

**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., INITIUM COMMERCE LABS INC., INITIUM TRADING
AND SOURCING CORP., SEARS FLOOR COVERING
CENTRES INC., 173470 CANADA INC., 2497089 ONTARIO
INC., 6988741 CANADA INC., 10011711 CANADA INC.,
1592580 ONTARIO LIMITED, 955041 ALBERTA LTD.,
4201531 CANADA INC., 168886 CANADA INC., AND 3339611
CANADA INC.

Applicants

MOTION RECORD OF THE APPLICANTS
(Stay Extension and Approval of Mediation Process)

May 2, 2018

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

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

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

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

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

Lawyers for the Applicants

TO: SERVICE LIST

**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., INITIUM COMMERCE LABS INC.,
INITIUM TRADING AND SOURCING CORP., SEARS FLOOR COVERING
CENTRES INC., 173470 CANADA INC., 2497089 ONTARIO INC., 6988741
CANADA INC., 10011711 CANADA INC., 1592580 ONTARIO LIMITED,
955041 ALBERTA LTD., 4201531 CANADA INC., 168886 CANADA INC.,
AND 3339611 CANADA INC.

Applicants

SERVICE LIST

TO: **OSLER, HOSKIN & HARCOURT LLP**

Box 50, 1 First Canadian Place
Toronto, ON M5X 1B8

Marc Wasserman

Tel: +1 416.862.4908

Jeremy Dacks

Tel: +1 416.862.4923

Tracy Sandler

Tel: +1 416.862.5890

Michael De Lellis

Tel: +1 416.862.5997

Shawn Irving

Tel: 416.862.4733

Martino Calvaruso

Tel: +1 416.862.6665

Karin Sachar

Tel: +1 416.862.5949

Fax: +1 416.862.6666

mwasserman@osler.com

jdacks@osler.com

tsandler@osler.com

mdelellis@osler.com

sirving@osler.com

mcalvaruso@osler.com

ksachar@osler.com

Lawyers for the Applicants

AND **FTI CONSULTING CANADA INC.**
TO: TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, Ontario M4K 1G8

Greg Watson
Paul Bishop
Jim Robinson
Steven Bissell
Linda Kelly
Kamran Hamidi

Toll Free: 1.855.649.8113
Tel: +1 416.649.8100
+1 416.649.8113
Fax: +1 416.649.8101

searscanada@fticonsulting.com
greg.watson@fticonsulting.com
paul.bishop@fticonsulting.com
jim.robinson@fticonsulting.com
steven.bissell@fticonsulting.com
linda.kelly@fticonsulting.com
kamran.hamidi@fticonsulting.com

Monitor

AND **BENNETT JONES LLP**
TO: 3400 One First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

Gary Solway
Tel: +1 416.777.6555
Sean Zweig
Tel: +1 416.777.6254
Fax: +1 416.863.1716

solwayg@bennettjones.com
zweigs@bennettjones.com

Lawyers to the Board of Directors and
the Special Committee of the Board of
Directors of Sears Canada Inc.

AND **NORTON ROSE FULBRIGHT CANADA LLP**
TO: Royal Bank Plaza, South Tower
200 Bay Street, Suite 3800, P.O. Box 84
Toronto, Ontario M5J 2Z4

Orestes Pasparakis
Tel: +1 416.216.4815
Virginie Gauthier
Tel: +1 416.216.4853
Alan Merskey
Tel: +1 416.216.4805
Evan Cobb
Tel: +1 416.216.1929
Alexander Schmitt
Tel: +1 416.216.2419
Catherine Ma
Tel: +1 416.216.4838
Fax: +1 416.216.3930

orestes.pasparakis@nortonrosefulbright.com
virginie.gauthier@nortonrosefulbright.com
alan.merskey@nortonrosefulbright.com
evan.cobb@nortonrosefulbright.com
alexander.schmitt@nortonrosefulbright.com
catherine.ma@nortonrosefulbright.com

Lawyers to the Monitor, FTI Consulting Canada
Inc.

AND **KOSKIE MINSKY LLP**
TO: 20 Queen Street West, Suite 900,
Box 52
Toronto, Ontario M5H 3R3

Andrew J. Hatnay
Tel: +1 416.595.2083
Mark Zigler
Tel: +1 416.595.2090
Fax: +1 416.977.3316

ahatnay@kmlaw.ca
mzigler@kmlaw.ca

Representative Counsel for Active Employees and
Retirees of Sears Canada Inc. with respect to
pension matters regarding the defined benefit
component of the Sears Pension Plan, the
Supplemental Plan and the post-employment
benefits

AND **GOODMANS LLP**
TO: Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Joe Latham

Tel: +1 416.597.4211

Ryan Baulke

Tel: +1 416.849.6954

Fax: +1 416.979.1234

jlatham@goodmans.ca

rbaulke@goodmans.ca

Lawyers to Wells Fargo Capital Finance
Corporation Canada as DIP ABL Agent,
as well as the Lenders thereunder

AND **CASSELS BROCK & BLACKWELL LLP**
TO: Suite 2100, Scotia Plaza
40 King Street West
Toronto, Ontario M5H 3C2

Ryan C. Jacobs

Tel: +1 416.860.6465

Jane O. Dietrich

Tel: +1 416.860.5223

R. Shayne Kukulowicz

Tel: +1 416.860.6463

Tim Pinos

Tel: +1 416.869.5784

Lara Jackson

Tel: +1 416.860.2907

Ben Goodis

Tel: +1 416.869.5312

Fax: +1 416.360.8877

rjacobs@casselsbrock.com

jdietrich@casselsbrock.com

skukulowicz@casselsbrock.com

tpinos@casselsbrock.com

ljackson@casselsbrock.com

bgoodis@casselsbrock.com

Lawyers to GACP Finance Co., LLC as DIP Term
Loan Agent and Term Loan Agent, as well as the
Lenders thereunder

AND **KSV ADVISORY INC.**
TO: 150 King Street West, Suite 2308
Toronto, Ontario, M5H 1J9

Bobby Kofman

bkofman@ksvadvisory.com

Noah Goldstein

ngoldstein@ksvadvisory.com

Financial Advisor to the Special
Committee of the Board of Directors of
Sears Canada Inc.

AND **DAVIES WARD PHILLIPS &
TO: VINEBERG LLP**
155 Wellington Street West
Toronto, Ontario M5V 3J7

Robin B. Schwill
Tel: +1 416.863.5502
Natasha MacParland
Tel: +1 416.863.5567
Fax: +1 416.863.0871

rschwill@dwpv.com
nmacparland@dwpv.com

Lawyers to The Cadillac Fairview
Corporation Limited

AND **URSEL PHILLIPS FELLOWS
TO: HOPKINSON LLP**
555 Richmond Street West, Suite 1200
Toronto, Ontario M5V 3B1

Susan Ursel
Tel: +1 416.969.3515
Ashley Schuitema
Tel: +1 416.969.3062
Saneliso Moyo
Tel: +1 416.969.3528
Kristen Allen
Tel: +1 416. 416.969.3502
Katy O'Rourke
Tel: +1 416.969.3507
Fax: +1 416.968.0325

sursel@upfhlaw.ca
ASchuitema@upfhlaw.ca
smoyo@upfhlaw.ca
kallen@upfhlaw.ca
Korourke@upfhlaw.ca

Representative Counsel for Current and
Former Employees

AND **AIRD & BERLIS LLP**
TO: Brookfield Place
181 Bay Street, Suite 1800
Toronto, Ontario M5J 2T9

Steven L. Graff
Tel: +1 416.865.7726
Fax: +1 416.863.1515
sgraff@airdberlis.com

Lawyers to Beauty Express Canada Inc.

AND **PALIARE ROLAND ROSENBERG
TO: ROTHSTEIN LLP**
155 Wellington St West, 35th Floor
Toronto, Ontario M5V 3H1

Ken Rosenberg
Tel: +1 416.646.4304
Max Starnino
Tel: +1 416.646.7431
Lily Harmer
Tel: +1 416.646.4326
Lauren Pearce
Tel: +1 416.646.6308
Emily Lawrence
Tel: +1 416.646.7475
Elizabeth Rathbone
Tel: +1 416. 646.7488
Fax: +1 416.646.4301

ken.rosenberg@paliareroland.com
max.starnino@paliareroland.com
lily.harmer@paliareroland.com
lauren.pearce@paliareroland.com
emily.lawrence@paliareroland.com
elizabeth.rathbone@paliareroland.com

Lawyers to the Superintendent of Financial
Services as Administrator of the Pension Benefits
Guarantee Fund

AND **THORNTON GROUT FINNIGAN**
TO: **LLP**

100 Wellington St. West, Suite 3200
TD West Tower, Toronto-Dominion
Centre
Toronto, Ontario M5K 1K7

D. J. Miller

Tel: +1 416.304.0559

Mudasir Marfatia

Tel: +1 416.304.0332

Fax: +1 416.304.1313

djmiller@tgf.ca

mmarfatia@tgf.ca

Lawyers for Oxford Properties Group
Inc.

AND **MILLER THOMSON LLP**

TO: Scotia Plaza
40 King Street West, Suite 5800
P.O. Box 1011
Toronto, Ontario M5H 3S1

Jeffrey C. Carhart

Tel: 416.595.8615

Sherry Kettle

Tel: 519.931.3534

Fax: 416.595.8695

jcarhart@millerthomson.com

skettle@millerthomson.com

Lawyers for Sealy Canada Ltd., Gestion
Centurian Inc., 1390658 Ontario Inc. o/a
TEMPUR Canada and MTD Products
Limited

AND **BLAKE, CASSELS & GRAYDON LLP**

TO: 1 Place Ville Marie, Suite 3000
Montreal, Quebec H3B 4N8

Bernard Boucher

Tel: +1 514.982.4006

Sébastien Guy

Tel: +1 514.982.4020

Fax: +1 514.982.4099

bernard.boucher@blakes.com

sebastien.guy@blakes.com

Lawyers for Ovation Logistic Inc.

AND **SEALY CANADA LTD.**

TO: c/o Tempur Sealy International, Inc.
1000 Tempur Way
Lexington, Kentucky 40511 USA

Joseph M. Kamer

SVP, General Counsel and Secretary

Tel: +1 859.455.2000

joe.kamer@tempursealy.com

AND **THORNTON GROUT FINNIGAN**
TO: **LLP**
100 Wellington St. West, Suite 3200
TD West Tower, Toronto-Dominion
Centre
Toronto, Ontario M5K 1K7

Leanne M. Williams
Tel: +1 416.304.0060
Puya Fesharaki
Tel: +1 416.304.7979
Fax: +1 416.304.1313

lwilliams@tgf.ca
pfesharaki@tgf.ca

Lawyers for Whirlpool Canada Inc.

AND **BISHOP & MCKENZIE LLP**
TO: Suite 2300, 10180 - 101 Street
Edmonton, Alberta T5J 1V3

Jerritt R. Pawlyk
Tel: +1 780.421.2477
JPawlyk@bmlp.ca

Lawyers for Clifton Associates Ltd.

AND **SPORTS INDUSTRY CREDIT**
TO: **ASSOCIATION**
245 Victoria Ave., Suite 800
Westmount, Québec, H3Z 2M6

Brian Dabarno
Tel: +1 514.931.5561
Fax: +1 514.931.2896
brian@sica.ca

AND **BORDEN LADNER GERVAIS LLP**
TO: 1000, rue De La Gauchetière Ouest,
Bureau / Suite 900,
Montréal, QC, H3B 5H4

Francois D. Gagnon
Tel: +1 514.954.2553
Eugénie Lefebvre
Tel: +1 514.954.2502
Fax: +1 514.954.1905

FGagnon@blg.com
ELefebvre@blg.com

Lawyers for Bell Canada

AND **SHIBLEY RIGHTON LLP**
TO: 250 University Avenue, Suite 700
Toronto, Ontario M5H 3E5

Charles Simco
Tel: +1 416.214.5265
Fax: +1 416.214.5465
Isabelle Eckler
Tel: +1 416.214.5269
Fax: +1 416.214.5469

charles.simco@shibleyrighton.com
isabelle.eckler@shibleyrighton.com

Lawyers for the Respondent, 152610 Canada Inc.
carrying on business as Laurin and Company
General Contractor

AND **CANADIAN DOWN & FEATHER**
TO: **COMPANY INC.**
135 St. Regis Crescent South
Toronto, Ontario M3J 1Y6

Ashwin Aggarwal
Tel: +1 416.532.3200
ashwin@canadiandownandfeather.com

AND **FOGLER, RUBINOFF LLP**
TO: Lawyers
77 King Street West, TD Centre
Suite 3000, North Tower
Toronto, Ontario M5K 1 G8

Martin R. Kaplan

Tel: +1 416.941.8822

Vern W. DaRe

Tel: +1 416.864.8842

Fax: +1 416.941.8852

mkaplan@foglers.com

vdare@foglers.com

Lawyers for Metroland Media Group
Ltd. and 1540709 Ontario Limited
(Gateway Mall – Prince Albert, SK)

AND **MILLER THOMSON LLP**
TO: 1000, rue De La Gauchetière Ouest,
bureau 3700
Montréal, Québec H3B 4W5

Nadia Guizani

Tel: +1 514.871.5444

Fax: +1 514.875.4308

nguizani@millerthomson.com

Lawyers for 9145-0767 Quebec Inc.
(Owner of the shopping centre known as
“Place du Saguenay”) and 9145-0718
Quebec Inc. (Owner of the shopping
centre known as “Centre Alma”)

AND **MINDEN GROSS LLP**
TO: 2200 - 145 King Street West
Toronto, ON M5H 4G2

Timothy R. Dunn

Tel: +1 416.369.4335

Fax: +1 416.864.9223

tdunn@mindengross.com

Lawyers for NADG (LPM) G.P. Ltd. and I.G.
Investment Management, Ltd. (Lynden Park
Mall - Brantford, Ontario), Partners REIT
(Cornwall Square Mall – Cornwall, Ontario),
Acrylic Fabricators Limited, Strathallen
Acquisitions Inc. (1000 Islands Mall, Brockville,
ON and Truro Mall, Truro, NS), Natuzzi Americas
Inc. and Menkes Holdings Inc.

AND **CAMELINO GALESSIERE LLP**
TO 6 Adelaide Street East,
Suite 220
Toronto, Ontario M5C 1H6

Linda Galessiere
Tel: +1 416.306.3827
Gustavo F. Camelino
Tel: +1 416.306.3834
Fax: +1 416.306.3820

lgalessiere@clegal.ca
gcamelino@clegal.ca

Lawyers for the Respondents,
20 VIC Management Inc. on behalf of
OPB Realty Inc., Ivanhoe Cambridge
Inc., Morguard Investments Limited,
Crombie REIT, Triovest Realty
Advisors Inc. HOOPP Realty Inc. and
Cominar Real Estate Investment Trust

AND **CHAITONS LLP**
TO: 5000 Yonge Street, 10th Floor
Toronto, Ontario M2N 7E9

Harvey Chaiton
Tel: +1 416.218.1129
Fax: +1 416.218.1849
George Benchetrit
Tel: +1 416. 218.1141
Fax: +1 416. 218.1841

harvey@chaitons.com
george@chaitons.com

Lawyers for TravelBrands

AND **BLANEY MCMURTRY LLP**
TO: 2 Queen Street East, Suite 1500
Toronto Ontario M5C 3G5

John C. Wolf
Tel: +1 416. 593.2994
David T. Ullmann
Tel: +1 416.596.4289
Fax: +1 416. 594.2437

jwolf@blaney.com
dullmann@blaney.com

Lawyers for the Respondents, Bentall Kennedy
(Canada) LP/ QuadReal Property Group, Primaris
Management Inc. First Capital Asset Management
ULC, Westcliff Management Ltd., BIM North Hill
Inc. and Westpen North Hill LP

AND **MILLER THOMSON LLP**
TO: Scotia Plaza
40 King Street West, Suite 5800
P.O. Box 1011
Toronto, Ontario M5H 3S1

Craig A. Mills
Tel: +1 416.595.8596
Fax: +1 416.595.8695
cmills@millerthomson.com

Lawyers for Cherokee Inc. and Tamworth
Properties Inc.

AND **WEIRFOULDS LLP**
TO: 4100 - 66 Wellington Street West
PO Box 35, TD Bank Tower
Toronto, Ontario M5K 1B7

Lisa Borsook

Tel: +1 416.947.5003

Fax: +1 416.365.1876

lborsook@weirfoulds.com

Lawyers for RioCan Real Estate
Investment Trust, Fiera Properties Core
Fund LP and CT REIT Limited
Partnership

AND **LAWSON LUNDELL LLP**
TO: Suite 1600 Cathedral Place
925 West Georgia Street
Vancouver, British Columbia V6C 3L2

Heather M.B. Ferris

Tel: +1 604.631.9145

Fax: +1 604.669.1620

hferris@lawsonlundell.com

Lawyers for 0862223 B.C. Ltd., Shape
Brentwood Limited Partnership,
Brentwood Town Centre Limited
Partnership, 1854 Holdings Ltd., Shape
Properties (Nanaimo) Corp., NNTC
Equities Inc. and Catalyst Pulp and
Paper Sales Inc.

AND **REVENUE QUEBEC**
TO:

Alain Casavant

Tel: +1 514. 415.5083

Alain.Casavant@revenuquebec.ca

AND **DLA PIPER (CANADA) LLP**
TO: Suite 6000, Box 367
1 First Canadian Place
Toronto, ON M5X 1E2

Edmond F.B. Lamek

Tel: +1 416.365.3444

Danny M. Nunes

Tel: +1 416.365.3421

Fax: +1 416.365.1876

edmond.lamek@dlapiper.com

danny.nunes@dlapiper.com

Lawyers for RioCan Real Estate Investment Trust,
Fiera Properties Core Fund LP and CT REIT
Limited Partnership

AND **COMINAR REAL ESTATE INVESTMENT
TRUST**

Complexe Jules-Dallaire – T3

2820 boul. Laurier, bureau 850

Québec QC G1V 0C1

Andrée Lemay-Roux

Tel: +1 418.681.6300 ext. 2268

Fax: +1 418.681.2946

andree.lemayroux@cominar.com

AND **COWEN SPECIAL INVESTMENTS, LLC**
TO: 830 Third Avenue, 4th Floor
New York, NY 10022 USA

Gail Rosenblum

Tel: +1 646.616.3082

Neil Desai

Tel: +1 646.616.3079

gail.rosenblum@cowen.com

neil.desai@cowen.com

AND **LAVERY, DE BILLY, L.L.P.**
TO: 1, Place Ville Marie, Suite 4000
Montreal (Quebec) H3B 4M4

Jonathan Warin

Tel.: +1 514 878-5616
Fax: +1 514 871-8977
jwarin@lavery.ca

Lawyers for Dorel Juvenile Canada and
Pacific Cycle / Dorel Distribution

AND **SATPANTH CAPITAL, INC.**
TO: **d/b/a KING KOIL SLEEP
PRODUCTS**
5811 – 46th Street SE
Calgary, Alberta T2C 4Y5

Alykhan Sunderji, Vice President

Tel: +1 403.279.1020
Fax: +1 403.279.2343

alykhans@pafgroup.com

AND **DELOITTE LLP**
TO: Bay Adelaide Centre, East Tower
22 Adelaide Street West, Suite 200
Toronto, ON M5H 0A9

Francesca Filippelli

Tel: +1 416. 601.6721
Fax: +1 416. 874.3804

ffilippelli@deloitte.ca

AND **TATA CONSULTANCY SERVICES
CANADA INC.**
TO: 400 University Avenue , Suite 2500
Toronto, Ontario M5G 1S5

Nagendra Krishnamoorthy
Head of Legal

k.nagendra@tcs.com

AND **BEAUWARD SHOPPING CENTRES LTD**
TO: 430 Arthur-Sauvé Blvd., Suite 6010
Saint-Eustache, Québec, J7R 6V7

Nathalie Parent, Vice-President, Legal Affairs

Tel. : +1 450.473.6831 Ext. 203
Richard Hamelin, Legal Counsel
Tel. : +1 450. 473.683 Ext. 202

nparent@beauward.com
rhamelin@beauward.com

AND **DENTONS CANADA LLP**
TO: 1 Place Ville Marie, Suite 3900
Montréal, Québec H3K 1H9

Martin Poulin

Tel: +1 514.787.5882

Anthony Rudman

Tel: +1 514.673.7423
Fax: +1 514.866.2241

martin.poulin@dentons.com
anthony.rudman@dentons.com

Lawyers for Konica Minolta Business

AND **FIELD LLP**
TO: 400, 444 – 7 Avenue S.W.
Calgary AB T2P 0X8

Douglas S. Nishimura

Tel: +1 403.260.8548
Fax: +1 403.264.7084
dnishimura@fieldlaw.com

Lawyer for Alaris Income Growth Fund
Partnership

AND **Brandon M. Ament**
TO: Barrister & Solicitor
1801 –1 Yonge St
Toronto Ontario M5E 1W7

Tel: +1 416.418.0889
Fax: +1.888.230.8772

brandon@amentlegal.com

Lawyer for Traugott Building Contractors Inc.

AND **BLANEY McMURTRY LLP**
TO: Barristers and Solicitors
Suite 1500 - 2 Queen Street East
Toronto, Ontario M5C 3G5

Lou Brzezinski
Tel: +1 416. 593.2952
Fax: +1 416. 594.5084

Alexandra Teodorescu
Tel: +1 416. 596.4279
Fax: +1 416. 593.5437

lbrzezinski@blaney.com
ateodorescu@blaney.com

Lawyers for Far East Watchcases Ltd.
and H.G. International, a Division of
1157472 Ontario Ltd

AND **CORRE PARTNERS**
TO: **MANAGEMENT LLC**
1370 Avenue of the Americas,
29th Floor
New York, New York 10019
U.S.A.

Stephen Lam
Tel: +1 646.863.7157
Fax: +1 646.863.7161

steve.lam@correpartners.com

AND **CT REAL ESTATE INVESTMENT**
TO: **TRUST**
2180 Yonge St.
Toronto, Ontario M4P 2V8

Kimberley Graham
Vice President, General Counsel &
Secretary
Tel: +1 416.480.8225
Fax: +1 416.480.3216

kimberley.graham@ctreit.com

AND **SULLIVAN MAHONEY LLP**
TO: 40 Queen Street, P.O. Box 1360
St. Catharines, Ontario L2B 6B1

Peter A. Mahoney
Tel: +1 905.688.8490
Fax: +1 905.688.5814

pamahoney@sullivan-mahoney.com

Lawyers for Niagara Protective Flooring

AND **CAIN LAMARRE**
TO: 855-3e Avenue, Suite 202
Val-d'Or, Québec J9P 1T2

Alexandre Tourangeau
Tel: +1 819.825.4153
Fax: +1 819.825.9769

alexandre.tourangeau@clcw.ca

Lawyers for 4047729 Canada Inc.

AND **SPRINGS GLOBAL US, INC.**
TO: (Parent of Springs Canada. Inc.)
205 North White Street
Fort Mill, SC 29715 U.S.A.

Delbridge E. Narron, General Counsel
G. Alan McManus, SVP & Treasurer
Tel: +1 803.547.3730
Fax: +1 803.547.3754

delbridge.narron@springs.com
alan.mcmanus@springs.com

AND **JEFFREY KAUFMAN LAW**
TO: **PROFESSIONAL CORPORATION**
15 Prince Arthur Ave., Suite 200
Toronto, Ontario M5R 1B2

Jeffrey Kaufman
jeffkaufmanlaw@gmail.com

Lawyers for Nygard International
Partnership

AND **WEST EDMONTON MALL**
TO: **PROPERTY INC.**
3000, 8882 170 Street
Edmonton, Alberta T5T 4M2

John Colbert
Tel: +1 780.444.8138
Howard Anson
Tel: +1 780.444.8115
Theresa Paquette
Tel: +1 780.444.5245
Louise Murphy
Tel: +1 780.444.8131
Fax: +1 780.444.5223

john.colbert@wem.ca
howard.anson@wem.ca
theresa.paquette@wem.ca
louise.murphy@wem.ca

AND **DAVIES WARD PHILLIPS &**
TO: **VINEBERG LLP**
1501, av. McGill College, Suite 2600
Montréal, Québec H3A 3N9

Jay A. Swartz
Tel: +1 416.863.5520
Denis Ferland
Tel: +1 514.841.6423
Fax: +1 514.841.6499

jswartz@dwpv.com
dferland@dwpv.com

Lawyers for Gordon Brothers Canada
ULC and Merchant Retail Solutions
ULC

AND **KRONIS, ROTSZTAIN, MARGLES, CAPPEL**
TP: **LLP**
25 Sheppard Avenue West, Suite 1100
Toronto, Ontario M2N 6S6

Philip Cho
Tel: +1 416.218.5494
Fax: +1 416.225.6751

pcho@krmc-law.com

Lawyers for Michael Scharff

AND **MCKENZIE LAKE LAWYERS LLP**
TO: 140 Fullarton Street, Suite 1800
London, Ontario N6A 5P2

Michael J. Peerless
Tel: +1 519.667.2644
Sabrina Lombardi
Tel: +1 519.667.2645
Emily Assini
Tel: +1 519.672.5666 ext. 359
Fax: +1 519.672.2674

peerless@mckenzielake.com
Lombardi@mckenzielake.com
assini@mckenzielake.com

Lawyers for the Creditor, Barry Patrick Kenny

AND **DENTONS CANADA LLP**
TO: 77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, Ontario M5K 0A1

Kenneth Kraft
Tel: +1 416.863.4374
Fax: +1 416.863.4592

kenneth.kraft@dentons.com

Lawyers for Chubb Insurance Company of Canada

AND **BORDEN LADNER GERVAIS LLP**
TO: Bay Adelaide Centre, East Tower
22 Adelaide Street West
Toronto, ON M5H 4E3

Alex MacFarlane

Tel: +1 416.367.6305

Bevan Brooksbank

Tel: +1 416.367.6604

Rachael Belanger

Tel: +1 416.367.6485

Fax: +1 416.367.6749

AMacfarlane@blg.com

BBrooksbank@blg.com

RBelanger@blg.com

Lawyers for Sears Holdings
Corporation, Sears Holdings
Management Corporation, Sears,
Roebuck and Co., Sears Holdings
Global Sourcing Ltd., Kmart
Corporation; Kmart Overseas
Corporation; International Sourcing &
Logistics Ltd., and Innoval Solutions,
Inc.

AND **MCMILLAN LLP**
TO: Brookfield Place
181 Bay Street, Suite 4400
Toronto ON M5J 2T3

Wael Rostom

Tel: +1 416.865.7790

Brett Harrison

Tel: +1 416.865.7932

Tushara Weerasooriya

Tel: +1 416.865.7890

Stephen Brown-Okruhlik

Tel: +1 416.865.7043

Fax: +1 416.865.7048

wael.rostom@mcmillan.ca

brett.harrison@mcmillan.ca

tushara.weerasooriya@mcmillan.ca

stephen.brown-okruhlik@mcmillan.ca

Lawyers for Mr. Edward S. Lampert,
ESL Investments Inc., ESL Partners,
L.P. and RBS Partners, L.P.
(collectively, "ESL")

AND **LENCZNER SLAGHT ROYCE
SMITH GRIFFIN LLP**
TO: Suite 2600
130 Adelaide Street West
Toronto ON M5H 3P5

Peter J. Osborne

Tel: +1 416.865.3094

Fax: +1 416.865.3974

Matthew B. Lerner

Tel: +1 416.865.2940

Fax: +1 416.865.2840

Chris Kinnear Hunter

Tel: +1 416.865.2874

Fax +1 416.865.2866

Chris Trivisonno

Tel: +1 416.865.3059

Fax +1 416.865.3707

posborne@litigate.com

mlerner@litigate.com

chunter@litigate.com

ctrivisonno@litigate.com

Lawyers for Sears Holding Corporation and Sears
Holdings Management Corporation

AND **POLLEY FAITH LLP**
TO: The Victory Building
80 Richmond Street West, Suite 1300
Toronto, ON M5H 2A4

Harry Underwood

Andrew Faith

Jeffrey Haylock

Sandy Lockhart

Tel: +1 416.365.1600

Fax: +1 416.365.1601

hunderwood@polleyfaith.com

afaith@polleyfaith.com

jhaylock@polleyfaith.com

slockhart@polleyfaith.com

Lawyers for Mr. Edward S. Lampert, ESL
Investments Inc., ESL Partners, L.P. and RBS
Partners, L.P. (collectively, "ESL")

AND **LERNERS LLP**
TO: 130 Adelaide Street West, Suite 2400
Toronto, Ontario M5H 3P5

Domenico Magisano
Tel: +1 416.601.4121
Fax: +1 416.601.4123

dmagisano@lernalers.ca

Lawyers for the Respondent, Amskor
Corporation

AND **BORDEN LADNER GERVAIS LLP**
TO: Bay Adelaide Centre, East Tower
22 Adelaide Street West
Toronto, Ontario M5H 4E3

Graeme Hamilton
Tel: +1 416.367.6746
Fax: +1 416.367.6749

GHamilton@blg.com

Lawyers for Teleflora LLC

AND **WATEROUS HOLDEN AMEY HITCHON
LLP**
TO: 20 Wellington Street, P.O. Box 1510
Brantford, ON N3T 5V6

Derek Sinko
Tel: +1 519. 759.6220
Fax: +1 519.759.8360

dsinko@waterousholden.com

Lawyers for Greenspace Waste Solutions

AND **WASTE MANAGEMENT OF
CANADA CORPORATION**
TO: 117 Wentworth Court
Brampton, Ontario L6T 5L4

Donald P. Wright
Tel: +1 905.595.3357
Fax: +1 866.374.0955
dwright@wm.com

AND **GARDINER ROBERTS LLP**
TO: Bay Adelaide Centre - East Tower
22 Adelaide Street West, Suite 3600
Toronto, Ontario M5H 4E3

Chris Besant
Tel: +1 416.865.4022
Tim Duncan
Tel: +1 416.865.6682
Fax: +1 416.865.6636

cbesant@grllp.com
tduncan@grllp.com

Lawyers for Promenade Limited Partnership

AND **SEAPORT GLOBAL HOLDINGS**
TO: **LLC**
360 Madison Avenue, 22nd Floor
New York, NY 10017 U.S.A.

Scott Friedberg
Tel: +1 212. 616.7728
SFriedberg@seaportglobal.com

AND **CONTRARIAN CAPITAL MANAGEMENT**
TO: 411 West Putnam Ave. Suite 425
Greenwich, CT 06830 U.S.A.

Keith McCormack
Kimberly Gianis
Tel: +1 203.862.8250
Fax: +1 203.629.1977

kmccormack@contrariancapital.com
kgianis@contrariancapital.com

AND **SAMSONITE CANADA INC.**
TO: P.O. Box 517
Stratford, Ontario N5A 6V1

James B. Rego
Director of Customer Financial Services
Tel: +1 508.851.1427

James.Rego@samsonite.com

AND **BLANEY MCMURTRY LLP**
TO: 2 Queen Street East, Suite 1500
Toronto, ON M5C 3G5

Ralph Cuervo-Lorens
Tel: +1 416.593.3990
Fax: +1 416.593.5437

Talia Gordner
Tel: +1 416.596.2892
Fax: +1 416.594.2443

rcuervolorens@blaney.com
TGordner@blaney.com

Lawyers for Direct Energy Marketing Limited

AND **UNIFOR**
TO: Unifor Legal Department
205 Placer Court
Toronto, Ontario M2H 3H9

Anthony F. Dale
Tel: +1 416.495.3750
Fax: +1 416.495.3786

anthony.dale@unifor.org

Bargaining agent for employees at Sears
Stores located at Fairview Mall,
Oakville, Peterborough and Windsor

AND **ARGO PARTNERS**
TO: 12 West 37th Street, 9th Floor
New York, NY 10018 U.S.A.

Paul S. Berg
paul@argopartners.net

AND **BATTISTON & ASSOCIATES**
TO: Suite 202, 1013 Wilson Avenue
Toronto, Ontario, M3K 1G1

Harold Rosenberg

Tel: +1 416.630.7151 ext. 237

Fax: +1 416.630.7472

h.rosenberg@battistonlaw.com

Lawyers for Toronto Concrete Floors

AND **MAPLE ROSE HOLDINGS**
TO: **(CANADA) INC.**

Sushrat Mehan, Vice-President

Tel: +1 647. 229.4000

Sushrat@MehanGroup.ca

Landlord of Sears London location (784
Wharncliffe Rd. S.)

AND **DENTONS CANADA LLP**
TO: 77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, Ontario M6K 0A1

Sara-Ann Van Allen

Tel: +1 416.863.4402

Fax: +1 416.863.4592

sara.vanallen@dentons.com

Lawyers for SSH Bedding Canada Co.

AND **HAIN CAPITAL GROUP, LLC**
TO: Meadows Office Complex
301 Route 17 North
Rutherford, NJ 07070

Bryant Oberg

Robert Koltai

Amanda Rapoport

Tel: +1 201.896.6100

Fax: +1 201.896.6102

boberg@haincapital.com

rkoltai@haincapital.com

arapoport@haincapital.com

AND **BLAKE, CASSELS & GRAYDON LLP**
TO: 199 Bay Street

Suite 4000, Commerce Court West

Toronto, Ontario M5L 1A9

Linc Rogers

Tel: +1 416.863.4168

Kelly Peters

Tel: +1 416.863.4271

Fax: +1 416.863.2653

linc.rogers@blakes.com

kelly.peters@blakes.com

Lawyers for the Respondent,
Stanley Black & Decker, Inc.

DAVIES WARD PHILLIPS & VINEBERG
S.E.N.C.R.L., s.r.l./LLP
1501 McGill College Avenue, 26th Floor
Montréal, Québec H3A 3N9

Christian Lachance

Tel: +1 514.841.6576

Fax: +1 514.841.6499

clachance@dwpv.com

Lawyers for I.E.I., Inc.

AND **MADORIN, SNYDER LLP**
TO: PO Box 1234
55 King Street West, 6th Floor
Kitchener, Ontario N2G 4G9

Edward J. (Ted) Dryer
Tel: +1 519.744.4491
Fax: +1 519.741.8060
edreyer@kw-law.com

Lawyers for B-N-E Contractors Inc.

AND **DENTONS CANADA LLP**
TO: 77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, Ontario M6K 0A1

John Salmas
Tel: +1 416.863.4737
Vanja Ginic
Tel: +1 416.863.4373
Fax: +1 416.863.4592

john.salmas@dentons.com
vanja.ginic@dentons.com

Lawyers for Bank of Montreal

AND **WILSON VUKELICH LLP**
TO: 60 Columbia Way, Suite 710
Markham ON L3R 0C9

Douglas D. Langley
Tel: +1 905.940.8711
Fax: +1 905.940.8785
dlangley@wvllp.ca

Lawyers for Element Fleet Management
Inc.

AND **BLAKE, CASSELS & GRAYDON LLP**
TO: 199 Bay Street
Suite 4000, Commerce Court West
Toronto, Ontario M5L 1A9

Aryo Shalviri
Tel: +1 416.863.2962
Fax: +1 416.863.2653
aryo.shalviri@blakes.com

Lawyers for Dyson Canada Limited

AND **RICKETTS HARRIS LLP**
TO: 181 University Ave, Suite 800
Toronto, Ontario M5H 2X7

Andrea Sanche
Tel: +1 416.642.4301
Fax: +1 647.260.2230
asanche@rickettsharris.com

Lawyers for One Step Up, Ltd., Kidz Concepts,
LLC, Project 28 Clothing LLC, Assael Miller
Clothing Company, LLC, Ikeddi Enterprises, Inc.,
and Children's Apparel Network, Ltd.

AND **SOTOS LLP**
TO: 180 Dundas Street West, Suite 1200
Toronto, Ontario M5G 1Z8

David Sterns
Andy Seretis
Tel: +1 416.977.0007
Fax: +1 416.977.0717

dsterns@sotosllp.com
aseretis@sotosllp.com

Lawyers for 1291079 Ontario Limited

AND **MILLER THOMSON LLP**
TO: Pacific Centre, 400
725 Granville Street
Vancouver, BC V7Y 1G5

Gordon G. Plottel
Tel: +1 604.643.1245
Fax: +1 604.643.1200
gplottel@millerthomson.com

Lawyers for Make-up Designory

AND **SHIBLEY RIGHTON LLP**
TO: 700 - 250 University Avenue
Toronto, Ontario M5H 3E5

Thomas McRae
Tel: +1 416.214.5206
Rachel Migicovsky
Tel: +1 416.214.5204
Fax: +1 416.214.5400

thomas.mcrae@shibleyrighton.com
rachel.migicovsky@shibleyrighton.com

Lawyers for the Respondent, Abbarch
Architecture Inc.

AND **TANNOR CAPITAL MANAGEMENT
LLC**
TO: 555 Theodore Fremd Avenue,
Suite C-209
Rye, New York 10580 U.S.A.

Robert Tannor
Tel: +1 914.509.5000
rtannor@tannorpartners.com

AND **MCLEAN & KERR LLP**
TO: 130 Adelaide Street West,
Suite 2800
Toronto, Ontario M5H 3P5

Elaine M. Gray
Tel: +1 416.369.6627
Fax: +1 416.366.8571
egray@mcleankerr.com

Lawyers for SCI Logistics Ltd.

AND **CENTERBRIDGE PARTNERS
EUROPE, LLP**
TO: 10 New Burlington Street
London, W1S 3BE United Kingdom

Tim Denair
Tel: +44 20 3214 1117
Fax: +44 7786 848 981
tdenari@centerbridge.com

AND **AIG INSURANCE COMPANY OF CANADA
c/o DIAMOND MCCARTHY LLP**
TO: 489 Fifth Avenue, 21st Floor
New York, NY 10017 U.S.A.

Adam L. Rosen
Tel: +1 212.430.5418
Fax: +1 212.430.5499
arosen@diamondmccarthy.com

AND **MICHELIN NORTH AMERICA,
INC.**
TO: One Parkway South
Greenville, SC 29615 U.S.A.

Leslie McCauley
leslie.mccauley@michelin.com

AND **LENOX CORPORATION**
TO: 1414 Radcliffe Street
Bristol, PA 19007, U.S.A.

Robert O. Cohen
robert_cohen@lenox.com

AND **NINA FOOTWEAR CORP.**
TO: 200 Park Ave. South
New York, NY 10003 U.S.A.

Robert Lizzul

Tel: +1 646.884.6152

Fax: +1 212.246.6837

blizzul@ninashoes.com

AND **COX AND PALMER**
TO: Purdy's Wharf Tower I,
1100-1959 Upper Water Street
P.O. Box 2380 Stn Central
Halifax NS B3J 3N2

John Boyle

Tel: +1 902.491.4137

Fax: +1 902.421.3130

jboyle@coxandpalmer.com

Lawyers for Linda Crawford

AND **KOSKIE MINSKY LLP**
TO: 20 Queen Street West, Suite 900,
Box 52
Toronto, Ontario M5H 3R3

Jeffrey A. Armel

Tel: +1 416.595.2069

Fax: +1 416.204.2826

jarmel@kmlaw.ca

Lawyers for the APM Construction
Services Inc., 152610 Canada Inc. o/a
Laurin Company, Traugott Building
Contractors Inc., Décor Craft Inc. o/a
Nelnor Construction and Rossclair
Contractors Inc.

AND **TEPLITSKY, COLSON LLP**
TO: 70 Bond Street, Suite 200
Toronto, Ontario M5B 1X3

Ian Roher

Tel: +1 416.865.5311

Eitan Kadouri

Tel: +1 416.865.5325

Fax: +1 416.365.0695

iroher@teplitskycolson.com

ekadouri@teplitskycolson.com

Lawyers for J.S. Fashion International Imports
Ltd.

AND **SUN LIFE FINANCIAL CANADA**
TO: 1 York Street
Toronto, Ontario M5J 0B6

Larry Swartz

Tel: +1 416.408.8972

larry.swartz@sunlife.com

AND **FORTIS BC**
TO: 4370 Still Creek Drive,
Burnaby British Columbia V5C 6S4

Cassidy Pedersen

Tel: +1 866.668.6624

collections.group@fortisbc.com

AND **ROSENTHAL & ROSENTHAL,
INC.**
TO: 1370 Broadway
New York, NY 10018, U.S.A.

Anthony DiTirro

Tel: +1 212.356.1464

Fax: +1 212.356.3464

TDiTirro@rosenthalinc.com

AND **BLAKE, CASSELS & GRAYDON LLP**
TO: 1 Place Ville Marie, Suite 3000
Montréal QC H3B 4N8

Sunny Handa

Tel: +1 514.982.4008

Fax: +1 514.982.4099

sunny.handa@blakes.com

Lawyers for Clear Destination Inc.

AND **FASKEN MARTINEAU**
TO: **DUMOULIN LLP**
333 Bay Street, Suite 2400
Toronto, Ontario M5H 2T6

Aubery E. Kauffman
Tel: +1 416.865.3538
Natasha De Cicco
Tel: +1 416.868.7856
Fax: +1 416.364.7813
akauffman@fasken.com
ndecicco@fasken.com

Lawyers for Place Vertu Nominee Inc. /
Fiduciaire Place Vertu Inc.

AND **GOWLING WLG (Canada) LLP**
TO: One Main Street West
Hamilton, Ontario L8P 4Z5

Louis A. Frapporti
Tel: +1 905.540.3262
Fax: +1 905.528.5833

louis.frapporti@gowlingwlg.com

Lawyers for Guangdong Galanz Microwave Electrical Appliances Manufacturing Co., Ltd., Shanghai Industries Group Ltd., Zhongshan Galanz Consumer Electric Appliances Co. Ltd., Grand Products Mfg Ltd., Fuzhou Minquan Arts & Crafts Co. Ltd., Fuzhou Home Broad Arts & Crafts Co., Ltd., Minhou Dacor Household Crafts Co., Ltd., Shanghai Sunwin Industry Group Co., Ltd., Movado Group Inc., Inlook Glass Craft Co., Ltd., Jason Furniture (Hangzhou) Co. Ltd., Huzhou Trimax International Sourcing Co., Ltd., Zhejiang Weilaoda Industrial & Trading Co., Ltd., Zhejiang Shengli Plastic Co., Ltd., Taizhou Mocrystal Co., Ltd., Minhou Minxing Weaving Co., Ltd., Yikai Co., Limited, Stig Jiangsu Light & Textile Imp. & Exp. Co., Ltd. and China Export and Credit Insurance Corporation (Sinosure)

AND **McMAHON, MORRISON, WATTS**
TO: Box 314, 4346 Colonel Talbot Road
London, Ontario N6P 1P9

J. Craig Morrison
Tel: +1 519.652.8080
Fax: +1 519.652.2262
morrison@mmwlaw.ca

Lawyers for the International
Brotherhood of Electrical Workers,
Local 213, the bargaining agent for
certain employees of Sears Canada Inc

AND **SORBARA, SCHUMACHER, MCCANN LLP**
TO: 31 Union Street East
Waterloo ON N2J 1B8

Greg Murdoch
Tel: +1 519.741.8010 ext. 223
Fax: +1 519.576.1184
gmurdoch@sorbaralaw.com

Lawyers for C3 Buildings and Infrastructure Inc.

AND **INTERNATIONAL BROTHERHOOD OF**
TO: **ELECTRICAL WORKERS, LOCAL 213**
1424 Broadway Street
Port Coquitlam, British Columbia V3C 5W2

Christina Brock
cbrock@ibew213.org

AND **LOOPSTRA NIXON LLP**
TO: 135 Queens Plate Drive, Suite 600
Toronto, Ontario M9W 6V7

R. Graham Phoenix
Tel: +1 416.746.4776
Fax: +1 416.746.8319
gphoenix@loonix.com

Lawyers for the CRG Financial Inc.

AND **DENTONS CANADA LLP**
TO: 1 Place Ville Marie, Suite 3900
Montréal, Québec H3K 1H9

Roger P. Simard
Tel: +1 514.878.5834
Fax: +1 514.866.2241
roger.simard@dentons.com

Lawyers for Conciergerie Speico Inc.

AND **DE LAGE LANDEN FINANCIAL SERVICES CANADA INC.**
TO: 3450 Superior Court, Unit 1
Oakville, ON, Canada L6L 0C4

Marilyn Orr
Tel: +1 905.901.6567
morr@leasedirect.com

AND **KMP LAW NORTH**
TO: 505 – 333 3rd Avenue North
Saskatoon SK S7K 2M2

Wayne L. Pederson
Tel: +1 306.652.8833
Fax: +1 306.652.3333
wpederson@kmplaw.com

Lawyers for VIP Distributors Inc.

AND **THE LAW OFFICES OF TEDD S. LEVINE, LLC**
TO: 1305 Franklin Avenue, Suite 300
Garden City, NY 11530 USA

Tedd S. Levine, Esq.
Tel: +1 516.294.6852
Fax: +1 516.294.4860
lawofficesofteddslevine@gmail.com

Lawyers for Tri-Coastal Design Group, Inc.

AND **LENCZNER SLAGHT ROYCE SMITH GRIFFIN LLP**
TO: Suite 2600, 130 Adelaide Street West
Toronto Ontario M5H 3P5

Monique J. Jilesen
Tel: +1 416.865.2926
Fax: +1 416.865.2851
Christopher Yung
Tel: +1 416.865.2976
Fax: +1 416.865.3730

mjilesen@litigate.com
cyung@litigate.com

Lawyers for the Middleby Corporation

AND **STIKEMAN ELLIOTT LLP**
TO: 5300 Commerce Court West,
199 Bay Street,
Toronto, Ontario M5L 1B9

Samantha Horn
Tel: +1 416.869.5636
Vlad A. Calina
Tel: +1 416.869.5202
Fax: +1 416.947.0866

sghorn@stikeman.com
vcalina@stikeman.com

Lawyers for 2594282 Ontario Inc.

AND **BEARD WINTER LLP**
TO: 130 Adelaide St. West,
7th Floor
Toronto, ON M5H 2K4

Robert C. Harason
Tel: +1 416.306.1707
Fax: +1 416.593.7760
rharason@beardwinter.com

Lawyers for APM Construction Services
Inc.

AND **JOHN P. MULLEN**
TO: Barrister & Solicitor
295 Matheson Boulevard East
Mississauga, Ontario L4Z 1X8

Tel: +1 905.501.8778
Fax: +1 905.501.8772
john@jmullen.law.ca

Lawyer for Sterling Concrete Sawing &
Drilling Ltd.

AND **MCLEAN & KERR LLP**
TO: 130 Adelaide Street West, Suite 2800
Toronto, ON M5H 3P5

Elaine M. Gray
Tel: +1 416.369.6627
Fax: +1 416.366.8571
egray@mcleankerr.com

Lawyers for Daimler Truck Financial, a business
unit of Mercedes-Benz Financial Services Canada
Corporation

AND **TORYS LLP**
TO: 79 Wellington Street West
Suite 300, TD Centre
Toronto, Ontario M5K 1N2

Adam M. Slavens
Tel: +1 416.865.7333
Fax: +1 416.865.7380
aslavens@torys.com

Lawyers for Canadian Tire Corporation, Limited

AND **BRAM N. ZINMAN**
TO: Barrister and Solicitor
4711 Yonge Street, Suite 200
Toronto, Ontario M2N6K8

Tel: +1 416.221.5919
Fax: +1 416.226.0910
bzinman@bellnet.ca

Lawyer for Hanson+ Jung Architects Inc.

AND **GROUPE ROSDEV**
TO: 7077, avenue du Parc, bureau 600
Montréal, Québec H3N 1X7

Paraskevi (Paris) Tsikis
Tel: +1 514.270.7000 ext. 263
Fax: +1 514.270.6423
ptsikis@rosdev.com

Lawyers for 168593 Canada Inc.

AND **LANGLOIS LAWYERS, LLP**
TO: 1250 René-Lévesque Blvd. West
20th Floor
Montréal QC H3B 4W8

Gabrielle Thibaudeau
Tel: +1 514.842.7804
Fax : +1 514.845.6573
Gabrielle.Thibaudeau@langlois.ca

Lawyers for GWL Realty Advisors Inc.,
The Great West Life Assurance
Company and The London Life
Insurance Company, landlord of Corbeil
Électrique Inc. At Mega-Centre
Beauport

AND **Thornton Grout Finnigan LLP**
TO: Suite 3200, TD West Tower
100 Wellington Street West
P.O. Box 329
Toronto-Dominion Centre
Toronto, Ontario M5K 1K7

John Porter
Tel: +1 416.304.0778
Asim Iqbal
Tel: +1 416.304.0595
Fax: +1 416.304.1313

jporter@tgf.ca
aiqbal@tgf.ca

Lawyers for Mattel, Inc.

AND **BROWN & JOSEPH, LTD.**
TO: P.O. Box 59838
Schaumburg, IL 60159, U.S.A.

Don Leviton
Tel: +1 .847.758.3000 ext. 221
Fax: +1 847.758.3020
dleviton@brownandjoseph.com

Lawyers for Shandong Intco Recycling Resources
Co., Ltd. and China Export and Credit Insurance
Corporation (Sinosure)

AND **BLAIR FRANKLIN CAPITAL PARTNERS
INC.**
TO: Bay Adelaide Centre, East Tower
22 Adelaide Street West, Suite 2430
Toronto, Ontario M5H 4E3

Ian Vickers
Vice President – Mergers & Acquisitions
Tel: +1 416.304.3970
ivickers@blairfranklin.com

AND **MCMILLAN LLP**
TO: Brookfield Place
181 Bay Street, Suite 4400
Toronto, ON M5J 2T3

Jeffrey Levine
Tel: +1 416.865.7791
Fax: +1 416.865.7048
jeffrey.levine@mcmillan.ca

Lawyers for Luxottica Retail Canada Inc.

AND **ROSS BARRISTERS**
TO: **PROFESSIONAL CORPORATION**
123 John Street Toronto ON M5V 2E2

Mark A. Ross
Tel: +1 416.593.7107
Sarah Walker
Tel: +1 416.572.4904
Fax: +1 416.551.8808

MRoss@rossbarristers.com
SWalker@rossbarristers.com

Lawyers for Remington Properties Inc.

AND **BLAKE, CASSELS & GRAYDON**
TO: **LLP**
Suite 4000, Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1A9

Kathryn M. Bush
Tel: +1 416.863.2633
Pamela L. J. Huff,
Tel: +1 416.863.2958
Michael E. Barrack
Tel: +1 416.863.5280
Kiran Patel
Tel: +1 416.863.2205
Juliene Cawthorne-Hwang
Tel: +1 416.863.4185
Fax: +1 416.863.2653

kathryn.bush@blakes.com
pamela.huff@blakes.com
michael.barrack@blakes.com
kiran.patel@blakes.com
juliene.cawthornehwang@blakes.com

Lawyers for Morneau Shepell Ltd., in its
capacity as Administrator for the Sears
Canada Inc. Registered Retirement Plan

AND **VERTLIEB & CO**
TO: **Suite 16 - 988 Beach Avenue, Vancouver, BC,**
V6Z 2N9

Matthew G. Siren
Tel: +1 604.674.7360
Fax: +1 604.674.7760
matt@vertlaw.ca

Lawyers for Brent Anderson

AND **MORNEAU SHEPELL LTD.**
TO: 895 Don Mills Road,
Tower One, Suite 700
Toronto, Ontario M3C 1W3

Hamish Dunlop
Bethune Whiston
Al Kiel
John Hnatiw
Tel: +1 416.445.2700
Fax: +1 416.445.7989

hdunlop@morneaushepell.com
bwhiston@morneaushepell.com
akiel@morneaushepell.com
jhnatiw@morneaushepell.com

AND **DAVIES WARD PHILLIPS &
TO: VINEBERG LLP**
155 Wellington Street West
Toronto, ON M5V 3J7

Natasha MacParland
Tel: +1 416.863.5567

Jesse Mighton
Tel: +1 416.863.7572
Fax: +1 416.863.0871

nmacparland@dwpv.com
jmighton@dwpv.com

Lawyers for Rogers Communications
Inc.

AND **WARNER NORCROSS & JUDD
TO: LLP**
900 Fifth Third Centre
111 Lyon Street NW
Grand Rapids, MI 49503-2487, U.S.A.

Gordon J. Toering
Tel: +1 616.752.2185
Fax: +1 616.222.2185
gtoering@wnj.com

Lawyers for Wolverine World Wide,
Inc.

AND **A.S.A.P. SECURED INC.**
TO: c/o Dalton First Financial Inc.
8160 Parkhill Drive
Milton, Ontario L9T 5V7

Jack Tasse
Tel: +1 800.313.9170
jtasse@daltonbrands.com

AND **VONWIN CAPITAL
TO: MANAGEMENT, LP**
261 Fifth Avenue, 22nd Floor
New York, NY 10016 U.S.A.

Dennis B. Comstock
Tel: +1 212.889.0418
dc@vonwincapital.com

AND **Dana Tomasi**
TO: 85 Newstead Crescent
Brampton, ON
L6W 2A8

Tel: +1 905.457.5075
rtomasi@sympatico.ca

AND **WOLVERINE WORLD WIDE INC.**
TO: **Greg Sorrell**
greg.sorrell@wwwinc.com

AND **LIND FURNITURE (CANADA) LTD.**
TO: 461 Hanlan Rd
Woodbridge, Ontario L4L 3T1

Asha Patel
Tel: +1 905.850.3666 ext. 10
Fax: +1 905.850.4666
asha@lind-furniture.com

AND **ALBERTA ENVIRONMENT AND PARKS**
TO: **Operations – South Saskatchewan Region**
2nd Floor, 2938 – 11 Street NE
Calgary, Alberta T2E 7L7

Dave Gower
Tel: +1 403.297.7605
Fax: +1 403.297.2749
dave.gower@gov.ab.ca

AND **GOWLING WLG (CANADA) LLP**
TO: Barristers & Solicitors
1 First Canadian Place, Suite 1600
100 King Street West
Toronto ON M5X 1G5

E. Patrick Shea

Tel: +1 416.369.7399
Fax: +1 416.862.7661
patrick.shea@gowlingwlg.com

Lawyers for Electrolux Canada Corp.

AND **CASSELS BROCK & BLACKWELL LLP**
TO: Suite 2100, Scotia Plaza
40 King Street West
Toronto, Ontario M5H 3C2

Mary Buttery

Tel: +1 604.691.6118
Fax: +1 604.691.6120

John Birch

Tel: +1 416.860.5225

Natalie E. Levine

Tel: +1 416.860.6568
Fax: +1 416.640.3207
mbuttery@casselsbrock.com
jbirch@casselsbrock.com
nlevine@casselsbrock.com

Lawyers for Certain Former Directors and Officers of the Applicants (Klaudio Leshnjani, William (Bill) C. Crowley, William (Bill) R. Harker, James R.G. McBurney, E.J. Bird, Calvin McDonald, Danita Stevenson, Ronald Boire, Timothy Earl Flemming, Deirdra Cheeks Merriwether, Donald C. Ross, Douglass Campbell)

AND **CASSELS BROCK & BLACKWELL LLP**
TO: Suite 2100, Scotia Plaza
40 King Street West
Toronto, Ontario M5H 3C2

David S. Ward

Tel: +1 416.869.5960
Fax: +1 416.640.3154
dward@casselsbrock.com

Lawyers for Centrebridge Partners Company

AND **Jules Berman, Q.C.**
TO: 375 University Avenue, Suite 701
Toronto, Ontario M5G 2J5

Tel: 416.599.4122
jberman@jbermanlaw.com

Lawyers for Mercury Jewellery Inc.

AND **T.U.W. TEXTILE CO., LTD.**
TO: 113 Moo 4, Sampatuan, Nakornchaisri,
Nakornpathom, Thailand 73120

Tel: 66 34 389 571

jittima@tuw.co.th

AND **Syndicat des Métallos - USW - (FTQ)**
TO: **220, 136e Rue St-Georges, Qc G5Y 2N6**

Philippe Doré

Président de la section locale 9153
Tel: +1 418.227.1960
Fax: +1 418.227.0425
phd.metallos@c gocable.ca

AND **Employment and Social Development**
TO: **Canada**

Place du Portage, Phase II, 10B090
Gatineau, Québec K1A 0J2

Amanda Capstick

Program Officer, Wage Earner
Protection Program

Tel: +1 819-654-4408
amanda.capstick@hrsdc-rhdcc.gc.ca

AND **FOGLER, RUBINOFF LLP**

TO: 77 King Street West
Suite 3000, P.O. Box 95
TD Centre North Tower
Toronto, Ontario M5K 1G8

Ian P. Katchin

Tel: +1 416.864.8613
Fax: +1 416.941.8852
ikatchin@foglers.com

Lawyers for Consumer Intelligence
Group Inc.

AND **BRAUTI THORNING ZIBARRAS**
TO: **LLP**

161 Bay Street, Suite 2900
Toronto ON M5J 2S1

Steven Weisz

Caitlin Fell

Tel: +1 416.362.4567
Fax: +1 416.362.8410

sweisz@btzlaw.ca
cfell@btzlaw.ca

Lawyers for the Respondent,
AIG Insurance Company of Canada

AND **MAXXIMUM OUTDOOR INC.**
TO:

Jason Garnet

Tel: +1 416.624.1681
jgarnet@maxximumoutdoor.com

AND **BLAKE, CASSELS & GRAYDON LLP**

TO: 199 Bay Street
Suite 4000, Commerce Court West
Toronto Ontario M5L 1A9

Rahat Godil

Tel: +1 416.863.4008

Laura Dougan

Tel: +1 416.863.2187
Fax: +1 416.863.2653

Rahat.godil@blakes.com
Laura.dougan@blakes.com

Lawyers for R.R. Donnelley & Sons
Company and Moore Canada Corporation

AND **LAX O'SULLIVAN LISUS GOTTLIEB LLP**

TO: 145 King St. West,
Suite 2750
Toronto, ON M5H 1J8

Matthew Gottlieb

Tel: +1 416 644 5353

Paul Michell

Tel: +1 416.644.5359

Philip Underwood

Tel: +1 416.645.5078
Fax: +1 416.598.3730

mgottlieb@counsel-toronto.com
pmichell@counsel-toronto.com
punderwood@counsel-toronto.com

Representatives of the Litigation Investigator

AND **DENTONS CANADA LLP**
TO: 20th Floor, 250 Howe Street Vancouver,
BC V6C 3R8 Canada

Cindy Cheuk

Tel: +1 604.691.6463
Fax: +1 604.683.5214
cindy.cheuk@dentons.com

Lawyers for Concord North Hill GP Ltd.
and Concord North Hill Limited
Partnership

Federal and Provincial Crown Offices:

AND **ATTORNEY GENERAL OF**
TO: **CANADA**
Department of Justice Canada
Ontario Regional Office -Tax Law
Section
The Exchange Tower,
130 King Street West, Suite 3400, Box
36
Toronto, Ontario M5X 1K6

Diane Winters

Tel: +1 416.973.3172
Fax: +1 416.973.0809
diane.winters@justice.gc.ca

Lawyers for the Minister of National
Revenue

AND **MINISTRY OF THE ATTORNEY GENERAL**
TO: **(ONTARIO)**
McMurtry-Scott Building
720 Bay Street, 11th Floor
Toronto, Ontario M7A 2S9

General Enquiries:

Tel: 416.326.2220
Fax: 416.326.4007
attorneygeneral@ontario.ca

Minister's Office:

Yasir Naqvi, Attorney General
yanaqvi.mpp@liberal.ola.org

AND **MINISTRY OF JUSTICE AND**
TO: **SOLICITOR GENERAL**
Legal Services
2nd Floor, Peace Hills Trust Tower
10011 – 109 Street
Edmonton, Alberta T5J 3S8

General Enquiries:

Tel: +1 780.427.2711
Fax: +1 780.427.2789

Kim Graf

Tel: +1 780.422.9014
Fax: +1 780.425.0310

kim.graf@gov.ab.ca
ministryofjustice@gov.ab.ca

AND **MINISTRY OF THE ATTORNEY**
TO: **GENERAL (MANITOBA)**
104 Legislative Building
450 Broadway
Winnipeg, Manitoba R3C 0V8

General Enquiries:

Tel: +1 204.945.3744

Sean Boyd

Tel: +1 204.945.0165
Fax: +1 204.948.2826
Sean.Boyd@gov.mb.ca

AND **DEPARTMENT OF JUSTICE AND**
TO: **PUBLIC SAFETY**
(NEWFOUNDLAND)
P.O. Box 8700
St. John's, Newfoundland A1B 4J6

General Enquiries:

Tel: +1 709.729.5942
justice@gov.nl.ca

Minister's Office:

Andrew Parsons, Attorney General
Tel: +1 418.729.2869
Fax: +1 418.729.0469
justice@gov.nl.ca

AND **MINISTRY OF JUSTICE AND ATTORNEY**
TO: **GENERAL**
Legal Services Branch, Revenue & Taxation
400 - 1675 Douglas Street,
Victoria, BC V8W 2G5

Mailing Address:

PO BOX 9289 STN PROV GOVT,
Victoria, BC V8W 9J7

Aaron Welch

Tel: +1 250.356.8589
Fax: +1 250.387.0700

Aaron.Welch@gov.bc.ca
AGLSBRevTax@gov.bc.ca

AND **MINISTRY OF THE ATTORNEY GENERAL**
TO: **(NEW BRUNSWICK)**
Chancery Place, 2nd Floor, Room: 2001
P. O. Box 6000
Fredericton, New Brunswick E3B 1E0

General Enquiries:

Tel: +1 506.462.5100
Fax: +1 506.453.3651
justice.comments@gnb.ca

Philippe Thériault

Tel: +1 506.453.3460
Philippe.Theriault2@gnb.ca

AND **MINISTRY OF THE ATTORNEY GENERAL**
TO: **(NOVA SCOTIA)**
1690 Hollis Street
P.O. Box 7
Halifax, Nova Scotia B3J 2L6

General Enquiries:

Tel: +1 902.424.4030
justweb@gov.ns.ca

Minister's Office:

Diana C. Whelan,
Minister of Justice and Attorney General
Tel: +1 902.424.4044
Fax: +1 902.424.0510
JUSTMIN@novascotia.ca

AND **MINISTÈRE DE LA JUSTICE**
TO: **(QUÉBEC)**
Édifce Louis-Philippe-Pigeon
1200, route de l'Église, 9e étage
Québec City, Québec G1V 4M1

General Enquiries:

Tel: +1 418.643.5140
informations@justice.gouv.qc.ca

Minister's Office:

Stéphanie Vallée, Minister of Justice
Tel: +1 418.643.4210
Fax: +1 418.646.0027
ministre@justice.gouv.qc.ca

AND **MINISTRY OF JUSTICE**
TO: **(SASKATCHEWAN)**
355 Legislative Building
Regina, Saskatchewan S4S 0B3

Minister's Office:

Gordon Wyant, Minister of Justice and
Attorney General
Tel: +1 306.787.5353
Fax: +1 306.787.1232
jus.minister@gov.sk.ca

AND **DEPARTMENT OF JUSTICE AND PUBLIC**
TO: **SAFETY (PEI)**
Fourth Floor, Shaw Building, South
95 Rochford Street, P.O. Box 2000
Charlottetown, PE C1A 7N8

Minister's Office:

H. Wade MacLauchlan, Minister of Justice and
Public Safety
Tel: +1 902.368.6410
Fax: +1 902.368.6488
sthorne@gov.pe.ca

Courtesy Copies:

TO: **LONGVIEW COMMUNICATIONS**
INC.
Suite 612 - 25 York Street
Toronto, Ontario M5J 2V5

Joel Shaffer

jshaffer@longviewcomms.ca

Peter Block

pblock@longviewcomms.ca

Irina Vukosavic

ivukosavic@longviewcomms.ca

Email Service List:

mwasserman@osler.com; jdacks@osler.com; tsandler@osler.com; mdelellis@osler.com; sirving@osler.com; mcalvaruso@osler.com; ksachar@osler.com; sstidwill@osler.com; jerickson@osler.com; WMalik@osler.com; searscanada@fticonsulting.com; greg.watson@fticonsulting.com; paul.bishop@fticonsulting.com; jim.robinson@fticonsulting.com; steven.bissell@fticonsulting.com; linda.kelly@fticonsulting.com; kamran.hamidi@fticonsulting.com; William.Zheng-Bassier@fticonsulting.com; orestes.pasparakis@nortonrosefulbright.com; virginie.gauthier@nortonrosefulbright.com; alan.merskey@nortonrosefulbright.com; evan.cobb@nortonrosefulbright.com; alexander.schmitt@nortonrosefulbright.com; catherine.ma@nortonrosefulbright.com; solwayg@bennettjones.com; zweigs@bennettjones.com; ahatnay@kmlaw.ca; jlatham@goodmans.ca; rbaulke@goodmans.ca; rjacobs@casselsbrock.com; jdietrich@casselsbrock.com; skukulowicz@casselsbrock.com; bgoodis@casselsbrock.com; rschwill@dwpv.com; nmacparland@dwpv.com; sursel@upflaw.ca; sgraff@airdberlis.com; ken.rosenberg@paliareroland.com; max.starnino@paliareroland.com; lily.harmer@paliareroland.com; djmiller@tgf.ca; mmarfata@tgf.ca; bernard.boucher@blakes.com; sebastien.guy@blakes.com; jcarhart@millerthomson.com; skettle@millerthomson.com; joe.kamer@tempursealy.com; lwilliams@tgf.ca; pfoharaki@tgf.ca; charles.simco@shibleyrighton.com; JPawlyk@bmlp.ca; ashwin@canadiandownandfeather.com; andree.lamayroux@cominar.com; jshaffer@longviewcomms.ca; pblock@longviewcomms.ca; ivukosavic@longviewcomms.ca; brian@sica.ca; FGagnon@blg.com; ELefebvre@blg.com; neil.desai@cowen.com; Aaron.Welch@gov.bc.ca; AGLSBRevTax@gov.bc.ca; tdunn@mindengross.com; mkaplan@foglars.com; vdare@foglars.com; ljackson@casselsbrock.com; tpinos@casselsbrock.com; manon.deslauriers@cominar.com; mzigler@kmlaw.ca; hferris@lawsonlundell.com; harvey@chaitons.com; george@chaitons.com; nguizani@millerthomson.com; jwolf@blaney.com; dullmann@blaney.com; john.mori@cowen.com; lborsook@weirfoulds.com; cmills@millerthomson.com; jwarin@lavery.ca; nparent@beauward.com; rhamelin@beauward.com; lauren.pearce@paliareroland.com; alykhans@pafgroup.com; Alain.Casavant@revenuequebec.ca; isabelle.eckler@shibleyrighton.com; martin.poulin@dentons.com; anthony.rudman@dentons.com; ffilippelli@deloitte.ca; k.nagendra@tcs.com; ASchuitema@upflaw.ca; brandon@amentlegal.com; lbrzezinski@blaney.com; atedorescu@blaney.com; steve.lam@correpartners.com; tom.radionov@correpartners.com; alexandre.tourangeau@clcw.ca; kimberley.graham@ctreit.com; diane.winters@justice.gc.ca; delbridge.narron@springs.com; alan.mcmanus@springs.com; Sarita.sanasie@paliareroland.com; pcho@krmc-law.com; KBarrett@krmc-law.com; john.colbert@wem.ca; howard.anson@wem.ca; theresa.paquette@wem.ca; louise.murphy@wem.ca; peerless@mckenzielake.com; Lombardi@mckenzielake.com; assini@mckenzielake.com; jswartz@dwpv.com; dferland@dwpv.com; jeffkaufmanlaw@gmail.com; smoyo@upflaw.ca; AMacfarlane@blg.com; BBrooksbank@blg.com; RBelanger@blg.com; TWarnaar@kingsettcapital.com; kenneth.kraft@dentons.com; GHamilton@blg.com; pamahoney@sullivan-mahoney.com; wael.rostom@mcmillan.ca; brett.harrison@mcmillan.ca; SFriedberg@seaportglobal.com; attorneygeneral@ontario.ca; ynaqvi.mpp@liberal.ola.org; ministryofjustice@gov.ab.ca; kim.graf@gov.ab.ca; sean.boyd@gov.mb.ca; justice.comments@gnb.ca; Philippe.Theriault2@gnb.ca; justice@gov.nl.ca; justweb@gov.ns.ca; JUSTMIN@novascotia.ca; informations@justice.gouv.qc.ca; ministre@justice.gouv.qc.ca; jus.minister@gov.sk.ca; sthorne@gov.pe.ca; SFriedberg@seaportglobal.com; kgianis@contrariancapital.com; cbesant@grllp.com; James.Rego@samsonite.com; rcuervolorens@blaney.com; TGordner@blaney.com; anthony.dale@unifor.org; paul@argopartners.net; tduncan@grllp.com; h.rosenberg@battistonlaw.com; arapoport@haincapital.com; boberg@haincapital.com; rkoltai@haincapital.com; emily.lawrence@paliareroland.com; Sushrat@MehanGroup.ca; linc.rogers@blakes.com; kelly.peters@blakes.com; sglustein@alvarezandmarsal.com; anackan@farberfinacial.com; rstelzer@farberfinacial.com ; sara.vanallen@dentons.com; esther.chung@baml.com; ante.jakic@baml.com; ryan.wedde@baml.com; jmonteyne@kmlaw.ca; atang@kmlaw.ca; Gus.Tertigas@ca.ey.com; clachance@dwpv.com; edreyer@kw-law.com; aryo.shalvir@blakes.com; john.salmas@dentons.com; vanja.ginic@dentons.com; bkofman@ksvadvisory.com; ngoldstein@ksvadvisory.com; asanche@rickettsharris.com; dlangley@wvllp.ca; dsterns@sotosllp.com; aseretis@sotosllp.com; gplottel@millerthomson.com; thomas.mcrae@shibleyrighton.com; rachel.migicovsky@shibleyrighton.com; dmagisano@lerners.ca; louis.frapporti@gowlingwg.com; rtannor@tannorpartners.com; egray@mcleankerr.com; tdenari@centerbridge.com; arosen@diamondmccarthy.com; tpavalis@diamondmccarthy.com; kmccormack@contrariancapital.com; leslie.mccauley@michelin.com; blizzul@ninashoes.com; dwright@wm.com; jboyle@coxandpalmer.com; collections.group@fortisbc.com; iroher@teplitskycolson.com; ekadouri@teplitskycolson.com; kallen@upflaw.ca; Korourke@upflaw.ca; gphoenix@loonix.com; larry.swartz@sunlife.com; TDiTirro@rosenthalinc.com; sunny.handa@blakes.com; robert_cohen@lenox.com; gmurdoch@sorbaralaw.com; morrison@mmwlaw.ca; cbrock@ibew213.org; wpederson@kmlaw.com; roger.simard@dentons.com; lawofficesofteddslevine@gmail.com; akauffman@fasken.com; ndecicco@fasken.com; morr@leasedirect.com; mjilesen@litigate.com; cyung@litigate.com; sghorn@stikeman.com; vcalina@stikeman.com; egray@mcleankerr.com; rharson@beardwinter.com; aslavens@torys.com; john@jmullenlaw.ca; bzinman@bellnet.ca; ptsikis@rosdev.com; dleviton@brownandjoseph.com; mjones@brownandjoseph.com; Gabrielle.Thibaudeau@langlois.ca; Gina.Carello@langlois.ca; ivickers@blairfranklin.com; jporter@tgf.ca; aiqbal@tgf.ca; DPeat@dv-law.com; wolfgang@dv-law.com; jeffrey.levine@mcmillan.ca; dsinko@waterousholden.com; matt@vertlaw.ca; kamal@vertlaw.ca; elizabeth.rathbone@paliareroland.com; dnishimura@fieldlaw.com; MRoss@rossbarristers.com; SWalker@rossbarristers.com; kathryn.bush@blakes.com; pamela.huff@blakes.com; michael.barrack@blakes.com; jmighton@dwpv.com ; juliene.cawthornehwang@blakes.com; kiran.patel@blakes.com; hdunlop@morneaushepell.com; bwiston@morneaushepell.com; akiel@morneaushepell.com; jhnatiw@morneaushepell.com; rtomasi@sympatico.ca; gtoering@wnj.com; greg.sorrell@wwwinc.com; jtassee@daltonbrands.com; asha@lind-furniture.com; jittima@tuw.co.th; gail.rosenblum@cowen.com;; dc@vonwincapital.com;; dave.gower@gov.ab.ca; Barbara.McEwen@gov.ab.ca; patrick.shea@gowlingwg.com; jgarnet@maximumoutdoor.com; edmond.lamek@dlapiper.com; danny.nunes@dlapiper.com; amanda.segal@kattenlaw.com; dward@casselsbrock.com; jarmel@kmlaw.ca; lee.plumb@gov.ab.ca; jberman@jbermanlaw.com; tushara.weerasooriya@mcmillan.ca; stephen.brown-okruhlik@mcmillan.ca; phd.metallos@cgocable.ca; amanda.capstick@hrsc-rhcc.gc.ca; mbuttery@casselsbrock.com; nlevine@casselsbrock.com; posborne@litigate.com; mlerner@litigate.com; chunter@litigate.com; ctrivisonno@litigate.com; eep@upflaw.ca; eelder@upflaw.ca; hunderwood@polleyfaith.com ; afaith@polleyfaith.com ; jhaylock@polleyfaith.com; slockhart@polleyfaith.com ; jbirch@casselsbrock.com; ikatchin@foglars.com;; Rahat.godil@blakes.com; Laura.dougan@blakes.com; sweisz@btzlaw.ca; cfell@btzlaw.ca; mgottlieb@counsel-toronto.com; pmichell@counsel-toronto.com; punderwood@counsel-toronto.com; cindy.cheuk@dentons.com; zhi@counsel-toronto.com; lgalessiere@clegal.ca; gcamelino@clegal.ca;

TABLE OF CONTENTS

Tab		Page
1.	Notice of Motion returnable May 9, 2018	1
2.	Affidavit of Philip Mohtadi affirmed May 2, 2018	7
A.	Exhibit A - Amended Litigation Investigator Order, dated April 26, 2018	28
3.	Draft Stay Extension and Approval of Mediation Process Order	43

Tab 1

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

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

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF SEARS CANADA INC., 9370-2751
QUÉBEC INC., 191020 CANADA INC., THE CUT INC.,
SEARS CONTACT SERVICES INC., INITIUM LOGISTICS
SERVICES INC., INITIUM COMMERCE LABS INC., INITIUM
TRADING AND SOURCING CORP., SEARS FLOOR
COVERING CENTRES INC., 173470 CANADA INC., 2497089
ONTARIO INC., 6988741 CANADA INC., 10011711 CANADA
INC., 1592580 ONTARIO LIMITED, 955041 ALBERTA LTD.,
4201531 CANADA INC., 168886 CANADA INC., AND 3339611
CANADA INC.

APPLICANTS

**NOTICE OF MOTION
(Stay Extension and Approval of Mediation Process)**

The Applicants will make a motion before a judge of the Ontario Superior Court of Justice (Commercial List) on May 9, 2018 at 10:00 a.m., or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

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

THE MOTION IS FOR:

1. An Order substantially in the form attached to the Motion Record, *inter alia*:
 - (a) if necessary, abridging the time for service of this Notice of Motion and the Motion Record and dispensing with service on any person other than those served;
 - (b) extending the Stay Period (defined below) until and including July 31, 2018;

- (c) extending the Application Period (defined below) set out in the Employee Hardship Fund Term Sheet (defined below) to July 31, 2018; and
 - (d) approving a process for the mediation of significant outstanding issues in these CCAA proceedings pursuant to the Mediation Process Outline (defined below).
2. Such further and other relief as this Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

Background

1. The Applicants and SearsConnect (the “**Sears Canada Entities**”) were granted protection from their creditors under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), pursuant to the Initial Order of the Ontario Superior Court of Justice (Commercial List) dated June 22, 2017, as amended and restated (the “**Initial Order**”);
2. FTI Consulting Canada Inc. was appointed to act as the Monitor (the “**Monitor**”) in the CCAA proceeding;

Stay Extension

3. The Initial Order granted a stay of proceedings until July 22, 2017, or such later date as this Court may order (the “**Stay Period**”);
4. The Court has since extended the Stay Period until and including May 11, 2018;
5. The extension of the Stay Period is necessary to (i) allow the claims processes established pursuant to the Claims Procedure Order made on December 8, 2017 and the Employee and Retiree Claims Procedure Order made on February 22, 2018 (collectively, the “**Claims Processes**”) to continue and for the Sears Canada Entities to assist the Monitor in reviewing and attempting to resolve claims that have been submitted in the Claims Processes; (ii) to permit the Sears Canada Entities, the Monitor and significant stakeholders in the estate to participate in the proposed mediation on June 13 and 14, 2018, and to develop and report on any resolutions that

come out of that mediation; and (iii) to allow the Sears Canada Entities to continue the sales process for the real estate assets still owned by Sears Canada;

6. The Applicants have been acting in and continue to act in good faith and with due diligence in these CCAA proceedings;

7. It is just and convenient and in the interests of the Applicants and their respective stakeholders that the Stay Period be extended;

8. It is projected that the Applicants have sufficient liquidity to continue operations through the requested Stay Period;

9. The Monitor supports the extension of the Stay Period;

Application Period for Employee Hardship Fund

10. On August 18, 2017, this Court granted an order establishing an employee hardship fund pursuant to the terms of an employee hardship fund term sheet dated August 11, 2017 (the “**Employee Hardship Fund Term Sheet**”);

11. The Employee Hardship Fund Term Sheet included an application period until October 4, 2017 or, in the event of an extension of the Stay Period, such further date as determined by the Court (the “**Application Period**”);

12. The Application Period has since been extended to May 11, 2018;

13. In light of the proposed extension of the Stay Period, the Applicants are also seeking an Order extending the Application Period until July 31, 2018;

Approval of Mediation Process

14. These CCAA proceedings are at an inflection point as the inventory liquidation processes for Sears Canada are completed, a litigation investigator has been appointed pursuant to the Litigation Investigator Order made on March 2, 2018, and most significant claims bar dates in the Claims Processes have passed;

15. Given the projected level of creditor recoveries in these proceedings, the expenditure of significant amounts to thoroughly investigate every claim or to engage in extensive litigation in order to determine the precise amount of potentially-disputed claims is not justified;

16. The Sears Canada Entities and the Monitor wish to ensure that the estate's efforts are focussed on the tasks necessary to facilitate a resolution of the CCAA proceedings and a distribution of estate funds as soon as possible;

17. The Monitor and the Sears Canada Entities have met, on a without prejudice basis, with counsel who have been active in these proceedings and who represent clients with significant claims to discuss the next steps in these proceedings, including a potential mediation;

18. In addition, the Sears Canada Entities, in consultation with the Monitor, have prepared and shared a draft indicative CCAA Plan Term Sheet for discussion purposes with certain creditors who have agreed to keep such information confidential, and for use in seeking support for a resolution to the CCAA proceedings as part of a proposed mediation;

19. All the parties that attended the stakeholder meeting described above confirmed to the Monitor that they wished to participate in a mediation;

20. As a result, the Applicants are seeking approval for the Mediation Process Outline (as defined and described in the Affidavit of Philip Mohtadi affirmed May 2, 2018);

21. The Applicants are seeking approval for the Mediation Process Outline in order to provide a clear timeline and path forward in the CCAA proceedings and with the hope that the proposed mediation will be a step toward the efficient resolution of the estate, while avoiding prolonged and expensive litigation that would only serve to dilute creditor recoveries;

Other Grounds

22. The provisions of the CCAA, including sections 11 and 11.02, and the inherent and equitable jurisdiction of this Honourable Court;

23. Rules 1.04, 1.05, 2.03, 3.02, 16 and 37 of the Ontario *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended, and section 106 of the Ontario *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended; and
24. Such further and other grounds as counsel may advise and this Court may permit.

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

1. The Affidavit of Philip Mohtadi affirmed May 2, 2018 and the exhibits attached thereto;
2. The Eighteenth Report of the Monitor (to be filed); and
3. Such further and other evidence as counsel may advise and this Court may permit.

May 2, 2018

OSLER, HOSKIN & HARCOURT LLP

Box 50, 1 First Canadian Place
Toronto, ON M5X 1B8

Marc Wasserman (LSO# 44066M)
Jeremy Dacks (LSO# 41851R)
Michael De Lellis (LSO# 48038U)
Karin Sachar (LSO# 59944E)

Tel: (416) 362-2111
Fax: (416) 862-6666

Lawyers for the Applicants

TO: SERVICE LIST

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., 9370-2751 QUÉBEC INC., 191020 CANADA INC., THE CUT INC., SEARS CONTACT SERVICES INC., INITIUM LOGISTICS SERVICES INC., INITIUM COMMERCE LABS INC., INITIUM TRADING AND SOURCING CORP., SEARS FLOOR COVERING CENTRES INC., 173470 CANADA INC., 2497089 ONTARIO INC., 6988741 CANADA INC., 10011711 CANADA INC., 1592580 ONTARIO LIMITED, 955041 ALBERTA LTD., 4201531 CANADA INC., 168886 CANADA INC., AND 3339611 CANADA INC.

Applicants

Ontario
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
 Proceeding commenced at Toronto

NOTICE OF MOTION
 (Stay Extension and Approval of Mediation Process)

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

Marc Wasserman LSO# 44066M
 Tel: 416.862.4908

Jeremy Dacks LSO# 41851R
 Tel: 416.862.4923

Michael De Lellis LSO# 48038U
 Tel: 416.862.5997

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

Lawyers for the Applicants

Tab 2

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., INITIUM COMMERCE LABS INC.,
INITIUM TRADING AND SOURCING CORP., SEARS FLOOR COVERING
CENTRES INC., 173470 CANADA INC., 2497089 ONTARIO INC., 6988741
CANADA INC., 10011711 CANADA INC., 1592580 ONTARIO LIMITED,
955041 ALBERTA LTD., 4201531 CANADA INC., 168886 CANADA INC.,
AND 3339611 CANADA INC.

APPLICANTS

AFFIDAVIT OF PHILIP MOHTADI
Affirmed May 2, 2018
(Stay Extension and Approval of Mediation Process)

I, PHILIP MOHTADI, of the City of Toronto, in the Province of Ontario, AFFIRM AND SAY:

1. I am the General Counsel and Corporate Secretary of the Applicant Sears Canada Inc. (“**Sears Canada**”). I am also a director of each of the other Applicants. As such, I have personal knowledge of the matters deposed to in this Affidavit. Where I have relied on other sources for information, I have specifically referred to such sources and believe them to be true. In preparing this Affidavit, I have consulted with legal, financial and other advisors to Sears Canada, members of the senior management team of Sears Canada, and the Monitor and its counsel.
2. This Affidavit is affirmed in support of a motion by the Applicants seeking an Order, substantially in the form attached to the Motion Record: (i) extending the stay of proceedings in favour of the Applicants and SearsConnect (collectively, the “**Sears Canada Entities**”) until and

including July 31, 2018; (ii) extending the Application Period set out in the Employee Hardship Fund Term Sheet until and including July 31, 2018; and (iii) approving a process for the mediation of significant outstanding issues in these CCAA proceedings pursuant to the Mediation Process Outline defined below.

3. Capitalized terms used in this Affidavit but not defined herein have the meaning given to them in the Affidavit of Billy Wong sworn on June 22, 2017 in these proceedings, the Order of this Court made on December 8, 2017 (the “**Claims Procedure Order**”), or the Order of this Court made on February 22, 2018 (the “**Employee and Retiree Claims Procedure Order**”).

Update on CCAA Proceedings

A. Update on Claims Process

4. On December 8, 2017, the Applicants sought and were granted the Claims Procedure Order establishing a claims procedure for the identification and quantification of claims against the Sears Canada Entities and the current and former directors and officers of the Sears Canada Entities (the “**Claims Process**”).

5. The Claims Procedure Order established a number of claims bar dates, all of which have now passed with the exception of rolling bar dates for Restructuring Period Claims and Landlord Claims:

- (a) The Construction Claims Bar Date was February 15, 2018.
- (b) The General Creditor Claims Bar Date was March 2, 2018.
- (c) The General Creditor Post-Filing Claims Bar Date was April 2, 2018.

- (d) The General Creditor Restructuring Period Claims Bar Date is the later of (i) the date that is 45 days after the date on which the Monitor sends a General Creditor Claims Package with respect to a Restructuring Period Claim and (ii) the General Creditor Claims Bar Date.
- (e) The Landlord Claims Bar Date is the later of (i) the date that is 45 days after the date on which the Monitor sends a General Creditor Claims Package with respect to a Landlord Claim and (ii) April 2, 2018.

6. The Claims Procedure Order was amended by the endorsement of the Honourable Mr. Justice Hainey made on February 22, 2018 (the “**Endorsement**”) to extend the claims bar date for certain Litigation Claims (as defined in the Endorsement) to April 2, 2018.

7. Since the issuance of the Claims Procedure Order and the Employee and Retiree Claims Procedure Order (discussed below), the Monitor and the Sears Canada Entities have responded, and continue to respond, to a large volume of emails and telephone messages received from creditors of the Sears Canada Entities, including suppliers, vendors, landlords, employees, and retirees.

8. I understand that the Monitor will be filing a Monitor’s Report prior to the return of the motion that will provide a further update on the claims received in the Claims Process. In particular, I understand that the Monitor will provide an update on the total number and amount of claims filed in the Claims Process, which will be adjusted, among other things, to eliminate duplicative claims - claims where the claimant appears to have filed multiple claims for the same amount under different claim types (*e.g.*, Pre-Filing, Post-Filing, Restructuring and D&O) or against more than one Sears Canada Entity. The Monitor has advised that it expects the total

amount of claims as filed, as set out in its 17th Report dated April 11, 2018 (the “**Seventeenth Report**”) of approximately \$36 billion, will be substantially reduced.

9. The Monitor, with the assistance of its counsel and the Sears Canada Entities, has begun, but not completed, a summary review of Proofs of Claim filed in the Claims Process in order (i) to be in a position to accept, revise or reject all or a portion of each Claim set forth in each such Proof of Claim and (ii) to prepare a claims analysis to be used for the proposed mediation described below.

10. Pursuant to paragraph 56 of the Claims Procedure Order, if the Monitor intends to revise or reject a Claim of a General Creditor Claimant, it is required to send a Notice of Revision or Disallowance with its reasons for doing so by July 31, 2018.

11. The Monitor and the Sears Canada Entities are working diligently to review the Post-Filing Claims of trade suppliers that have been received and to reconcile them with the books and records of the Sears Canada Entities. The Sears Canada Entities, after review by and with the concurrence of the Monitor, are paying any such Post-Filing Claims that are determined to be valid.

B. Update on Employee and Retiree Claims Processes

12. On February 22, 2018, the Applicants sought and were granted the Employee and Retiree Claims Procedure Order establishing procedures for the identification and quantification of Employee Claims and Retiree Claims against the Sears Canada Entities and the current and former directors and officers of the Sears Canada Entities (the “**Employee and Retiree Claims Processes**” and, with the Claims Process, the “**Claims Processes**”).

13. The Employee and Retiree Claims Procedure Order, among other things, provides that the Monitor, the Applicants, Employee Representative Counsel, and Pension Representative Counsel must take steps to provide notice of the Employee and Retiree Claims Processes.

14. The following table sets out the steps required under the Employee and Retiree Claims Procedure Order to provide notice and the actions taken to satisfy those requirements:

Step Required	Deadline	Status
<p>Monitor to cause to be sent (i) an ERC Employee Package to each known ERC Employee; (ii) a Non-ERC Employee Package to each Non-ERC Employee; (iii) a PRC Retiree Package to each known PRC Retiree; (iv) a Non-PRC Retiree Package to each known Non-PRC Retiree; and (v) a Retiree Letter to each DB Only Retiree</p>	<p>5:00 p.m. on March 5, 2018</p>	<ul style="list-style-type: none"> • Claims packages were mailed to all Employees for whom the Sears Canada Entities did not have an email address on file and to all Retirees on or before March 2, 2018. • Emails were sent to Employees for whom the Sears Canada Entities had email addresses on file on or before March 4, 2018 asking them to access their claims packages through the Employee Claim Portal. • A reminder email was sent on March 11, 2018 to all Employees who had received the email described above but had not yet accessed the Employee Claim Portal. • Claims packages were mailed on March 23, 2018 to all Employees who had received the emails described above and who had not accessed the Employee Claim Portal by

		March 19, 2018.
Monitor to send a Proof of Claim Package to each known Claimant under the Employee and Retiree Claims Procedure Order who the Sears Canada Entities have advised the Monitor may have an outstanding active action, claim, or complaint as of the Filing Date but who was not sent a Claims Package or letter in accordance with paragraph 40 of the Employee and Retiree Claims Procedure Order	5:00 p.m. on March 5, 2018	<ul style="list-style-type: none"> • Emails to known Claimants under the Employee and Retiree Claims Procedure Order for whom the Sears Canada Entities had an email address on file were sent on March 2, 2018. • Claims packages were mailed out to all other known Claimants under the Employee and Retiree Claims Procedure Order on March 5, 2018.
Monitor to cause the Notice to Claimants to be published at least three times, beginning the week of February 26, 2018, in The Globe and Mail (National Edition) and the electronic edition of La Presse, and in such other publications and with such frequency as is determined by the Monitor in consultation with the Sears Canada Entities	Commencing week of February 26, 2018	<ul style="list-style-type: none"> • Published in the Globe and Mail on March 2, 7 and 10, 2018. • Published in La Presse on March 2, 7 and 12, 2018. • No other publications were determined to be necessary.
Monitor to post the Notice to Claimants and blank copies of the Claims Packages (excluding any blank Termination Claim Statement or Retiree Benefit Claim Statement) to the Monitor's Website	5:00 p.m. on February 27, 2018	<ul style="list-style-type: none"> • The documents were posted to the Monitor's website before 5:00 p.m. on February 27, 2017.
Applicants to post the Notice to Claimants to the my.sears.ca portal	5:00 p.m. on February 27, 2018	<ul style="list-style-type: none"> • The Notice to Claimants was posted to the my.sears.ca portal before 5:00 p.m. on February 27, 2017.
Employee Representative Counsel to post the Notice to Claimants and a blank copy of the ERC Employee Package (excluding any blank Termination Claim Statement) to Employee Representative Counsel's Website	5:00 p.m. on February 27, 2018	<ul style="list-style-type: none"> • The documents were posted to the Employee Representative Counsel's Website before 5:00 p.m. on February 27, 2017.

Pension Representative Counsel to post the Notice to Claimants and a blank copy of the PRC Retiree Package (excluding any blank Retiree Benefit Claim Statement) to Pension Representative Counsel's Website	5:00 p.m. on February 27, 2018	<ul style="list-style-type: none"> • The documents were posted to the Pension Representative Counsel's Website before 5:00 p.m. on February 27, 2017.
--	--------------------------------	--

15. In addition, on March 22 and 23, 2018, the Monitor and Sears Canada assisted Employee Representative Counsel in the presentation of live webinars (in English and in French) for employees who fall under the scope of engagement of Employee Representative Counsel. The webinars provided information on the Employee and Retiree Claims Processes.

16. The Employee and Retiree Claims Procedure Order provides for three claims bar dates, which have either passed or (with the exception of rolling bar dates) will pass in the near future:

- (a) The Proof of Claim Bar Date was April 9, 2018.
- (b) The Request for Correction Bar Date is the later of (i) May 7, 2018 and (ii) where a Claimant receives a Monitor Corrected Claim Statement, the date that is 30 days after the date on which such Claimant is deemed to receive such Monitor Corrected Claim Statement.
- (c) The Notice of Proposed Revision Bar Date is May 7, 2018.

17. I understand from the Monitor that, as of April 20, 2018, it had sent over 5,000 Retiree Benefit Claim Statements (totalling more than \$420 million) and over 22,000 Employee Termination Claim Statements (totalling more than \$185 million), and had received over 700 Employee and Retiree Requests for Correction. I also understand from the Monitor that it has determined that a total of 19,426 employees and retirees were eligible for the Lifetime Discount Claim (totalling more than \$16 million). Finally, I also understand that the Monitor has received

over 50 Other Employee & Retiree Proofs of Claim (totalling more than \$1 billion) in the Employee and Retiree Claims Process. With respect to the Other Employee & Retiree Proofs of Claim, the \$1 billion amount includes a number of duplicate claims filed by multiple parties (the Superintendent, Pension Plan Administrator, and Pension Representative Counsel) against the Sears Canada Entities and their Directors and Officers in respect of the defined benefit component of the Sears Pension Plan. Therefore, the Monitor expects this amount will be substantially reduced.

18. As Proofs of Claim, Notices of Proposed Revision, and Requests for Correction are received, in accordance with the Employee and Retiree Claims Procedure Order, the Monitor, in consultation with the Sears Canada Entities, is reviewing such documents in order to accept, revise or reject each Employee Claim or Retiree Claim.

19. Under the Employee and Retiree Claims Procedure Order, if the Monitor intends to accept or reject (in whole or in part) the corrections requested in a Request for Correction, it must respond by July 31, 2018. Similarly, if the Monitor intends to revise or reject an Employee Claim or Retiree Claim submitted in a Proof of Claim, it must send a Notice of Disallowance (Proof of Claim) with its reasons for doing so by July 31, 2018 (with the exception of any Proof of Claim or D&O Proof of Claim filed in respect of any Sears Pension Claim).

C. Update on Phase II Liquidation

20. On October 13, 2017, the Court granted an Order (the “**Phase II Liquidation Order**”) that provided for the liquidation of Sears Canada’s remaining locations that were not the subject of the Phase I Liquidation Order made July 18, 2017. The Phase II Liquidation sales of inventory were all completed by January 14, 2018, and sales of all furniture, fixtures and equipment at retail locations were completed by January 28, 2018.

21. Sears Canada, the Monitor and the Agent (as defined in the Phase II Liquidation Order) then proceeded to complete a reconciliation of amounts outstanding pursuant to the Agency Agreement approved by the Phase II Liquidation Order. On March 23, 2018, the Agent made a payment to Sears Canada in the amount of approximately \$39 million in full and final settlement of amounts owing in respect of the final reconciliation under the Phase II Liquidation process.

D. Update on Real Estate Sales Process

22. As part of the Court-approved Sale and Investment Solicitation Process (“SISP”), Sears Canada, through its financial advisor, BMO Nesbitt Burns Inc. (the “**Financial Advisor**”), sought offers for the purchase of Sears Canada’s owned real property. This resulted in the sale of the Winnipeg Garden City and the Upper Canada Home Store locations, which were approved by the Court and completed in late 2017.

23. Following those sales, Sears Canada continues to own the following real estate assets: (i) Upper Canada Mall full-line store in Newmarket, Ontario; (ii) a distribution centre in Belleville, Ontario; (iii) the Fleur de Lys full-line store in Quebec City, Quebec; (iv) the Windsor full-line store in Windsor, Ontario; (v) the Peterborough full-line store in Peterborough, Ontario; (vi) the Barrie full-line store in Barrie, Ontario; (vii) the Trois-Rivières full-line store in Trois-Rivières, Quebec; (viii) the Place Vertu liquidation store in Montréal, Quebec; (ix) the Lévis full-line store in Lévis, Quebec; (x) the Charlottetown full-line store in Charlottetown, Prince Edward Island (the “**Charlottetown Store**”); and (xi) residual land (the “**Residual Land**”) in each of Chicoutimi, Quebec, Edmonton, Alberta and Sainte-Agathe-des-Monts, Quebec (collectively, the “**Remaining Owned Real Estate Assets**”).

24. Although expressions of interest were received for several of the Remaining Owned Real Estate Assets in the summer and fall of 2017, Sears Canada determined, in consultation with the

Financial Advisor and the Monitor, as well as Pension Representative Counsel, Employee Representative Counsel, the Superintendent and the Pension Plan Administrator (collectively, the “**Owned Real Estate Consultation Parties**”), and their respective financial and/or real estate advisors, that better opportunities to monetize the Remaining Owned Real Estate Assets would be available only after additional due diligence materials, including environmental studies, were completed and were made available to potential purchasers.¹

25. As of February 7, 2018, the additional required due diligence information had been obtained and Sears Canada, in consultation with the Financial Advisor, the Monitor and the Owned Real Estate Consultation Parties, determined that the sale process for the Remaining Owned Real Estate Assets should continue. They also determined that the sale process should be split, with the Financial Advisor conducting the process for the Remaining Owned Real Estate Assets (other than the Charlottetown Store and the Residual Land) and a second independent party conducting the sale process for the Charlottetown Store and the Residual Land.

26. On February 7, 2018, the Financial Advisor delivered an updated sale process letter (the “**Updated Sale Process Letter**”) to those parties who previously expressed an interest in the Remaining Owned Real Estate Assets during the SISP. The Financial Advisor also delivered the Updated Sale Process Letter to potentially interested parties identified by the real estate advisor to the Superintendent. The Updated Sale Process Letter solicited bids for all of the Remaining Owned Real Estate Assets other than the Charlottetown Store and the Residual Land. It provided for a bid deadline of March 7, 2018.

¹ The Sears Canada Entities and the Monitor have consulted extensively with the Owned Real Estate Consultation Parties and their respective advisors regarding the development and progress of an updated process to market the Remaining Owned Real Estate Assets. These parties were identified as appropriate consultation parties as they represent a large and coordinated portion of the unsecured creditor class and do not have conflicting interests as they would have no interest in acquiring any of the Remaining Owned Real Estate Assets for their own benefit. All of these Owned Real Estate Consultation Parties have entered into non-disclosure agreements with Sears Canada.

27. On March 7, 2018, the Financial Advisor and the Monitor received a number of offers on the Remaining Owned Real Estate Assets that were the subject of the Updated Sale Process Letter. Since then, the Sears Canada Entities and the Financial Advisor have consulted with the Monitor and the Owned Real Estate Consultation Parties on the offers received and the Sears Canada Entities have prepared revised versions of transaction agreements. Further consultations with the Owned Real Estate Consultation Parties are currently ongoing.

28. Following discussions and consultation with the Financial Advisor, the Monitor and the Owned Real Estate Consultation Parties, Sears Canada accepted an alternative structure for the sale of the Charlottetown Store and the Residual Land on the basis that these assets could be sold more efficiently through a more flexible stand-alone process without affecting bids for the other Remaining Owned Real Estate Assets. Sears Canada, in consultation again with the Owned Real Estate Consultation Parties and the Monitor, then conducted a competitive bid process to retain a sales agent, resulting in CBRE Limited being chosen as the exclusive sales listing agent. The sale process for the Charlottetown Store and the Residual Land is underway. Subject to the receipt of environmental reports, and in consultation with the Monitor and the Owned Real Estate Consultation Parties, the Sears Canada Entities are hopeful that sales of these properties will be completed in the near term.

E. Update on Other Asset Sales

29. On December 8, 2017, the Court granted an Omnibus Approval and Vesting Order providing, among other things, for the vesting of residual assets in purchasers of those assets for each transaction that becomes subject to that order. The Omnibus Approval and Vesting Order provides for a seven-day notification process to allow interested parties to object to any transaction that is proposed to be completed pursuant to that Order. Two transaction notices were

sent to the service list pursuant to the terms of the Omnibus Approval and Vesting Order and these transactions were subsequently completed.

30. To date, the Applicants have sold a variety of residual assets, including machinery, IP addresses, IT equipment, trademarks, portions of the HVAC business, parts, vehicles, kitchen and fitness equipment, and photo studio equipment. The Applicants have now substantially completed the sales of all of the residual assets.

F. Wind-Up Proceedings for Sears Pension Plan

31. On November 10, 2017, the Superintendent issued a Notice of Intended Decision indicating that the Superintendent intended to make an order for the wind up of the Sears Canada Inc. Registered Retirement Plan (the “**Sears Pension Plan**”) effective October 1, 2017, unless a request for a hearing before the Financial Services Tribunal (“**FST**”) was submitted within thirty days. 1291079 Ontario Limited, a creditor of Sears Canada, filed a Request for a Hearing with the FST to challenge the intended decision. Sears Canada submitted a request for party status in connection with the requested hearing. However, on March 28, 2018, 1291079 Ontario Limited withdrew its request for a hearing. On March 29, 2018, the Superintendent issued an order winding-up the Sears Pension Plan, effective October 1, 2017.

G. Employee-Related Matters

32. As of May 1, 2018, the Applicants had 43 employees, comprising 28 employees at Sears Canada’s current headquarters in Toronto and 15 employees overseeing the Remaining Owned Real Estate Assets. This number will decrease as the Remaining Owned Real Estate Assets are sold and as the need for management to assist the Monitor in the Claims Processes is reduced.

33. The Monitor, the Sears Canada Entities, and Employee Representative Counsel remain in discussions with representatives of the federal government in connection with the timing and

availability of the Wage Earner Protection Program (“**WEPP**”) to the former employees of the Sears Canada Entities who qualify for the assistance provided under that program. In the 2018 federal budget, the federal government announced an increase of the maximum amount available to qualifying employees under the WEPP. However, the increase is likely not to be in effect for several months. The Monitor, the Sears Canada Entities, and Employee Representative Counsel are working together to ensure that qualifying employees receive the most favourable treatment available to them under the WEPP in the circumstances.

H. Update on Wind-Down Activities

34. The Sears Canada Entities, in consultation with the Monitor, have continued to implement a number of cost-saving initiatives as they wind-down their operations in an orderly manner and complete the liquidation of their remaining assets.

35. With the consent of the Monitor, and in light of the cessation of normal course business operations, the Sears Canada Entities have continued to disclaim leases and other contracts on a rolling basis that are no longer necessary for their limited activities. In particular, the Sears Canada Entities have disclaimed all retail store leases, with the latest lease disclaimer becoming effective on February 4, 2018. The Sears Canada Entities have also moved their head office space to a smaller location commensurate with the reduction in the number of employees and in order to reduce costs.

36. Sears Canada holds a non-exclusive royalty free license to use the Craftsman trademark in Canada (the “**License**”). As noted in the Monitor’s Fourteenth Report, Stanley Black & Decker, Inc. has proposed the consensual termination of the License in view of the cessation of Sears Canada’s operations. Sears Canada, in consultation with the Monitor, has determined that it no longer needs to use the Craftsman trademark. Therefore, subject to reaching agreement on

the terms, neither Sears Canada nor the Monitor opposes the consensual termination of the License. Sears Canada, with the assistance of the Monitor, is currently in the process of finalizing the requested consensual termination with Stanley Black & Decker Inc.

37. Sears Canada and the Monitor have informed various environmental regulators and other stakeholders that the Sears Canada Entities will no longer be able to continue various remediation, containment, and monitoring activities at sites in Alberta, Ontario, and Quebec. Each of the parties contacted was provided with notice of the Claims Process as well. On February 28, 2018, Alberta Environment and Parks issued an environmental protection order against Sears Canada and one other party covering the site of Sears Canada's former full-line store in north Calgary as well as the affected community to the south of the site. Sears Canada is in discussions with Alberta Environment and Parks about ongoing compliance with the order.

I. Cooperation with the Litigation Investigator

38. On March 2, 2018, this Court made an Order (the "**Litigation Investigator Order**") appointing Lax O'Sullivan Lisus Gottlieb LLP to the role of Litigation Investigator, with a mandate to identify and report on rights and claims that the Sears Canada Entities and/or any creditors of the Sears Canada Entities may have against any parties.

39. The Sears Canada Entities have been cooperating with the Litigation Investigator as it discharges its mandate. In particular, Sears Canada, its counsel and the Monitor have been engaged in discussions regarding the sharing of information between the Applicants and the Litigation Investigator. As a result of those discussions, it became clear that the Litigation Investigator Order would require amendments to facilitate the sharing of information by the Applicants with the Litigation Investigator. These proposed amendments were attached to the Monitor's Seventeenth Report, which was served on the Service List on April 11, 2018.

Subsequently, on April 17, 2018, Pension Representative Counsel served a Notice of Motion seeking these and other proposed amendments to the Litigation Investigator Order. At the return of the motion on April 18, 2018, concerns were raised regarding the proposed amendments and further changes were requested to the Litigation Investigator Order. After discussions between the parties who had expressed an interest in the Litigation Investigator Order, the parties in interest agreed on the terms of an amended order which was issued by this Court on April 26, 2018. A copy of the Amended Litigation Investigator Order is attached as Exhibit "A".

J. Additional Activities Since January 22 Stay Extension Motion

40. In addition to the activities described above, the Sears Canada Entities have engaged, among other things, in the following activities in these CCAA proceedings:

- (a) Provided information and assistance requested by the Monitor in its review of Intercompany Claims and its review of the Transactions of Interest (as defined in the Monitor's Eleventh Report dated January 15, 2018).
- (b) In connection with the Monitor's attempts to recover accidental payments in respect of pre-filing real property taxes made by the Sears Canada Entities, assisted the Monitor in conducting reconciliations of amounts owed to its landlords and resolving disputes with its various landlords.
- (c) Considered a transaction proposed by a potentially interested party that would, among other things, have utilized some of Sears Canada's remaining tax losses. Sears Canada ultimately decided not to proceed with the transaction. In coming to this decision, Sears Canada, in consultation with Monitor, considered, among other things, (i) the risk and uncertainty as to the ability to complete this monetization of tax losses, (ii) the near certainty that such a proposed transaction

would result in costly and time consuming Canada Revenue Agency audits of net operating losses and other tax accounts, and (iii) the time and costs required to implement a transaction of this type.

- (d) Prepared, in consultation with the Monitor, the CCAA Plan Term Sheet (as discussed in greater detail below) and engaged in preliminary discussions with stakeholders on that term sheet.

The Path Forward

41. The Sears Canada Entities believe that these CCAA proceedings are at an inflection point. The store liquidation and reconciliation with the Agent is complete, other asset realizations are substantially complete, the sale process for the Remaining Owned Real Estate Assets is ongoing, a Litigation Investigator has been appointed, and the most significant claims bar dates have passed.

42. At the same time, it has become clear that Sears Canada's creditors' recoveries in these proceedings will be limited. The Monitor has reported that recoveries are projected to be between 0 cents and 10 cents on the dollar for Sears Canada creditors². The Sears Canada Entities and the Monitor believe that the projected level of creditor recoveries do not justify the expenditure of significant amounts to thoroughly investigate every Claim or to engage in extensive litigation in order to determine the precise amount of potentially-disputed Claims.

43. Given the disparity between the projected range of recoveries and the size of the anticipated claims pool, the Sears Canada Entities and the Monitor wish to ensure that the

² As set out in the Monitor's Sixteenth Report dated April 2, 2018 (the "**Sixteenth Report**"), if Corbeil and the SLH Group are viewed on a non-consolidated basis from the other Sears Canada Entities, recoveries of creditors of Corbeil and the SLH Group could be significantly higher on a percentage basis based upon initial reviews of claims filed pursuant to the Claims Procedure Order.

estate's efforts are focussed on the tasks necessary to facilitate a distribution in the most efficient manner possible. In particular, the Sears Canada Entities and the Monitor propose to focus primarily on those tasks necessary to facilitate a resolution of the CCAA proceedings and a distribution of estate funds without material opposition.

44. As such, during the week of March 26, 2018, the Monitor and the Sears Canada Entities met with counsel who have been active in the CCAA proceedings and who represent clients with significant claims in the estate relative to the overall size of the claims pool, including landlords, Employee Representative Counsel, Pension Representative Counsel, the Superintendent, the Pension Plan Administrator, the Hometown Dealers, and certain of their respective financial advisors. The purpose of that meeting was to discuss the next steps in the CCAA proceedings, including the potential resolution of significant outstanding creditor claims and related issues in the context of a mediation, and completion of distributions to the creditors of the Sears Canada Entities through a possible plan of compromise or arrangement under the CCAA. The meeting was conducted on a without prejudice basis to facilitate a full and frank exchange of ideas and views.

45. The Sears Canada Entities, in consultation with the Monitor, have prepared a draft indicative CCAA Plan Term Sheet (the "**Term Sheet**") for discussion purposes and for use in seeking support for a resolution to the CCAA proceedings as part of a proposed mediation. As foreshadowed in the Monitor's Sixteenth Report, the Term Sheet contemplates a CCAA plan in which (i) all of the Sears Canada Entities (other than 9370-2751 Quebec Inc. ("**Corbeil**"), 191020 Canada Inc. ("**SLH**") and its wholly-owned subsidiary, 168886 Canada Inc ("**168886**")) would be consolidated; (ii) 168886 and SLH would be consolidated separately as the "SLH Group"; and (iii) Corbeil would be treated on a stand-alone basis and would not be consolidated.

The Term Sheet identifies legal and business issues for the stakeholders to consider. However, the Term Sheet does not address economic issues. Instead, it outlines a proposed CCAA Plan structure that the Sears Canada Entities believe is legally implementable and contemplates that the key economic issues and compromises necessary to make a CCAA Plan executable would be negotiated by the key stakeholders interested in those particular matters at the proposed mediation and otherwise.

46. The Term Sheet has been shared at in-person meetings with counsel for key stakeholders who attended the stakeholder meetings and have agreed to keep the Term Sheet confidential. The Sears Canada Entities have sought to assist the stakeholders in understanding the Term Sheet by having their counsel outline its proposed terms at such in-person meetings. It is anticipated that further dissemination of the Term Sheet at in-person individual stakeholder meetings, subject to confidentiality obligations, will continue between now and the date of the proposed mediation.

47. The Applicants and the Monitor believe the Term Sheet and any financial disclosure associated therewith should only be shared at this stage with a limited group of stakeholders who have agreed to maintain the confidentiality of such information. The proposed Term Sheet structure is at a preliminary stage of development, and until it is further developed into a proposed CCAA Plan that has the support of key stakeholder groups on threshold issues, there would be no material benefit to sharing this information more widely.

48. I understand that, during the week of April 2, 2018, all the parties that attended the stakeholder meeting described above confirmed to the Monitor that they wished to participate in a mediation. The following are the key terms of the proposed mediation process for which the Sears Canada Entities are seeking the approval of this Court:

- (a) *Mediation Dates*: June 13 and 14, 2018.

- (b) *Mediator*: The Honourable Regional Senior Justice Morawetz.
- (c) *Procedural Matters*: Will be at the discretion of Justice Morawetz.
- (d) *Confidentiality*: Rule 24.1.14 of the *Rules of Civil Procedure (Ontario)* will apply to the mediation such that all communications at the mediation and the mediator's notes and records will be deemed to be confidential and without prejudice settlement discussions ((a), (b), (c) and (d) collectively, the “**Mediation Process Outline**”).

49. It is anticipated that the significant stakeholders who have been active in these CCAA proceedings and participated in the stakeholder meetings described above will attend the mediation. In addition, the Monitor has asked that other interested stakeholders who may wish to participate in the mediation contact its counsel to discuss the mediation and their potential participation.

50. Any further aspects of the mediation procedure will be at the discretion of Justice Morawetz. Any requests with respect to mediation procedure are to be made through the Monitor, subject to any further direction of Justice Morawetz.

51. The proposed mediation will be focused, among other things, on the significant issue of allocation of recoveries in the CCAA proceedings. Given the projected creditor recoveries, the Sears Canada Entities believe that all parties will need to be practical and accept a “rough justice” approach to claims review and determination and to the resolution of other individual stakeholder issues.

52. The Applicants are seeking Court approval of the Mediation Process Outline in order to provide a clear timeline and path forward in the CCAA proceedings and are hopeful that the

proposed mediation will allow for the efficient resolution of the estate, while avoiding prolonged and expensive litigation that would only serve to dilute creditor recoveries. If the mediation is not successful, it is likely that an alternative approach to winding up the estate will need to be implemented on an expedited basis, potentially through a bankruptcy.

Stay Extension

53. This Court initially granted a stay of proceedings in favour of the Sears Canada Entities until and including July 22, 2017 (the “**Stay Period**”). The Stay Period was subsequently extended a number of times, most recently until and including May 11, 2018.

54. The Applicants are seeking an Order further extending the Stay Period until and including July 31, 2018³ for the following reasons:

- (a) to allow the Claims Processes to continue and for the Sears Canada Entities to assist the Monitor in reviewing and attempting to resolve Claims that have been submitted;
- (b) to permit the Sears Canada Entities, the Monitor and significant stakeholders in the estate to participate in the proposed mediation on June 13 and 14, 2018 and to develop and report on any resolutions that come out of that mediation;
- (c) July 31, 2018 is the date by which the Monitor must send a Notice of Revision or Disallowance for General Creditor Claims, accept or reject the corrections requested in a Request for Correction, and send a Notice of Disallowance (Proof of Claims) for Proofs of Claim submitted in the Employee and Retiree Claims Processes; and

³ The Applicants are also seeking an extension of the Application Period set out in the Employee Hardship Fund Term sheet until and including July 31, 2018.

- 21 -

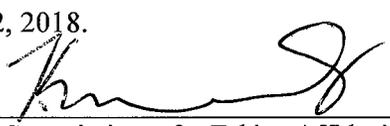
- (d) to provide the stability to allow the Sears Canada Entities to continue the sales process for the Remaining Owned Real Estate Assets.

55. I believe that the Sears Canada Entities have acted, and continue to act, in good faith and with due diligence in these CCAA proceedings. Since the Stay Period was extended on January 22, 2018, the Sears Canada Entities have closed transactions for their residual assets, completed the reconciliation for the Phase II Liquidation, obtained approval for the Employee and Retiree Claims Process, assisted the Monitor in implementing the Claims Processes, engaged in extensive stakeholder consultations and prepared the CCAA Plan Term Sheet in order to facilitate a consensual resolution of the Sears Canada Entities' estate.

56. I understand that the Monitor will be providing an updated Cash Flow Forecast which will demonstrate that the Applicants will have access to sufficient liquidity to fund operations during the requested extension of the Stay Period.

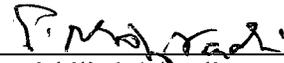
57. The Monitor has expressed its support for the extension of the Stay Period to July 31, 2018.

AFFIRMED BEFORE ME at the City of
Toronto, in the Province of Ontario on
May 2, 2018.



Commissioner for Taking Affidavits

Karim Sacher
416 862 5949



Philip Mohtadi

Tab A

THIS IS **EXHIBIT "A"** REFERRED TO IN THE
AFFIDAVIT OF PHILIP MOHTADI, AFFIRMED BEFORE ME
THIS 2nd DAY OF MAY, 2018.



A Commissioner for taking Affidavits, etc.

Karina Sachar
416 862 5944

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE

)

THURSDAY, THE 26TH

MR. JUSTICE HAINEY

)

DAY OF APRIL, 2018

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., INITIUM COMMERCE LABS INC., INITIUM
TRADING AND SOURCING CORP., SEARS FLOOR
COVERING CENTRES INC., 173470 CANADA INC., 2497089
ONTARIO INC., 6988741 CANADA INC., 10011711 CANADA
INC., 1592580 ONTARIO LIMITED, 955041 ALBERTA LTD.,
4201531 CANADA INC., 168886 CANADA INC., AND 3339611
CANADA INC.

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

AMENDED LITIGATION INVESTIGATOR ORDER

THIS MOTION, made by Representative Counsel to the court-appointed Representatives of employees and retirees with respect to pension and post-retirement benefits of the Applicants (“**Retiree Representative Counsel**”) pursuant to the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36, (the “**CCAA**”) for an order appointing a Litigation Investigator to identify and report on certain rights and claims of the Applicants and SearsConnect (collectively, the “**Sears Canada Entities**”) and/or any creditors of the Sears Canada Entities, was heard this day at 330 University Avenue, Toronto, Ontario.



ON READING the Affidavit of William Turner sworn on February 12, 2018 including the exhibits thereto, the Affidavit of William Turner sworn on August 11, 2017, including the exhibits thereto, the Affidavit of William Turner sworn on February 14, 2018 including the exhibits thereto, the Affidavit of Jules Monteyne sworn on February 14, 2018 including the exhibits thereto, the Affidavit of Leanne M. Williams sworn on February 14, 2018 including the exhibits annexed thereto, the Monitor's Fourteenth Report to the Court dated March 1, 2018, and on hearing the submissions of Retiree Representative Counsel, Representative Counsel for the employees of the Sears Canada Entities ("**Employee Representative Counsel**"), counsel for the Applicants, counsel for the Monitor, and such other counsel for various creditors and stakeholders as were present, no one else appearing although duly served as appears from the Affidavit of Service of Veronica de Leoz, sworn February 12, 2018:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that Lax O'Sullivan Lisus Gottlieb LLP is hereby appointed as Litigation Investigator (the "**Litigation Investigator**") in these CCAA proceedings for the benefit of the estates of the Sears Canada Entities and its creditors. The Litigation Investigator shall be an officer of this Court, and is appointed for the purpose of investigating, considering, and reporting to the Creditors' Committee (defined below), regarding any rights or claims, whether legal, equitable, statutory or otherwise, that the Sears Canada Entities and/or any creditors of any of the Sears Canada Entities may have as against any parties, including but not limited to current and former directors, officers, shareholders and advisors of any of the Sears Canada Entities (the "**Mandate**"). For greater certainty, the Litigation Investigator may

investigate any and all claims regardless of whether such claims have been included by creditors' proofs of claims filed pursuant to the Claims Procedure Order and E&R Claims Procedure Order (defined below), however, the Litigation Investigator shall have no role in determining, advising on, opposing, supporting, or articulating any claim of any creditor or stakeholder in the Claims Process, as defined in the Order of this Court dated December 8, 2017 as amended by Order dated February 22, 2018 or as further amended by Order of the Court (as amended, the "**Claims Procedure Order**") or any Claim as defined in the Employee and Retiree Claims Procedure Order dated February 22, 2018 (the "**E&R Claims Procedure Order**") and shall have no role in the distribution or allocation of estate funds.

Litigation Investigator Reporting

3. **THIS COURT ORDERS** that the Litigation Investigator's Mandate shall include reporting to the Creditors' Committee with such details as the Litigation Investigator considers advisable (all such reporting being collectively defined herein as the "**Report**"), taking into account any concerns of privilege and confidentiality. All Reports by the Litigation Investigator and all communications among the Creditors' Committee members and the Litigation Investigator shall be subject to common interest privilege. A Report by the Litigation Investigator will include recommendations regarding a proposed litigation plan that includes, but is not limited to:

- (a) those potential rights or claims of the Sears Canada Entities or any creditors of the Sears Canada Entities that should be pursued (if any); and
- (b) describing how and by whom such rights or claims (if any) can best be pursued or continued, including, but not limited to:

- (i) the coordination of the prosecution of such rights or claims with similar or related facts, rights or other claims that may be asserted by different parties;
- (ii) if necessary or desirable, a proposed governance structure for the Creditors' Committee created pursuant to this Order (or as same may be amended, expanded or reconstituted in future, in accordance with the terms of this Order) for the purpose of providing input to the Litigation Investigator in the prosecution of such rights, claims or causes of action; and
- (iii) consideration as to the various options available for funding the prosecution of such rights, claims or causes of action.

A confidential briefing ("**Investigator Briefing**") regarding all Reports prepared by the Litigation Investigator shall be given to the Monitor; provided that such Investigator Briefing shall be kept confidential by the Monitor and shall remain subject to privilege.

4. **THIS COURT ORDERS** that following delivery of a Report to the Creditors' Committee in accordance with its Mandate, the Litigation Investigator shall not take any further steps without a further Order of the Court. For greater certainty, nothing herein shall prevent the Litigation Investigator from seeking an Order of the Court authorizing it to pursue any claims identified pursuant to the Mandate.

The Committee

5. **THIS COURT ORDERS** that the Litigation Investigator shall fulfil his Mandate in consultation with a creditors' committee (the "**Creditors' Committee**") comprised of no more than eight (8) members (inclusive of two members on behalf of landlords) at any one time appointed by, or on behalf of the following creditor groups of the Sears Canada Entities: (i) Retiree Representative Counsel; (ii) Employee Representative Counsel; (iii) landlords; (iv) Hometown Dealers Class Action plaintiff counsel; (v) Morneau Shepell Ltd. in its capacity as Administrator for the Sears Canada Inc. Registered Retirement Plan; (vi) the Ontario Superintendent of Financial Services as Administrator of the Pension Benefits Guarantee Fund; and (vii) such other unsecured creditors of the Sears Canada Entities not represented in (i) through (vi) above as the majority of the Creditors' Committee may agree be included, in consultation with the Monitor, or as may be directed by the Court. The Creditors' Committee and the Litigation Investigator shall cooperate with the Monitor, and the Monitor shall cooperate with the Litigation Investigator and the Creditors' Committee in connection with the Mandate. The Creditors' Committee shall consult with and provide input to the Litigation Investigator with respect to the Mandate.

6. **THIS COURT ORDERS** that each member of the Creditors' Committee (including any alternates or replacements from the same stakeholder group as may be appointed by an existing member) may be a creditor itself or counsel/advisor representing that stakeholder interest, but in either case each member shall execute a Confidentiality Agreement in a form acceptable to the Litigation Investigator, the Sears Canada Entities and the Monitor prior to being entitled to participate in any discussions or meetings of the Creditors' Committee, receive any information from the Monitor, the Litigation Investigator or any other member of the Creditors' Committee,

or to receive the Report. The Litigation Investigator will meet with the Creditors' Committee at least monthly, or such other times as may be agreed by the Litigation Investigator and the Creditors' Committee. Meetings will only be conducted in person, to ensure the confidentiality of all discussions.

7. **THIS COURT ORDERS** that the Monitor shall provide to the Litigation Investigator (and, upon execution of appropriate Confidentiality Agreements, for delivery by the Litigation Investigator to the Creditors' Committee) a confidential briefing regarding the "Transactions of Interest" as identified in the Monitor's 11th Report to the Court (the "**Monitor Briefing**"). To the extent that the Litigation Investigator requests documents or information from the Sears Canada Entities and such requests are consistent with the Mandate (the "**Additional Company Information**"), then, subject to satisfactory resolution of issues of privilege and confidentiality (including any terms regarding sharing of information with the Creditors' Committee), the Sears Canada Entities shall cooperate with the Monitor to provide the Additional Company Information to the Litigation Investigator. The Monitor's delivery of the Monitor Briefing pursuant to the terms of this Order shall be subject to common interest privilege and strict confidentiality, and the Monitor is protected for so doing pursuant to section 142 of the *Courts of Justice Act* (Ontario). The Sears Canada Entities' delivery of the Additional Company Information pursuant to the terms of this Order shall be subject to strict confidentiality, and the Sears Canada Entities and their directors and officers are protected for so doing pursuant to section 142 of the *Courts of Justice Act* (Ontario). In the event of any concerns being raised regarding the delivery by the Monitor of any particular aspect of the Monitor Briefing that cannot be resolved without breaching the underlying basis for the concern, such concerns shall be resolved following a review by an independent party appointed by the Monitor and the

Litigation Investigator (or, absent agreement on the identity of such party, by the Court). Notwithstanding the foregoing, any document provided by the Sears Canada Entities as part of the Additional Company Information may be submitted by a party in receipt of such document to the court under seal for the purposes of resolving any dispute over whether such document should be produced in litigation.

8. **THIS COURT ORDERS** that the Monitor or the Sears Canada Entities, as the case may be, shall maintain copies and a record of all documents: (i) received by the Monitor from the Sears Canada Entities and provided to the Litigation Investigator in accordance with this Order; or (ii) provided by the Sears Canada Entities to the Litigation Investigator in accordance with this Order.

9. **THIS COURT ORDERS** that prior to any production of documents by the Monitor or the Sears Canada Entities to the Litigation Investigator to facilitate the fulfillment of the Mandate, the Monitor or Sears Canada Entities, as the case may be, shall take reasonable steps to review such documents to identify any:

- (a) documents that contain any communication that is between a lawyer and the ESL parties and/or Sears Holdings Corporation;
- (b) documents containing any communication by or to the ESL parties and/or Sears Holdings Corporation and/or any current or former directors or officers of the Sears Canada Entities (a "**Current or Former D&O**") created on or after November 26, 2013 and related to the 1291079 Ontario Ltd and Sears Canada Inc. et. al. class action of November 6, 2015 (Ontario Superior Court of Justice) File No. 4114/15); and

- (c) documents containing communications between a law firm and a Current or Former D&O for which privilege could reasonably be asserted, or documents that reflect legal advice or litigation work product prepared for the benefit of a Current or Former D&O, whether alone or as part of a joint retainer.

Hereafter, items a), b), and c) shall be referred to collectively as the “**Potentially Shared Privileged Documents**”). No waiver of any privilege shall have occurred by the inadvertent delivery of documents to the Litigation Investigator should a Potentially Shared Privileged Document not be identified or if any other document subject to privilege (including solicitor-client privilege, litigation privilege, and common interest privilege) is produced or disclosed to the Litigation Investigator.

10. **THIS COURT ORDERS** that in the event that the Monitor and/or Sears Canada Entities intend to produce any Potentially Shared Privileged Documents to the Litigation Investigator in facilitation of the fulfillment of the Mandate, the Monitor or the Sears Canada Entities, as the case may be, shall provide a list of such documents on reasonable notice, which shall be no less than seven days, to the ESL parties, Sears Holdings Corporation and/or the Current or Former D&Os to the extent that such parties may be able to assert privilege over the documents, so that any issue regarding privilege may be resolved by the parties or determined by this Court.

11. **THIS COURT ORDERS** that the Litigation Investigator shall create and maintain a detailed list (including creation date, sender, recipient and subject) of those document(s) received from the Sears Canada Entities (either directly or through the Monitor) that it provides to the Creditors’ Committee or their counsel or agents.

12. **THIS COURT ORDERS** that, for greater certainty, any right, claim or cause of action identified by the Litigation Investigator as capable of being advanced and that is advanced with approval of the Court, whether by the Litigation Investigator or otherwise, may be removed from the claims process established under the Claims Procedure Order or the E&R Claims Procedure Order.

13. **THIS COURT ORDERS** that the Claims Procedure Order is hereby amended as follows:

- (i) subparagraph (vii) in the definition of “Excluded Claim” is hereby amended to read as follows: “Claim that may be asserted by any of the Sears Canada Entities or that are advanced by the Litigation Investigator or any creditors, in each case, as may be permitted or directed by further Order of the Court, against the Sears Canada Entities or any Directors and/or Officers, which for greater certainty shall include any Claim that may be identified, reviewed or investigated as part of the Litigation Investigator’s Mandate (as defined in an Order of the Court dated March 2, 2018)”.

14. **THIS COURT ORDERS** that the E&R Claims Procedure Order is hereby amended as follows:

- (i) the definition of “Excluded Claim” is hereby amended to add a new subparagraph (vi) that shall read as follows: “Claim that is advanced by the Litigation Investigator or any creditors, in each case, as may be permitted or directed by further Order of the Court, against the Sears Canada Entities or any Directors and/or Officers, which for greater certainty shall include any Claim that may be identified, reviewed or

investigated as part of the Litigation Investigator's Mandate (as defined in an Order of the Court dated March 2, 2018)".

Litigation Investigator Costs

15. **THIS COURT ORDERS** that the Litigation Investigator shall be paid from the funds of the Applicants its reasonable fees and disbursements, including the fees of any counsel retained by the Litigation Investigator in respect of the Mandate, the amount of which is not to exceed a budget approved by the Creditors' Committee in consultation with the Monitor prior to the Litigation Investigator commencing work in respect of fulfilling its Mandate in accordance with this Order. The Litigation Investigator and any counsel it retains shall be paid forthwith upon rendering fully-redacted versions of their accounts to the Applicants and the Monitor. Un-redacted versions of accounts rendered by the Litigation Investigator shall be made available to the Creditors' Committee and, upon request of the Court and subject to a sealing order to protect privilege and confidentiality, to the Court. In the event of any disagreement with respect to a proposed budget, any requested increased to such budget, or any accounts rendered by the Litigation Investigator, such disagreement may be remitted to this Court for determination.

16. **THIS COURT ORDERS** that the Litigation Investigator shall be entitled to the benefit of the Administrative Charge, as defined in the Initial Order issued by the Court dated June 22, 2017 as amended, for the Litigation Investigator's costs, as security for its professional fees, taxes, and disbursements reasonably incurred.

17. **THIS COURT ORDERS** that the Litigation Investigator is hereby authorized to take all appropriate steps and do all appropriate acts necessary or desirable to carry out its Mandate in accordance with the terms of this Order.

18. **THIS COURT ORDERS** that the Litigation Investigator shall be at liberty, and is hereby authorized, at any time, to apply to this Court for advice and directions in respect of its Mandate or any variation or expansion of the powers and duties of the Litigation Investigator, which shall be brought on at least seven (7) business days' notice to the Service List in these CCAA proceedings, unless time for service is otherwise abridged.

19. **THIS COURT ORDERS** that the Litigation Investigator shall have no personal liability as a result of the performance of its duties in carrying out the provisions of this Order, save and except for liability arising out of gross negligence or wilful misconduct. The Creditors' Committee members shall have no liability as a result of their participation on the Creditors' Committee or in providing input to the Litigation Investigator, save and except for liability arising out of gross negligence or wilful misconduct.

20. **THIS COURT ORDERS** that no action or proceeding may be commenced against the Litigation Investigator or any Creditors' Committee member in respect of the performance of its or their duties under this Order without leave of this Court on seven (7) business days' notice to the Litigation Investigator and the Creditors' Committee.

21. **THIS COURT ORDERS** that notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the "BIA") in respect of any of the Applicants and any bankruptcy order issued pursuant to such applications; or
- (c) any assignment in bankruptcy made in respect of any of the Applicants;

the provisions of this Order shall be binding on any Investigator in bankruptcy or receiver that may be appointed in respect of any of the Applicants and any payments of fees and disbursements made to the Litigation Investigator in accordance with this Order shall not be void or voidable by creditors of any of the Applicants, nor shall any such payments constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or any reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

22. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative bodies having jurisdiction in Canada or in the United States of America, to give effect to this Order and to assist the Litigation Investigator 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 Litigation Investigator as may be necessary or desirable to give effect to this Order, or to assist the Litigation Investigator in carrying out the terms of this Order.


HAINEY, J.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

APR 26 2018

PER / PAR:

NB

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., INITIUM COMMERCE LABS INC., INITIUM TRADING AND SOURCING CORP., SEARS FLOOR COVERING CENTRES INC., 173470 CANADA INC., 2497089 ONTARIO INC., 6988741 CANADA INC., 10011711 CANADA INC., 1592580 ONTARIO LIMITED, 955041, ALBERTA LTD., 4201531 CANADA INC., 168886 CANADA INC., AND 3339611 CANADA INC.

(each, an "Applicant", and collectively, the "Applicants")

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

AMENDED LITIGATION INVESTIGATOR ORDER

KOSKIE MINSKY LLP
20 Queen Street West, Suite 900, Box 52
Toronto, ON M5H 3R3

Andrew J. Hatnay – LSUC No. 31885W
Tel: 416-595-2083 / Fax: 416-204-2872
Email: ahatnay@kmlaw.ca

Mark Zigler – LSUC No. 19757B
Tel: 416-595-2090 / Fax: 416-204-2877
Email: mzigler@kmlaw.ca

Representative Counsel for the Non-Unionized Retirees
and Non-Unionized Active and Former Employees of the
Sears Canada Entities

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., INITIUM COMMERCE LABS INC., INITIUM TRADING AND SOURCING CORP., SEARS FLOOR COVERING CENTRES INC., 173470 CANADA INC., 2497089 ONTARIO INC., 6988741 CANADA INC., 10011711 CANADA INC., 1592580 ONTARIO LIMITED, 955041 ALBERTA LTD., 4201531 CANADA INC., 168886 CANADA INC., AND 3339611 CANADA INC.

Applicants

Ontario
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
 Proceeding commenced at Toronto

AFFIDAVIT OF PHILIP MOHTADI
 (Stay Extension and Approval of Mediation Process)

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

Marc Wasserman LSO# 44066M
 Tel: 416.862.4908

Jeremy Dacks LSO# 41851R
 Tel: 416.862.4923

Michael De Lellis LSO# 48038U
 Tel: 416.862.5997

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

Lawyers for the Applicants

Tab 3

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.)	WEDNESDAY, THE 9 TH
)	
JUSTICE HAINEY)	DAY OF MAY, 2018

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., INITIUM COMMERCE LABS INC., INITIUM TRADING AND SOURCING CORP., SEARS FLOOR COVERING CENTRES INC., 173470 CANADA INC., 2497089 ONTARIO INC., 6988741 CANADA INC., 10011711 CANADA INC., 1592580 ONTARIO LIMITED, 955041 ALBERTA LTD., 4201531 CANADA INC., 168886 CANADA INC., AND 3339611 CANADA INC.

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

ORDER

(Stay Extension and Approval of Mediation Process)

THIS MOTION, made by the Applicants pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), for an order (i) extending the Stay Period (defined below) until and including July 31, 2018; (ii) extending the Application Period set out in the Employee Hardship Fund Term Sheet to July 31, 2018; and (iii) approving a process for the mediation of significant outstanding issues in these CCAA proceedings pursuant to the Mediation Process Outline (defined below), and certain other relief, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion of the Applicants, the Affidavit of Philip Mohtadi affirmed May 2, 2018 (the “**Mohtadi Affidavit**”), the Eighteenth Report of the Monitor, and on

hearing the submissions of respective counsel for the Applicants and SearsConnect (collectively, the “**Sears Canada Entities**”), the Monitor, and such other counsel as were present, no one else appearing although duly served as appears from the Affidavit of Service of [*] sworn [*], 2018, filed:

SERVICE AND DEFINITIONS

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

EXTENSION OF THE STAY PERIOD

2. **THIS COURT ORDERS** that the Stay Period (as defined in paragraph 14 of the Amended and Restated Initial Order dated June 22, 2017) is hereby extended from May 11, 2018, until and including July 31, 2018. Further, the Application Period set out in the Employee Hardship Fund Term Sheet, approved by the Court on August 18, 2017, shall also be extended until and including July 31, 2018.

APPROVAL OF MEDIATION PROCESS

3. **THIS COURT ORDERS** that the Mediation Process Outline (as defined and described at paragraph 48 of the Mohtadi Affidavit) be and is hereby approved.

GENERAL

4. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

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 of America, to give effect to this Order and to assist the Applicants, the Monitor 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 Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

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., INTIUM LOGISTICS SERVICES INC., INTIUM COMMERCE LABS INC., INTIUM TRADING AND SOURCING CORP., SEARS FLOOR COVERING CENTRES INC., 173470 CANADA INC., 2497089 ONTARIO INC., 6988741 CANADA INC., 10011711 CANADA INC., 1592580 ONTARIO LIMITED, 955041 ALBERTA LTD., 4201531 CANADA INC., 168886 CANADA INC., AND 3339611 CANADA INC.

Applicants

Ontario

**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

ORDER

**(Stay Extension and Approval of Mediation
Process)**

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

Marc Wasserman LSO# 44066M
Tel: 416.862.4908

Jeremy Dacks LSO# 41851R
Tel: 416.862.4923

Michael De Lellis LSO# 48038U
Tel: 416.862.5997

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

Lawyers for the Applicants

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., 9370-2751 QUÉBEC INC., 191020 CANADA INC., THE CUT INC., SEARS CONTACT SERVICES INC., INITIUM LOGISTICS SERVICES INC., INITIUM COMMERCE LABS INC., INITIUM TRADING AND SOURCING CORP., SEARS FLOOR COVERING CENTRES INC., 173470 CANADA INC., 2497089 ONTARIO INC., 6988741 CANADA INC., 10011711 CANADA INC., 1592580 ONTARIO LIMITED, 955041 ALBERTA LTD., 4201531 CANADA INC., 168886 CANADA INC., AND 3339611 CANADA INC.

Applicants

Ontario

**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

MOTION RECORD OF THE APPLICANTS
(Stay Extension and Approval of Mediation Process)

OSLER, HOSKIN & HARCOURT LLP

P.O. Box 50, 1 First Canadian Place
Toronto, ON M5X 1B8

Marc Wasserman LSO# 44066M

Tel: 416.862.4908

Jeremy Dacks LSO# 41851R

Tel: 416.862.4923

Michael De Lellis LSO# 48038U

Tel: 416.862.5997

Karin Saehar LSO# 59944E

Tel: 416.862.5949

Fax: 416.862.6666

Lawyers for the Applicants