$47,730.50
Expenses.....	<u>\$3,128.72</u>
Total Fees and Expenses.....	\$50,859.22
HST Registration No. 835718024RT0001	\$6,611.70
Total Amount Due this Period.....	\$57,470.92
Total Amount Due.....	<u>\$57,470.92</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

July 31, 2020
 FTI Invoice No. 29004342
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2020

Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$1,020.00	1.5	\$1,530.00
Paul Bishop	Senior Managing Director	\$1,020.00	31.7	\$32,334.00
Steven Bissell	Managing Director	\$855.00	12.8	\$10,944.00
James Robinson	Managing Director	\$835.00	3.5	\$2,922.50
Total Hours and Fees			49.5	\$47,730.50
Other/Miscellaneous				\$3,128.72
Total Expenses				\$3,128.72
HST Registration No. 835718024RT0001				\$6,611.70
Invoice Total for Current Period				\$57,470.92

Invoice #29004342

Professional	Hours	Standard Rates	Amount
Gregory Watson	1.50	\$ 1,020	\$ 1,530.00
Paul Bishop	31.70	1,020	32,334.00
Steven Bissell	12.80	855	10,944.00
James Robinson	3.50	835	2,922.50
Total Hours and Fees	49.50		\$ 47,730.50
Total Expenses			3,128.72
Total Fees and Expenses			50,859.22
13% HST #835718024RT0001			6,611.70
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 57,470.92



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

August 31, 2020

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29004378

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through August 31, 2020.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', written over a horizontal line.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

August 31, 2020
 FTI Invoice No. 29004378
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2020

	<i>CAD (\$)</i>
Professional Services.....	\$38,109.00
Expenses.....	\$3,141.87
Total Fees and Expenses.....	\$41,250.87
HST Registration No. 835718024RT0001	\$5,362.61
Total Amount Due this Period.....	\$46,613.48
Total Amount Due.....	<u>\$46,613.48</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

August 31, 2020
 FTI Invoice No. 29004378
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2020

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$1,020.00	32.5	\$33,150.00
Steven Bissell	Managing Director	\$855.00	5.8	\$4,959.00
Total Hours and Fees			38.3	\$38,109.00
Other/Miscellaneous				\$3,141.87
Total Expenses				\$3,141.87
HST Registration No. 835718024RT0001				\$5,362.61
Invoice Total for Current Period				\$46,613.48

Reconciliation of Hours Incurred vs. Hours Invoiced: Travel Time Discount
Invoice #2900**4378**

Professional	Hours	Standard Rates	Amount
Paul Bishop	32.50	1,020	33,150.00
Steven Bissell	5.80	855	4,959.00
Total Hours and Fees	38.30		\$ 38,109.00
Total Expenses			3,141.87
Total Fees and Expenses			41,250.87
13% HST #835718024RT0001			5,362.61
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 46,613.48



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

September 30, 2020

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29004446

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through September 30, 2020.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', written over a light blue horizontal line.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

September 30, 2020
 FTI Invoice No. 29004446
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2020

	<i>CAD (\$)</i>
Professional Services.....	\$41,638.00
Expenses.....	\$0.00
Total Fees and Expenses.....	\$41,638.00
HST Registration No. 835718024RT0001	\$5,412.94
Total Amount Due this Period.....	\$47,050.94
Previous Balance Due.....	\$46,613.48
Total Amount Due.....	<u>\$93,664.42</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

September 30, 2020
 FTI Invoice No. 29004446
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2020

Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$1,020.00	2.0	\$2,040.00
Paul Bishop	Senior Managing Director	\$1,020.00	31.3	\$31,926.00
Steven Bissell	Managing Director	\$855.00	8.4	\$7,182.00
Tyler Rivas-Perri	Senior Consultant	\$490.00	1.0	\$490.00
Total Hours and Fees			42.7	\$41,638.00
HST Registration No. 835718024RT0001				\$5,412.94
Invoice Total for Current Period				\$47,050.94

Invoice #29004446

Professional	Hours	Standard Rates	Amount
Gregory Watson	2.00	\$ 1,020	\$ 2,040.00
Paul Bishop	31.30	1,020	31,926.00
Steven Bissell	8.40	855	7,182.00
Tyler Rivas-Perri	1.00	490	490.00
Total Hours and Fees	42.70		\$ 41,638.00
Total Expenses			-
Total Fees and Expenses			41,638.00
13% HST #835718024RT0001			5,412.94
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 47,050.94



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

October 31, 2020

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29004494

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through October 31, 2020.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', written over a horizontal line.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

October 31, 2020
 FTI Invoice No. 29004494
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2020

	<i>CAD (\$)</i>
Professional Services.....	\$4,128.00
Expenses.....	<u>\$3,129.27</u>
Total Fees and Expenses.....	\$7,257.27
HST Registration No. 835718024RT0001	\$943.45
Total Amount Due this Period.....	\$8,200.72
Previous Balance Due.....	<u>\$47,050.94</u>
Total Amount Due.....	<u><u>\$55,251.66</u></u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

October 31, 2020
 FTI Invoice No. 29004494
 FTI Job No. 420956.0004
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2020

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$1,020.00	1.7	\$1,734.00
Steven Bissell	Managing Director	\$855.00	2.8	\$2,394.00
Total Hours and Fees			4.5	\$4,128.00
Other/Miscellaneous				\$3,129.27
Total Expenses				\$3,129.27
HST Registration No. 835718024RT0001				\$943.45
Invoice Total for Current Period				\$8,200.72

Invoice #**29004494**

Professional	Hours	Standard Rates	Amount
Paul Bishop	1.70	1,020	1,734.00
Steven Bissell	2.80	855	2,394.00
Total Hours and Fees	4.50		\$ 4,128.00
Total Expenses			3,129.27
Total Fees and Expenses			7,257.27
13% HST #835718024RT0001			943.45
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 8,200.72



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

November 30, 2020

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29004533

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through November 30, 2020.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', written over a light blue horizontal line.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

November 30, 2020
 FTI Invoice No. 29004533
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 30, 2020

	<i>CAD (\$)</i>
Expenses.....	\$3,129.27
Total Fees and Expenses.....	\$3,129.27
HST Registration No. 835718024RT0001	\$406.81
Total Amount Due this Period.....	\$3,536.08
Previous Balance Due.....	\$8,200.72
Total Amount Due.....	<u>\$11,736.80</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

November 30, 2020
 FTI Invoice No. 29004533
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 30, 2020

Other/Miscellaneous	\$3,129.27
Total Expenses	\$3,129.27
HST Registration No. 835718024RT0001	\$406.81
Invoice Total for Current Period	\$3,536.08

Reconciliation of Hours Incurred vs. Hours Invoiced: Travel Time Discount
Invoice #2900**4533**

Professional	Hours	Standard Rates	Amount
Total Hours and Fees	0.00		\$ -
Total Expenses			3,129.27
Total Fees and Expenses			3,129.27
13% HST #835718024RT0001			406.81
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 3,536.08



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

December 31, 2020

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29004600

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through December 31, 2020.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', with a long horizontal flourish extending to the right.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

December 31, 2020
 FTI Invoice No. 29004600
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2020

	<i>CAD (\$)</i>
Expenses.....	\$3,129.27
Total Fees and Expenses.....	\$3,129.27
HST Registration No. 835718024RT0001	\$406.81
Total Amount Due this Period.....	\$3,536.08
Total Amount Due.....	<u>\$3,536.08</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

December 31, 2020
 FTI Invoice No. 29004600
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2020

Other/Miscellaneous	\$3,129.27
Total Expenses	\$3,129.27
HST Registration No. 835718024RT0001	\$406.81
Invoice Total for Current Period	\$3,536.08

Invoice #2900**4600**

Professional	Hours	Standard Rates	Amount
Total Hours and Fees	0.00		\$ -
Total Expenses			3,129.27
Total Fees and Expenses			3,129.27
13% HST #835718024RT0001			406.81
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 3,536.08



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

January 31, 2021

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29004651

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through January 31, 2021.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', written over a light blue horizontal line.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

January 31, 2021
 FTI Invoice No. 29004651
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through January 31, 2021

	<i>CAD (\$)</i>
Expenses.....	\$3,349.87
Total Fees and Expenses.....	\$3,349.87
HST Registration No. 835718024RT0001	\$435.48
Total Amount Due this Period.....	\$3,785.35
Total Amount Due.....	<u>\$3,785.35</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

January 31, 2021
 FTI Invoice No. 29004651
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through January 31, 2021

Other/Miscellaneous	\$3,349.87
Total Expenses	\$3,349.87
HST Registration No. 835718024RT0001	\$435.48
Invoice Total for Current Period	\$3,785.35

Invoice #**29004651**

Professional	Hours	Standard Rates	Amount
Total Hours and Fees	0.00		\$ -
Total Expenses			3,349.87
Total Fees and Expenses			3,349.87
13% HST #835718024RT0001			435.48
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 3,785.35



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

February 28, 2021

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29004701

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through February 28, 2021.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', with a long horizontal flourish extending to the right.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

February 28, 2021
 FTI Invoice No. 29004701
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through February 28, 2021

	<i>CAD (\$)</i>
Expenses.....	\$3,349.87
Total Fees and Expenses.....	\$3,349.87
HST Registration No. 835718024RT0001	\$435.48
Total Amount Due this Period.....	\$3,785.35
Previous Balance Due.....	\$3,785.35
Total Amount Due.....	<u>\$7,570.70</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

February 28, 2021
 FTI Invoice No. 29004701
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through February 28, 2021

Other/Miscellaneous	\$3,349.87
Total Expenses	\$3,349.87
HST Registration No. 835718024RT0001	\$435.48
Invoice Total for Current Period	\$3,785.35

Invoice #2900**4701**

Professional	Hours	Standard Rates	Amount
Total Hours and Fees	0.00		\$ -
Total Expenses			3,349.87
Total Fees and Expenses			3,349.87
13% HST #835718024RT0001			435.48
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 3,785.35



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

March 31, 2021

Sears Canada Inc.
c/o Osler, Hoskin & Harcourt LLP
100 King Street West, Suite #6200
Toronto, Ontario M5X 1B8

Re: FTI Job No. 420956.0004
Invoice # 29004748

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through March 31, 2021.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Gregory Watson', with a long horizontal flourish extending to the right.

Gregory Watson
Senior Managing Director

Enclosures



Invoice Remittance

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

March 31, 2021
 FTI Invoice No. 29004748
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through March 31, 2021

	<i>CAD (\$)</i>
Expenses.....	\$3,349.87
Total Fees and Expenses.....	\$3,349.87
HST Registration No. 835718024RT0001	\$435.48
Total Amount Due this Period.....	\$3,785.35
Previous Balance Due.....	\$3,785.35
Total Amount Due.....	<u>\$7,570.70</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

Sears Canada Inc.
 c/o Osler, Hoskin & Harcourt LLP
 100 King Street West, Suite #6200
 Toronto, Ontario M5X 1B8

March 31, 2021
 FTI Invoice No. 29004748
 FTI Job No. 420956.0004
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through March 31, 2021

Other/Miscellaneous	\$3,349.87
Total Expenses	\$3,349.87
HST Registration No. 835718024RT0001	\$435.48
Invoice Total for Current Period	\$3,785.35

Invoice #**29004748**

Professional	Hours	Standard Rates	Amount
Total Hours and Fees	0.00		\$ -
Total Expenses			3,349.87
Total Fees and Expenses			3,349.87
13% HST #835718024RT0001			435.48
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 3,785.35

THIS IS **EXHIBIT "B"** TO THE AFFIDAVIT OF
STEVEN BISSELL SWORN BEFORE ME VIA
VIDEOCONFERENCE IN THE CITY OF OAKVILLE,
IN THE PROVINCE OF ONTARIO,
THIS 14TH DAY OF APRIL, 2021.



A Commissioner for taking Affidavits

THIS IS **EXHIBIT "C"** TO THE AFFIDAVIT OF
STEVEN BISSELL SWORN BEFORE ME VIA
VIDEOCONFERENCE IN THE CITY OF OAKVILLE,
IN THE PROVINCE OF ONTARIO,
THIS 14TH DAY OF APRIL, 2021.



A Commissioner for taking Affidavits

Professional	Title	Hours	Standard Rates	Amount Billed
Gregory Watson	Senior Managing Director	41.5	990	41,085.00
Gregory Watson	Senior Managing Director	27.5	1,020	28,050.00
Paul Bishop	Senior Managing Director	27.1	990	26,829.00
Paul Bishop	Senior Managing Director	260.3	1,020	265,506.00
Steven Bissell	Managing Director	160	830	132,800.00
Steven Bissell	Managing Director	139.2	855	119,016.00
James Robinson	Managing Director	5.4	810	4,374.00
James Robinson	Managing Director	20.6	835	17,201.00
Kamran Hamidi	Senior Director	2.9	745	2,160.50
Kamran Hamidi	Senior Director	2.5	765	1,912.50
Michael Basso	Senior Director	3.5	745	2,607.50
Elizabeth Pearson	Senior Consultant	0.3	490	147.00
Tyler Rivas-Perri	Senior Consultant	1	490	490.00
				0.00
				0.00
Total Hours and Fees		691.80		\$ 642,178.50
Total Expenses Charged				75,792.35
Total Adjustments				0.00
Total				\$ 717,970.85
13% HST #835718024RT0001				93,336.21
TOTAL BILLED				\$ 811,307.06
Average Hourly Rate			\$ 928	

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., *et al*

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

Applicants

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**AFFIDAVIT OF STEVEN BISSELL
(sworn April 14, 2021)**

NORTON ROSE FULBRIGHT CANADA LLP
222 Bay Street, Suite 3000, P.O. Box 53
Toronto, Ontario M5K 1E7 CANADA

Orestes Pasparakis LSO#: 36851T

Tel: 416.216.4815

Alan Merskey LSO#: 41377I

Tel: 416.216.4805

Evan Cobb LSO#: 55787N

Tel: 416.216.1929

Fax: 416.216.3930

orestes.pasparakis@nortonrosefulbright.com

alan.merskey@nortonrosefulbright.com

evan.cobb@nortonrosefulbright.com

Lawyers for FTI Consulting Canada Inc., in its
capacity as Monitor

APPENDIX "B"

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., 9370-2751
QUEBEC INC., 191020 CANADA INC., THE CUT INC., SEARS
CONTACT SERVICES INC., INITIUM LOGISTICS SERVICES
INC., 9845488 CANADA 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

**AFFIDAVIT OF ALAN MERSKEY
(Sworn April 15, 2021)**

I, Alan Merskey, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND**

SAY:

1. I am a barrister and solicitor qualified to practice law in the Province of Ontario and a partner at Norton Rose Fulbright Canada LLP ("**NRFC**"), counsel for FTI Consulting Canada Inc., in its capacity as Court-appointed monitor (the "**Monitor**") in these proceedings and as such have knowledge of the matters herein deposed to. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.
2. I make this affidavit in support of a motion by the Monitor for, among other things, approval of the fees and disbursements of the Monitor and its counsel incurred in connection with proceedings commenced by the Monitor pursuant to Section 36.1 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, related to a dividend declared and paid by Sears Canada Inc. in 2013 (the "**TUV Claim**").
3. Attached hereto as **Exhibit "A"** is a schedule summarizing the accounts of NRFC rendered to the Monitor for fees and disbursements incurred and billed by NRFC for the period

between November 22, 2018 to the current date (the “**Approval Period**”) in connection with the TUV Claim.

4. Attached hereto as **Exhibit “B”** is a schedule summarizing the respective years of call and billing rates of each of the professionals at NRFC that rendered services to the Monitor, the hours worked by each such individual and a blended hourly rate for the file, in each case, during the Approval Period.

5. Attached hereto as **Exhibit “C”** are true copies of the first pages of each of the accounts of NRFC rendered to the Monitor for the Approval Period in connection with the TUV Claim. Copies of the full versions of the accounts, which include docket entries, contain information that is subject to solicitor-client privilege and have not been included. I confirm that these accounts accurately reflect the services provided by NRFC in connection with the TUV Claim for this period and the fees and disbursements claimed by NRFC for this period.

6. To the best of my knowledge, the rates charged by NRFC throughout the Approval Period are comparable to the rates charged by other law firms in the Toronto market for the provision of similar services. I believe that the total hours, fees and disbursements incurred by NRFC in connection with the TUV Claim during the Approval Period are reasonable and appropriate in the circumstances.

SWORN BEFORE ME via videoconference
in the City of Oakville, in the Province of
Ontario, on this 15th day of April, 2021, in
accordance with O. Reg. 431/20,
Administering Oath or Declaration Remotely.



A Commissioner for taking Affidavits (or as may be)



ALAN MERSKEY

THIS IS **EXHIBIT "A"** TO THE AFFIDAVIT OF
ALAN MERSKEY SWORN BEFORE ME VIA
VIDEOCONFERENCE IN THE CITY OF OAKVILLE,
IN THE PROVINCE OF ONTARIO,
THIS 15TH DAY OF APRIL, 2021.



A Commissioner for taking Affidavits (or as may be)

SCHEDULE OF ACCOUNTS

Account No.	Account Date	For Billing Period Ending	Fees	Costs	Tax	TOTAL
9090100904	Jan-28-2019	Jan-06-2019	\$ 149,133.50	\$ 2,520.08	\$ 19,616.17	\$ 171,269.75
9090103373	Feb-07-2019	Jan-27-2019	\$ 160,415.00	\$ 21,185.44	\$ 21,485.94	\$ 203,086.38
9090107415	Feb-27-2019	Feb-10-2019	\$ 73,834.00	\$ 90,543.41	\$ 9,698.53	\$ 174,075.94
9090112531	Mar-21-2019	Mar-03-2019	\$ 63,229.00	\$ 18.00	\$ 8,222.11	\$ 71,469.11
9090118878	Apr-17-2019	Mar-24-2019	\$ 137,389.00	\$ 2,516.22	\$ 18,187.68	\$ 158,092.90
9090123277	May-08-2019	Apr-14-2019	\$ 138,538.00	\$ 2,211.23	\$ 15,987.95	\$ 156,737.18
9090128012	May-29-2019	May-12-2019	\$ 133,286.50	\$ 1,474.45	\$ 17,477.32	\$ 152,238.27
9090131666	Jun-13-2019	Jun-02-2019	\$ 150,633.50	\$ 2,141.97	\$ 19,860.81	\$ 172,636.28
9090142017	Jul-23-2019	Jun-23-2019	\$ 257,168.02	\$344,918.65	\$ 30,938.16	\$ 633,024.83
9090147524	Aug-06-2019	Jun-30-2019	\$ 70,423.20	\$ 41,427.07	\$ 13,932.04	\$ 125,782.31
9090153094	Aug-22-2019	Jul-31-2019	\$ 178,962.10	\$ 158.00	\$ 23,171.53	\$ 202,291.63
9090159278	Sep-16-2019	Aug-18-2019	\$ 99,659.30	\$ 13.39	\$ 8,575.24	\$ 108,247.93
9090166189	Oct-10-2019	Sep-22-2019	\$ 292,169.50	\$ 45,481.26	\$ 43,853.00	\$ 381,503.76
9090171549	Oct-29-2019	Oct-20-2019	\$ 181,920.50	\$ 4,875.46	\$ 24,283.47	\$ 211,079.43
9090184694	Dec-03-2019	Nov-17-2019	\$ 204,582.50	\$ 395.10	\$ 26,647.09	\$ 231,624.69
9090192020	Dec-19-2019	Nov-30-2019	\$ 299,755.00	\$ 7,438.94	\$ 39,935.21	\$ 347,129.15
9090192052	Dec-19-2019	Dec-15-2019	\$ 260,490.00	\$ 0.00	\$ 33,863.70	\$ 294,353.70
9090197871	Dec-31-2019	Dec-31-2019	\$ 66,992.50	\$ 6,208.03	\$ 9,516.07	\$ 82,716.60
9090213135	Feb-26-2020	Jan-31-2020	\$ 408,916.00	\$ 13,846.88	\$ 54,959.17	\$ 477,722.05
9090219174	Mar-17-2020	Feb-29-2020	\$ 315,563.00	\$ 1,413.01	\$ 41,206.88	\$ 358,182.89
9090228140	Apr-17-2020	Mar-31-2020	\$ 233,278.50	\$ 30,442.39	\$ 34,242.12	\$ 297,963.01
9090236701	May-19-2020	Apr-30-2020	\$ 55,315.50	\$ 16,275.11	\$ 9,306.78	\$ 80,897.39
9090249524	Jun-28-2020	May-31-2020	\$ 96,671.50	\$ 6,660.93	\$ 13,433.18	\$ 116,765.61
9090254075	Jul-15-2020	Jun-30-2020	\$ 195,023.00	\$ 0.00	\$ 25,352.99	\$ 220,375.99
9090262736	Aug-14-2020	Jul-31-2020	\$ 493,537.00	\$ 7,086.63	\$ 65,081.07	\$ 565,704.70

Account No.	Account Date	For Billing Period Ending	Fees	Costs	Tax	TOTAL
9090276283	Oct-02-2020	Aug-31-2020	\$ 508,292.50	\$ 5,380.72	\$ 66,451.78	\$ 580,125.00
9090281719	Oct-22-2020	Sep-30-2020	\$ 222,788.00	\$ 873.49	\$ 28,969.59	\$ 252,631.08
9090286900	Nov-10-2020	Oct-31-2020	\$ 4,051.00	\$ 6,526.90	\$ 1,268.94	\$ 11,846.84
9090295946	Dec-07-2020	Nov-30-2020	\$ 969.50	\$ 836.23	\$ 126.04	\$ 1,931.77
TOTAL:			\$ 5,452,986.62	\$662,868.99	\$ 725,650.56	\$ 6,841,506.17

THIS IS **EXHIBIT "B"** TO THE AFFIDAVIT OF
ALAN MERSKEY SWORN BEFORE ME VIA
VIDEOCONFERENCE IN THE CITY OF OAKVILLE,
IN THE PROVINCE OF ONTARIO,
THIS 15TH DAY OF APRIL, 2021.



A Commissioner for taking Affidavits (or as may be)

Name	Year of Call	Billing Rates			Hours Worked
		2018	2019	2020	
Acuna, Kevin	Student-at-Law	–	\$ 265.00	–	0.5
Alizadeh-Najmi, Ceviel	Student-at-Law	–	\$ 265.00	–	7.0
Anjum, Fatima	Student-at-Law	–	\$ 265.00	–	0.2
Anschuetz, Erika	2017	–	\$ 380.00		189.2
Attridge, Karen	Support Tech.	\$ 160.00	\$ 80.00	\$ 85.00	24.9
Berman, Reid	Student-at-Law	–	–	\$ 280.00	5.3
Bianchi, Gianni	Law Clerk	\$ 240.00	\$ 250.00	\$ 310.00	183.3
Buchanan, Kiri	Student-at-Law	–	\$ 265.00	\$ 275.00	91.4
Cai, Joyce	Student-at-Law	–	–	\$ 280.00	2.1
Campbell, Andrea	2013	–	\$ 605.00	\$ 635.00	957
Cardillo, Robin	Law Clerk	\$ 325.00	\$ 340.00	\$ 355.00	678.1
Caron, Roxanne	Student-at-Law	–	\$ 190.00	–	6.1
Chahal, Arrondeep	Student-at-Law	–	\$ 265.00	–	0.5
Choi, Peter	2018	\$ 355.00	\$ 365.00	\$ 405.00	278.2
Cobb, Evan	2008	\$ 680.00	\$ 720.00	\$ 755.00	662.4
Corovic, Tiana	Student-at-Law	–	\$ 265.00	–	7.0
Douglas, Oz	2016	–	\$ 420.00	–	2.0
Dueck, Jonathan	2018	–	\$ 345.00	–	31.2
Findlay, Kate	2009	–	–	\$ 635.00	3.5
Francisque, Samuel	Student-at-Law	–	\$ 230.00	–	0.5
Frank, Robert	1994	\$ 875.00	\$ 890.00	\$ 890.00	1,153.1
Friedman, Elana	2019	–	\$ 375.00	\$ 395.00	306.7
Gauthier, Virginie	1996	–	\$ 935.00	–	0.4

Name	Year of Call	Billing Rates			Hours Worked
		2018	2019	2020	
Henderson, Ann	2017	–	\$ 390.00	–	63.4
Hoffman, Josh	Student-at-Law	–	\$ 265.00		17.2
Landry, Manon	Student-at-Law	–	\$ 265.00	\$ 280.00	38.1
Lau, Matthew	2015	–	\$ 440.00	–	1.8
Lenova, Olga	2018	–	\$ 365.00	–	18.3
Liu, Victoria	Student-at-Law	–	\$ 265.00	–	7.0
Ma, Catherine	Law Clerk	\$ 280.00	\$ 295.00		664.8
MacIsaac, Michael	2016	–	\$ 420.00	–	66.8
Margoc, Hugo	2017	–	\$ 385.00	–	22.2
Mens, Geoff	2017	\$ 355.00	\$ 380.00	\$ 415.00	645.6
Merskey, Alan	1999	\$ 795.00	\$ 795.00	\$ 835.00	25.2
Mirza, Nazish	Student-at-Law	–	–	\$ 280.00	8.0
Mojtahedi, Arad	2016	–	\$ 315.00	–	1.5
Moosa, Syed	Student-at-Law	–	\$ 265.00	–	0.5
Morrison, Tyler	Student-at-Law	–	\$ 265.00	\$ 290.00	165.6
Morrison, Tyler	2020	–	–	\$ 395.00	4.1
Moser-Boehm, Felix	2019	–	\$ 375.00	\$ 395.00	256.9
Nash, Simone	2017	–	\$ 385.00	–	26.4
Nathoo, Nareesa	Student-at-Law	–	\$ 265.00	–	0.6
Ng, Jenny	2018	–	–	\$ 400.00	33.0
O'Brien, Lynne	1994	\$ 650.00	\$ 650.00	\$ 685.00	470.3
Parker, Meghan	2017	–	\$ 390.00	–	100.8
Pasparakis, Orestes	1995	\$ 1,195.00	\$ 1,250.00	\$ 1,315.00	655.5

Name	Year of Call	Billing Rates			Hours Worked
		2018	2019	2020	
Penslar, Robin	1984	–	\$ 645.00	–	37.0
Pompey, Kajon	2018	–	\$ 640.00	–	0.5
Rochette, Martin	1974	–	–	\$ 1,030.00	2.5
Rosen, Neil	Student-at-Law	–	\$ 265.00	–	20.4
Sathiamoorthy, Vahini	Student-at-Law	–	\$ 265.00	–	0.6
Sattar, Wajeeha	Student-at-Law	–	\$ 275.00	–	19.6
Schmitt, Alexander	2013	–	–	\$ 545.00	33.9
Shung, Kaitlin	2016	\$ 360.00	–	–	8.0
Siddiqui, Fahad	2013	–	\$ 445.00	\$ 525.00	694.2
Smith, Justine	2018	\$ 355.00	–	–	11.6
Strbac, Milomir	Student-at-Law	–	\$ 265.00	–	20.7
Strbac, Milomir	2019	–	–	\$ 385.00	48.8
Taylor, Stephen	2014	–	\$ 445.00	–	0.5
Thorpe, Liberty	Law Clerk	–	–	\$ 265.00	25.0
Vice, Eric	Student-at-Law	–	\$ 265.00	–	13.2
Visvanatha, Anisha	2019	–	\$ 375.00	–	89.5
Wahl, Ruth	1987	–	\$ 995.00		100.0
Weaver, Rowan	2010	–	\$ 610.00	\$ 640.00	68.1
Woodside, Malcolm	Student-at-Law	–	\$ 265.00	–	1.7
Yaacoub, Lila	Student-at-Law	–	\$ 265.00	–	7.6
TOTAL HOURS:					9,087.6

Blended Rate (excl. Disbursements and HST)		
$\$5,376,323.12 \div 9,087.6$	=	<u>\$591.61¹</u>

¹ The fees of US counsel to the Monitor are excluded from this calculation.

THIS IS **EXHIBIT "C"** TO THE AFFIDAVIT OF
ALAN MERSKEY SWORN BEFORE ME VIA
VIDEOCONFERENCE IN THE CITY OF OAKVILLE,
IN THE PROVINCE OF ONTARIO,
THIS 15TH DAY OF APRIL, 2021.



A Commissioner for taking Affidavits (or as may be)

INVOICE

Invoice Number 9090100904
Matter Number 1001053252
Invoice Date January 28, 2019
NRF Contact Orestes Pasparakis



Norton Rose Fulbright Canada LLP
Royal Bank Plaza, South Tower Suite 3800
200 Bay Street, P.O. Box 84
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Fax: +1 416-216-3930

www.nortonrosefulbright.com

GST/HST No. 111340006

Accounts Contact:

nrcreceivables@nortonrosefulbright.com

For the attention of: Mr. Greg Watson,
Senior Managing Director
greg.watson@fticonsulting.com

**FTI CONSULTING, AS COURT APPOINTED
MONITOR OF SEARS CANADA
79 Wellington Street West, Suite 2010
Toronto M5K 1G8**

TUV Litigation

Professional Services Rendered to January 06, 2019

Charges
CAD

SUMMARY

Taxable Fees	149,133.50
Taxable Disbursements	1,760.08
Taxable Amount	150,893.58
HST 13.000%	19,616.17
Non-Taxable Disbursements	760.00
TOTAL AMOUNT DUE AND PAYABLE	CAD 171,269.75

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090103373
Matter Number 1001053252
Invoice Date February 07, 2019
NRF Contact Orestes Pasparakis



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Senior Managing Director
greg.watson@fticonsulting.com

**FTI CONSULTING, AS COURT APPOINTED
MONITOR OF SEARS CANADA
79 Wellington Street West, Suite 2010
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TUV Litigation

Professional Services Rendered to January 27, 2019

Charges
CAD

SUMMARY

Taxable Fees	160,415.00
Taxable Disbursements	4,565.94
Taxable Other Charges	295.50
	<hr/>
Taxable Amount	165,276.44
HST 13.000%	21,485.94
	<hr/>
Non-Taxable Disbursements	16,324.00
	<hr/>
TOTAL AMOUNT DUE AND PAYABLE	CAD 203,086.38

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090107415
Matter Number 1001053252
Invoice Date February 27, 2019
NRF Contact Orestes Pasparakis



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Senior Managing Director
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**FTI CONSULTING, AS COURT APPOINTED
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Toronto M5K 1G8**

TUV Litigation

Professional Services Rendered to February 10, 2019

Charges
CAD

SUMMARY

Taxable Fees	73,834.00
Taxable Disbursements	761.36
Taxable Other Charges	8.75
	<hr/>
Taxable Amount	74,604.11
HST 13.000%	9,698.53
	<hr/>
Non-Taxable Disbursements	89,773.30
	<hr/>
TOTAL AMOUNT DUE AND PAYABLE	CAD 174,075.94

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090112531
Matter Number 1001053252
Invoice Date March 21, 2019
NRF Contact Orestes Pasparakis



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GST/HST No. 111340006

Accounts Contact:

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For the attention of: Mr. Greg Watson,
Senior Managing Director
greg.watson@fticonsulting.com

**FTI CONSULTING, AS COURT APPOINTED
MONITOR OF SEARS CANADA
79 Wellington Street West, Suite 2010
Toronto ON M5K 1G8**

TUV Litigation

Professional Services Rendered to March 03, 2019

Charges
CAD

SUMMARY

Taxable Fees	63,229.00
Taxable Other Charges	18.00
Taxable Amount	63,247.00
HST 13.000%	8,222.11
TOTAL AMOUNT DUE AND PAYABLE	CAD 71,469.11

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090118878
Matter Number 1001053252
Invoice Date April 17, 2019
NRF Contact Orestes Pasparakis



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For the attention of: Mr. Greg Watson,
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greg.watson@fticonsulting.com

**FTI CONSULTING, AS COURT APPOINTED
MONITOR OF SEARS CANADA
79 Wellington Street West, Suite 2010
Toronto ON M5K 1G8**

TUV Litigation

Professional Services Rendered to March 24, 2019

Charges
CAD

SUMMARY

Taxable Fees	137,389.00
Taxable Disbursements	2,010.47
Taxable Other Charges	505.75
	<hr/>
Taxable Amount	139,905.22
HST 13.000%	18,187.68
	<hr/>
TOTAL AMOUNT DUE AND PAYABLE	CAD 158,092.90

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090123277
Matter Number 1001053252
Invoice Date May 08, 2019
NRF Contact Orestes Pasparakis



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For the attention of: Mr. Greg Watson,
Senior Managing Director
greg.watson@fticonsulting.com

**FTI CONSULTING, AS COURT APPOINTED
MONITOR OF SEARS CANADA
79 Wellington Street West, Suite 2010
Toronto ON M5K 1G8**

TUV Litigation

Professional Services Rendered to April 14, 2019

Charges
CAD

SUMMARY

Taxable Fees	120,773.00
Taxable Disbursements	2,104.73
Taxable Other Charges	106.50
	<hr/>
Taxable Amount	122,984.23
HST 13.000%	15,987.95
	<hr/>
Non-taxable Fees	17,765.00
	<hr/>
TOTAL AMOUNT DUE AND PAYABLE	CAD 156,737.18

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090128012
Matter Number 1001053252
Invoice Date May 29, 2019
NRF Contact Orestes Pasparakis



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Accounts Contact:

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For the attention of: Mr. Greg Watson,
Senior Managing Director
greg.watson@fticonsulting.com

**FTI CONSULTING, AS COURT APPOINTED
MONITOR OF SEARS CANADA
79 Wellington Street West, Suite 2010
Toronto ON M5K 1G8**

TUV Litigation

Professional Services Rendered to May 12, 2019

Charges
CAD

SUMMARY

Taxable Fees	133,286.50
Taxable Disbursements	118.20
Taxable Other Charges	1,036.25
	<hr/>
Taxable Amount	134,440.95
HST 13.000%	17,477.32
	<hr/>
Non-Taxable Disbursements	320.00
	<hr/>
TOTAL AMOUNT DUE AND PAYABLE	CAD 152,238.27

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090131666
Matter Number 1001053252
Invoice Date June 13, 2019
NRF Contact Orestes Pasparakis



Norton Rose Fulbright Canada LLP
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GST/HST No. 111340006

Accounts Contact:

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For the attention of: Mr. Greg Watson,
Senior Managing Director
greg.watson@fticonsulting.com

**FTI CONSULTING, AS COURT APPOINTED
MONITOR OF SEARS CANADA
79 Wellington Street West, Suite 2010
Toronto ON M5K 1G8**

TUV Litigation

Professional Services Rendered to June 02, 2019

Charges
CAD

SUMMARY

Taxable Fees	150,633.50
Taxable Disbursements	2,112.72
Taxable Other Charges	29.25
	<hr/>
Taxable Amount	152,775.47
HST 13.000%	19,860.81
	<hr/>
TOTAL AMOUNT DUE AND PAYABLE	CAD 172,636.28

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090142017
Matter Number 1001053252
Invoice Date July 23, 2019
NRF Contact Orestes Pasparakis



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For the attention of: Mr. Greg Watson,
Senior Managing Director
greg.watson@fticonsulting.com

**FTI CONSULTING, AS COURT APPOINTED
MONITOR OF SEARS CANADA
79 Wellington Street West, Suite 2010
Toronto ON M5K 1G8**

TUV Litigation

Professional Services Rendered to June 23, 2019

Charges
CAD

SUMMARY

Taxable Fees	237,983.00
Taxable Disbursements	2.88
Taxable Amount	237,985.88
HST 13.000%	30,938.16
Non-taxable Fees	19,185.02
Non-Taxable Disbursements	344,915.77
TOTAL AMOUNT DUE AND PAYABLE	CAD 633,024.83

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090147524
Matter Number 1001053252
Invoice Date August 06, 2019
NRF Contact Orestes Pasparakis



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GST/HST No. 111340006

Accounts Contact:

nrcreceivables@nortonrosefulbright.com

For the attention of: Mr. Greg Watson,
Senior Managing Director
greg.watson@fticonsulting.com

**FTI CONSULTING, AS COURT APPOINTED
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Toronto ON M5K 1G8**

TUV Litigation

Professional Services Rendered to June 30, 2019

Charges
CAD

SUMMARY

Taxable Fees	65,742.50
Taxable Disbursements	41,427.07
Taxable Amount	107,169.57
HST 13.000%	13,932.04
Non-taxable Fees	4,680.70
TOTAL AMOUNT DUE AND PAYABLE	CAD 125,782.31

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090153094
Matter Number 1001053252
Invoice Date August 22, 2019
NRF Contact Orestes Pasparakis



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GST/HST No. 111340006

Accounts Contact:

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**FTI CONSULTING, AS COURT APPOINTED
MONITOR OF SEARS CANADA
79 Wellington Street West, Suite 2010
Toronto ON M5K 1G8**

TUV Litigation

Professional Services Rendered to July 31, 2019

Charges
CAD

SUMMARY

Taxable Fees	178,084.50
Taxable Disbursements	155.00
Taxable Other Charges	3.00
	<hr/>
Taxable Amount	178,242.50
HST 13.000%	23,171.53
	<hr/>
Non-taxable Fees	877.60
	<hr/>
TOTAL AMOUNT DUE AND PAYABLE	CAD 202,291.63

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090159278
Matter Number 1001053252
Invoice Date September 16, 2019
NRF Contact Orestes Pasparakis



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Toronto ON M5K 1G8**

TUV Litigation

Professional Services Rendered to August 18, 2019

Charges
CAD

SUMMARY

Taxable Fees	65,950.00
Taxable Disbursements	13.39
Taxable Amount	65,963.39
HST 13.000%	8,575.24
Non-taxable Fees	33,709.30
TOTAL AMOUNT DUE AND PAYABLE	CAD 108,247.93

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090166189
Matter Number 1001053252
Invoice Date October 10, 2019
NRF Contact Orestes Pasparakis



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TUV Litigation

Professional Services Rendered to September 22, 2019

Charges
CAD

SUMMARY

Taxable Fees	291,849.50
Taxable Disbursements	43,822.01
Taxable Other Charges	1,659.25
	<hr/>
Taxable Amount	337,330.76
HST 13.000%	43,853.00
	<hr/>
Non-taxable Fees	320.00
	<hr/>
TOTAL AMOUNT DUE AND PAYABLE	CAD 381,503.76

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090171549
Matter Number 1001053252
Invoice Date October 29, 2019
NRF Contact Orestes Pasparakis



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**FTI CONSULTING, AS COURT APPOINTED
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TUV Litigation

Professional Services Rendered to October 20, 2019

Charges
CAD

SUMMARY

Taxable Fees	181,920.50
Taxable Disbursements	4,875.46
Taxable Amount	186,795.96
HST 13.000%	24,283.47
TOTAL AMOUNT DUE AND PAYABLE	CAD 211,079.43

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090184694
Matter Number 1001053252
Invoice Date December 03, 2019
NRF Contact Orestes Pasparakis



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**FTI CONSULTING, AS COURT APPOINTED
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TUV Litigation

Professional Services Rendered to November 17, 2019

Charges
CAD

SUMMARY

Taxable Fees	204,582.50
Taxable Disbursements	253.10
Taxable Other Charges	142.00
	<hr/>
Taxable Amount	204,977.60
HST 13.000%	26,647.09
	<hr/>
TOTAL AMOUNT DUE AND PAYABLE	CAD 231,624.69

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090192020
Matter Number 1001053252
Invoice Date December 19, 2019
NRF Contact Orestes Pasparakis



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TUV Litigation

Professional Services Rendered to November 30, 2019

Charges
CAD

SUMMARY

Taxable Fees	299,755.00
Taxable Disbursements	7,438.94
Taxable Amount	307,193.94
HST 13.000%	39,935.21
TOTAL AMOUNT DUE AND PAYABLE	CAD 347,129.15

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090192052
Matter Number 1001053252
Invoice Date December 19, 2019
NRF Contact Orestes Pasparakis



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TUV Litigation

Professional Services Rendered to December 15, 2019

Charges
CAD

SUMMARY

Taxable Fees	260,490.00
Taxable Amount	260,490.00
HST 13.000%	33,863.70
TOTAL AMOUNT DUE AND PAYABLE	CAD 294,353.70

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090197871
Matter Number 1001053252
Invoice Date December 31, 2019
NRF Contact Orestes Pasparakis



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MONITOR OF SEARS CANADA
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Toronto ON M5K 1G8**

TUV Litigation

Professional Services Rendered to December 31, 2019

Charges
CAD

SUMMARY

Taxable Fees	66,992.50
Taxable Disbursements	5,464.03
Taxable Other Charges	744.00
	<hr/>
Taxable Amount	73,200.53
HST 13.000%	9,516.07
	<hr/>
TOTAL AMOUNT DUE AND PAYABLE	CAD 82,716.60

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090213135
Matter Number 1001053252
Invoice Date February 26, 2020
NRF Contact Orestes Pasparakis



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TUV Litigation

Professional Services Rendered to January 31, 2020

Charges
CAD

SUMMARY

Taxable Fees	408,916.00
Taxable Disbursements	12,722.88
Taxable Other Charges	1,124.00
	<hr/>
Taxable Amount	422,762.88
HST 13.000%	54,959.17
	<hr/>
TOTAL AMOUNT DUE AND PAYABLE	CAD 477,722.05

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090219174
Matter Number 1001053252
Invoice Date March 17, 2020
NRF Contact Orestes Pasparakis



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TUV Litigation

Professional Services Rendered to February 29, 2020

Charges
CAD

SUMMARY

Taxable Fees	315,563.00
Taxable Disbursements	1,413.01
Taxable Amount	316,976.01
HST 13.000%	41,206.88
TOTAL AMOUNT DUE AND PAYABLE	CAD 358,182.89

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090228140
Matter Number 1001053252
Invoice Date April 17, 2020
NRF Contact Orestes Pasparakis



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Toronto ON M5K 1G8**

TUV Litigation

Professional Services Rendered to March 31, 2020

Charges
CAD

SUMMARY

Taxable Fees	233,278.50
Taxable Disbursements	<u>30,122.39</u>
Taxable Amount	263,400.89
HST 13.000%	<u>34,242.12</u>
Non-Taxable Disbursements	<u>320.00</u>
TOTAL AMOUNT DUE AND PAYABLE	<u>CAD 297,963.01</u>

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090236701
Matter Number 1001053252
Invoice Date May 19, 2020
NRF Contact Orestes Pasparakis



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**FTI CONSULTING, AS COURT APPOINTED
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Toronto ON M5K 1G8**

TUV Litigation

Professional Services Rendered to April 30, 2020

Charges
CAD

SUMMARY

Taxable Fees	55,315.50
Taxable Disbursements	16,275.11
Taxable Amount	71,590.61
HST 13.000%	9,306.78
TOTAL AMOUNT DUE AND PAYABLE	CAD 80,897.39

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090249524
Matter Number 1001053252
Invoice Date June 28, 2020
NRF Contact Orestes Pasparakis



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TUV Litigation

Professional Services Rendered to May 31, 2020

Charges
CAD

SUMMARY

Taxable Fees	96,671.50
Taxable Disbursements	6,660.64
Taxable Amount	103,332.14
HST 13.000%	13,433.18
Non-Taxable Disbursements	0.29
TOTAL AMOUNT DUE AND PAYABLE	CAD 116,765.61

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090254075
Matter Number 1001053252
Invoice Date July 15, 2020
NRF Contact Orestes Pasparakis



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TUV Litigation

Professional Services Rendered to June 30, 2020

Charges
CAD

SUMMARY

Taxable Fees	195,023.00
Taxable Amount	195,023.00
HST 13.000%	25,352.99
TOTAL AMOUNT DUE AND PAYABLE	CAD 220,375.99

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090262736
Matter Number 1001053252
Invoice Date August 14, 2020
NRF Contact Orestes Pasparakis



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TUV Litigation

Professional Services Rendered to July 31, 2020

Charges
CAD

SUMMARY

Taxable Fees	493,537.00
Taxable Disbursements	7,086.63
Taxable Amount	500,623.63
HST 13.000%	65,081.07
TOTAL AMOUNT DUE AND PAYABLE	CAD 565,704.70

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090276283
Matter Number 1001053252
Invoice Date October 02, 2020
NRF Contact Orestes Pasparakis



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TUV Litigation

Professional Services Rendered to August 31, 2020

Charges
CAD

SUMMARY

Taxable Fees	508,292.50
Taxable Disbursements	85.00
Taxable Other Charges	2,790.00
	<hr/>
Taxable Amount	511,167.50
HST 13.000%	66,451.78
	<hr/>
Non-Taxable Disbursements	2,505.72
	<hr/>
TOTAL AMOUNT DUE AND PAYABLE	CAD 580,125.00

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090281719
Matter Number 1001053252
Invoice Date October 22, 2020
NRF Contact Orestes Pasparakis



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TUV Litigation

Professional Services Rendered to September 30, 2020

Charges
CAD

SUMMARY

Taxable Fees	222,788.00
Taxable Disbursements	55.00
Taxable Amount	222,843.00
HST 13.000%	28,969.59
Non-Taxable Disbursements	818.49
TOTAL AMOUNT DUE AND PAYABLE	CAD 252,631.08

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090286900
Matter Number 1001053252
Invoice Date November 10, 2020
NRF Contact Orestes Pasparakis



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TUV Litigation

Professional Services Rendered to October 31, 2020

Charges
CAD

SUMMARY

Taxable Fees	4,051.00
Taxable Disbursements	5,710.08
Taxable Amount	9,761.08
HST 13.000%	1,268.94
Non-Taxable Disbursements	816.82
TOTAL AMOUNT DUE AND PAYABLE	CAD 11,846.84

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

INVOICE

Invoice Number 9090295946
Matter Number 1001053252
Invoice Date December 07, 2020
NRF Contact Orestes Pasparakis



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TUV Litigation

Professional Services Rendered to November 30, 2020

Charges
CAD

SUMMARY

Taxable Fees	969.50
Taxable Amount	969.50
HST 13.000%	126.04
Non-Taxable Disbursements	836.23
TOTAL AMOUNT DUE AND PAYABLE	CAD 1,931.77

Payable in 30 days
PAYMENT INFORMATION

RBC Financial Group, 1 Place Ville Marie, Montreal, Québec, CANADA H3C 3B5, Bank 003, Transit 00001, ACC. No. 161-327-2, Swift Code # ROYCCAT2. Include invoice number on transfer order.

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., et al.

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at TORONTO

**AFFIDAVIT OF ALAN MERSKEY
(Sworn April 15, 2021)**

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CONFIDENTIAL APPENDIX "C"

APPENDIX "D"

**BY-LAW NO. 1 (as amended) of
SEARS CANADA INC. (the "Corporation")**

I INTERPRETATION

- 1.01** Expressions used in this By-Law shall have the same meanings as corresponding expressions in the Canada Business Corporations Act (the "Act").

II CORPORATE SEAL

- 2.01** Until changed by the directors, the corporate seal of the Corporation shall be in the form impressed in the margin hereof.

III FINANCIAL YEAR

- 3.01** Until changed by the directors, the financial year of the Corporation shall end on the Saturday falling closest to January 31 in each year.

IV DIRECTORS

4.01 Number

The number of directors shall be not fewer than the minimum and not more than the maximum provided in the articles. At each election of directors the number elected shall be the number of directors then in office unless the directors or the shareholders otherwise determine.

4.02 Quorum

A quorum for a meeting of directors shall be three or such greater or lesser number as the directors may from time to time determine provided that at least two of the directors present are not officers or employees of the Corporation or of its holding body corporate.

4.03 Calling of Meetings

Meetings of the directors shall be held at such time and place as the Chairman of the Board, the President or any two directors may determine.

4.04 Notice of Meetings

Notice of the time and place of each meeting of directors shall be given to each director by telephone not less than 24 hours before the time of the meeting or by written notice not less than 48 hours before the time of the meeting, provided that the first meeting immediately following a meeting of shareholders at which directors are elected may be held without notice if a quorum is present. Meetings may be held without notice if the directors waive or are deemed to waive notice.

4.05 Chairman

The Chairman of the Board shall be appointed from among the directors and when present shall be the chair of meetings of directors and shall have such other powers and duties as the directors may determine. If the Chairman is absent for a meeting, the Vice-Chairman or the President if a director, or in their absence, a director chosen by the directors at the meeting, shall be the chair of any meeting of directors.

4.06 Voting at Meetings

At meetings of directors each director shall have one vote and questions shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

V OFFICERS**5.01 General**

The directors may from time to time appoint a Chairman of the Board, a President, one or more Vice-Presidents, a Secretary, a Treasurer, a Corporate Comptroller and such other officers as the directors may determine.

5.02 President

Unless the directors otherwise determine the President shall be appointed from among the directors of the Corporation and shall have general supervision of its business and affairs and in the absence of the Chairman of the Board shall be chairman of meetings of directors and shareholders when present.

5.03 Vice-President

A Vice-President shall have such powers and duties as the directors or the chief executive officer may determine.

5.04 Secretary

The Secretary shall give required notices to shareholders, directors, auditors and members of committees, act as secretary of meetings of directors and shareholders when present, keep and enter minutes of such meetings, maintain the corporate records of the Corporation, have custody of the corporate seal and have such other powers and duties as the directors or the chief executive officer may determine.

5.05 Treasurer

The Treasurer shall keep proper accounting records in accordance with the Act, have supervision over the safekeeping of securities and the deposit and disbursement of funds of the Corporation, report as required by the chief executive officer on the financial position of the Corporation, and have such other powers and duties as the directors or the chief executive officer may determine.

5.06 Corporate Comptroller

The Corporate Comptroller shall have such powers and duties as the directors or the chief executive officer may determine.

5.07 Assistants

Any of the powers and duties of an officer to whom an assistant has been appointed by the directors may be exercised and performed by such assistant unless the directors or the chief executive officer otherwise direct.

5.08 Term of Office

Each officer shall hold office until his successor is elected or appointed, provided that the directors may at any time remove any officer from office but such removal shall not affect the rights of such officer under any contract of employment with the Corporation.

VI SHAREHOLDERS**6.01 Quorum**

A quorum for the transaction of business at a meeting of shareholders shall be two persons present and each entitled to vote at the meeting.

6.02 Casting Vote

In case of an equality of votes at a meeting of shareholders, the Chairman of the meeting shall have a second or casting vote.

6.03 Scrutineers

The Chairman at any meeting of shareholders may appoint one or more persons (who need not be shareholders) to act as scrutineer or scrutineers at the meeting.

6.04 Chairman

The Chairman of the Board may act as chair of any meeting of shareholders or may delegate the responsibility of chairing a meeting of shareholders to any other director or officer present at such meeting. If the Chairman is absent for a meeting of shareholders, and has not so delegated to another director or officer present at the meeting, then the President, or in his absence a director or officer chosen by those directors present at the meeting (failing which, by the shareholders at the meeting), shall be the chair of any meeting of shareholders.

VII DIVIDENDS AND RIGHTS**7.01 Declaration of dividends**

Subject to the Act the directors may from time to time declare dividends payable to the shareholders according to their respective rights and interest in the Corporation.

7.02 Payment

A dividend payable in money shall be paid to each registered holder of shares of the class or series in respect of which it has been declared and transmitted to such registered holder at the address of such holder in the Corporation's securities register, unless such holder otherwise directs. In the case of joint holders the payment shall be made, unless such joint holders otherwise direct, to such joint holders. Payment as aforesaid shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold.

7.03 Unclaimed Dividends

Any dividend unclaimed after a period of six years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Corporation.

VIII EXECUTION OF INSTRUMENTS

- 8.01** Deeds, transfers, assignments, agreements, proxies and other instruments may be signed on behalf of the Corporation by any two directors or by a director and an officer or by one of the Chairman of the Board, the President, a Vice-President or an Assistant Vice-President together with one of the Secretary, an Assistant Secretary, the Treasurer, an Assistant Treasurer, the Corporate Comptroller or an Assistant Corporate Comptroller or in such other manner as the directors may determine.

IX NOTICE

- 9.01** Any notice, document or other communication from the Corporation provided for herein or by the Act shall be sent to the shareholders: (a) by mail, postage prepaid, at their respective addresses appearing on the securities register of the Corporation or, in the event of the address of any such holder not so appearing, then at the last address of such holder known to the Corporation; or (b) by any other method as permitted by the Act and other applicable law from time to time, including by electronic means.
- 9.02** Accidental omission to give any notice to any shareholder, director, auditor or member of a committee or non-receipt of any notice or any error in a notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.

X REPEAL

- 10.01** By-Law No. A-1 be and it is hereby repealed without prejudice to any action or actions heretofore taken thereunder.

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

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**FORTY-FIFTH REPORT TO THE COURT
SUBMITTED BY FTI CONSULTING CANADA INC.,
IN ITS CAPACITY AS MONITOR**

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**MOTION RECORD
(Litigation Fee Approval and Additional
Dividend Funds)
(returnable May 3, 2021)**

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