

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

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

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

**MOTION RECORD OF THE MONITOR  
(returnable March 2, 2018)**

March 1, 2018

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

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

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

**MOTION RECORD OF THE MONITOR  
(Motion re Pre-Filing Tax Payments Order)  
(returnable March 2, 2018)**

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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF SEARS  
CANADA INC., CORBEIL ÉLECTRIQUE INC., S.L.H. TRANSPORT INC., THE CUT INC.,  
SEARS CONTACT SERVICES INC., INITIUM LOGISTICS SERVICES INC., INITIUM  
COMMERCE LABS INC., INITIUM TRADING AND SOURCING CORP., SEARS FLOOR  
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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  
(returnable March 2, 2018)**

FTI Consulting Canada Inc., in its capacity as Court-appointed monitor (the "**Monitor**") in the proceedings of the Applicants pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. c-36, as amended (the "**CCAA**") will make a motion to a Judge, on Friday, March 2, 2018, at 9:00 am or as soon after that time as the motion can be heard, at the courthouse located at 330 University Avenue.

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

**THE MOTION IS FOR:**

1 an Order, substantially in the form attached as Schedule "A" hereto (the "**Intercompany Claims Report Extension Order**"):

- (a) abridging the time for service of this Notice of Motion and the Motion Record, to be filed, and dispensing with service on any person other than those served; and

(b) extending the deadline by which the Intercompany Claims Report (as defined below) must be served on the Service List and filed with the Court to April 2, 2018; and

2 Such further and other relief as this Court may deem just.

**THE GROUNDS FOR THE MOTION ARE:**

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

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

3 On December 8, 2017, the Court made an Order (the “**Claims Procedure Order**”) establishing a claims procedure for the identification and quantification of certain claims against the Applicants, and their current and former directors and officers;

4 The Claims Process Order provided that the Monitor would prepare a report to be served on the Service List and filed with the Court for its consideration, that would detail the Monitor’s review of all Intercompany Claims (as defined in the Claims Procedure Order) and assessing the validity and quantum of such Claims (the “**Intercompany Claims Report**”), with any Intercompany Claim identified thereby to be deemed to have been properly submitted via a proof of claim;

5 The Claims Procedure Order required that the Intercompany Claims Report be served on or before March 2, 2018, unless otherwise ordered by this Court on application by the Monitor;

6 Although progress has been made by the Monitor towards this task, the Monitor requires additional time to complete its review of all Intercompany Claims, analyze and assess the validity and quantum of all intercompany claims, and document its findings in the Intercompany Claims Report;

7 The Monitor also requires a substantial amount of assistance from the Applicants and their employees in order to complete the Intercompany Claims Report;

8 However, there have been significant demands on the Applicants' limited remaining employees, including in connection with negotiating and preparing for the employee and retiree claims process ordered by this Court on February 22, 2018 which the Monitor was also heavily involved in, and so additional time is required for completion of the Intercompany Claims Report;

9 The Monitor believes that there is no prejudice to stakeholders in having the deadline for completion of the Intercompany Claims Report extended by one month to April 2, 2018;

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

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

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

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

1 The Fourteenth Report of the Monitor to be filed; and

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

February 28, 2018

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TO: **THE SERVICE LIST**

**SCHEDULE "A"**

(attached)

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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR.	)	FRIDAY, THE 2 <sup>nd</sup>
JUSTICE HAINEY	)	DAY OF MARCH, 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  
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4201531 CANADA INC., 168886 CANADA INC., AND 3339611  
CANADA INC.

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

**INTERCOMPANY CLAIMS REPORT EXTENSION ORDER**

THIS MOTION, made by FTI Consulting Canada Inc. in its capacity as Monitor of the Applicants (the “**Monitor**”), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. c-36, as amended (the “**CCAA**”) for an order extending the time for the Monitor to serve and file the Intercompany Claims Report (as defined below), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion of the Monitor, the Fourteenth Report of the Monitor dated ● , 2018, filed, and on hearing the submissions of respective counsel for the

Draft

Applicants and 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 ●,

### **SERVICE**

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**

2. THIS COURT ORDERS that notwithstanding paragraph 60 of the Claims Procedure Order issued by the Court on December 8, 2017, the Monitor shall have until April 2, 2018 to serve the Monitor's Intercompany Claims Report on the Service List and file it with this Court.

---

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.

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*Ontario*  
**SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**INTERCOMPANY CLAIMS REPORT EXTENSION ORDER**

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AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF SEARS  
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**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**

Proceeding commenced at TORONTO

**NOTICE OF MOTION**  
**(Motion for a Intercompany Extension Order)**  
**(returnable March 2, 2018)**

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

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF SEARS  
CANADA INC., et al.

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

Proceeding commenced at TORONTO

**MOTION RECORD OF THE MONITOR  
(returnable March 2, 2018)**

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