

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR.

)

TUESDAY, THE 4TH

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 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

**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 Peter Tae-Min Choi sworn April 23, 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.

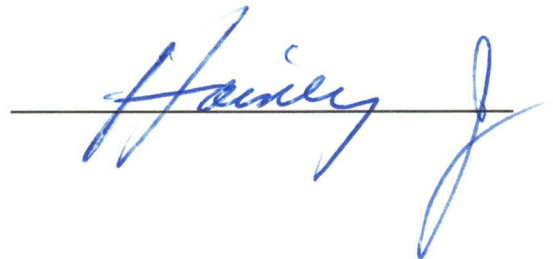
#### **RELEASE OF ADDITIONAL DIVIDEND FUNDS**

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.

A handwritten signature in blue ink is written over a horizontal line. The signature is cursive and appears to read "Hainey J".

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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