

**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.

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**MOTION RECORD OF THE APPLICANTS  
(Stay Extension, Appointment of Claims Officer, Approval of Fees,  
and Amendment of Style of Cause, returnable January 22, 2018)**

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# TAB 1

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

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

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

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

APPLICANTS

**NOTICE OF MOTION**

**(Motion for Stay Extension, Appointment of Claims Officer, Approval of Fees,  
and Amendment to Style of Cause)**

The Applicants will make a motion before a judge of the Ontario Superior Court of Justice (Commercial List) on January 22, 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 April 27, 2018;

- (c) extending the Application Period set out in the Employee Hardship Fund Term Sheet to April 27, 2018;
  - (d) appointing the Hon. Dennis O'Connor as a Claims Officer for purposes of the Claims Procedure Order dated December 8, 2017 (the "**Claims Procedure Order**");
  - (e) amending the style of cause for these CCAA proceedings as a result of the closing of the going concern transactions involving the Applicants Corbeil Électrique Inc. ("**Corbeil**") and S.L.H. Transport Inc. ("**SLH**"); and
  - (f) approving the fees and disbursements of FTI Consulting Canada Inc., in its capacity as Monitor (the "**Monitor**"), and its counsel, Norton Rose Fulbright Canada LLP ("**NRF**") for the period up to and including December 31, 2017.
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 January 22, 2018;

5. The extension of the Stay Period is necessary and appropriate in the circumstances to allow the Claims Process established by the Claims Procedure Order to be implemented in accordance with its terms and for the Sears Canada Entities to assist the Monitor in reviewing and attempting to resolve Claims submitted in the Claims Process, to finalize the development of and seek approval of the Employee Claims Process and Pensioner Claims Process (both as defined in the Claims Procedure Order), to complete the Phase II Liquidation and to carry out the reconciliation with the Agent (as defined in the Phase II Liquidation Order dated October 13, 2017), to complete transactions with respect to the Sears Canada Entities' residual assets, and to assess and implement value maximizing options for Sears Canada Inc.'s remaining owned real estate;

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;

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 of proceedings, such further date as determined by the Court;

12. The Application Period has since been extended to January 22, 2018;

13. In light of the proposed extension of the Stay Period, the Applicants are also seeking an Order extending the Application Period until April 27, 2018;

### **Appointment of Claims Officer**

14. The Claims Procedure Order appointed the Hon. James Farley “and such other Persons as may be appointed by the Court from time to time” to act as a Claims Officer;

15. In light of the number and complexity of Claims anticipated to be filed in the Claims Process, the Applicants are seeking an Order appointing the Hon. Dennis O’Connor as a second Claims Officer;

### **Style of Cause**

16. Following the sale of the assets and business of Corbeil to Am-Cam Électroménagers Inc., Corbeil’s name was changed to 9370-2751 Québec Inc.;

17. Following the sale of the assets and business of SLH to 8507597 Canada Inc., SLH’s name was changed to 191020 Canada Inc.;

18. As a result, the Applicants are seeking an Order amending the style of cause of these CCAA proceedings and replacing the names S.L.H. Transport Inc. and Corbeil Électrique Inc. with 191020 Canada Inc. and 9370-2751 Québec Inc., respectively;

### **Fee Approval**

19. The Monitor’s Eleventh Report and the fee affidavits included therewith in connection with this motion will include detailed information on the fees and disbursements of the Monitor and NRF during the period up to and including December 31, 2017;

### **Other Grounds**

20. The provisions of the CCAA, including section 11.02, and the inherent and equitable jurisdiction of this Honourable Court;

21. 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

22. 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 January 15, 2018 and the exhibits attached thereto;
2. The Eleventh Report of the Monitor (to be filed); and
3. Such further and other evidence as counsel may advise and this Court may permit.

January 15, 2018

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

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

Applicants

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

Proceeding commenced at Toronto

**NOTICE OF MOTION**

(Motion for Stay Extension, Appointment of Claims Officer, Approval of Fees, and Amendment to Style of Cause)

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# TAB 2

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

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

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

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

APPLICANTS

**AFFIDAVIT OF PHILIP MOHTADI**  
**Affirmed January 15, 2018**  
**(Stay Extension, Appointment of Claims Officer, Approval of Fees,  
and Amendment to Style of Cause)**

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 as well as other members of the senior management team of Sears Canada.
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 April 27, 2018; (ii) extending the Application Period set out in the Employee Hardship Fund Term Sheet to April 27, 2018; (iii) appointing the Hon. Dennis O’Connor as a Claims Officer for purposes of the Claims Procedure Order dated December 8, 2017 (the “**Claims Procedure Order**”); (iv) amending the style of cause for these CCAA proceedings as a result of the closing of the going concern transactions involving the Applicants Corbeil and SLH (both as defined below); and (v) approving the fees and disbursements of the Monitor (as defined below) and its counsel, Norton Rose Fulbright Canada LLP.

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 or the 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, which, among other things, provides that the Monitor, the Applicants, Employee Representative Counsel, Pension Representative Counsel and the Pension Plan Administrator must take certain steps to provide notice of the Claims Process.

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

<b>Step Required by Claims Procedure Order</b>	<b>Deadline</b>	<b>Status</b>
Monitor to post the Notice to General Creditor Claimants, the Employee Letter, the Other Employee Letter, the Pensioner Letter and the General	5:00 p.m. on December 13, 2017	All documents were posted to the Monitor’s Website before

Creditor Claims Package to the Monitor's Website		5:00 p.m. on December 13 2017
Monitor to send a General Creditor Claims Package to (i) each party that appears on the Service List or has requested a General Creditor Claims Package; and (ii) any Person known to the Sears Canada Entities as potentially asserting a General Creditor Claim against any of the Sears Canada Entities, excluding any potential General Creditor Claimant with a potential General Creditor Claim below \$1,000 and that is not a Sears Supplier	5:00 p.m. on December 20, 2017	Sent via regular mail before 5:00 p.m. on December 20, 2017
Monitor to cause a Construction Claims Package to be sent to all known Construction Claimants who are Construction Contractors	5:00 p.m. on December 20, 2017	Sent via regular mail before 5:00 p.m. on December 20, 2017
Monitor to cause the Notice to General Creditor Claimants to be published at least three times in the Globe and Mail (National Edition) and La Presse, and in such international publications with such frequency as is determined by the Monitor, in consultation with the Sears Canada Entities	N/A	<ul style="list-style-type: none"> <li>• Published in the Globe and Mail on December 14 and 19, 2017, and January 10, 2018</li> <li>• Published in La Presse on December 16 and 23, 2017, and scheduled for January 30, 2018</li> <li>• Published in the New York Times, South China Morning Post, and Wall Street Journal on January 10, 2018</li> </ul>
Monitor to cause the Employee Letter to be sent to all Employees represented by Employee Representative Counsel	5:00 p.m. on December 20, 2017	Sent via regular mail on December 15, 2017
Monitor to cause the Other Employee Letter to be sent to all Employees not represented by Employee Representative Counsel (provided that where such Employees are subject to union representation, the Monitor was to only send the letter to the unions representing the unionized Employees)	5:00 p.m. on December 20, 2017	Sent via regular mail on December 18, 2017

Employee Representative Counsel to post Employee Letter on Employee Representative Counsel's Website	5:00 p.m. on December 20, 2017	Posted on December 13, 2017
Pension Representative Counsel to cause the Pensioner Letter to be sent to all Pensioners	5:00 p.m. on December 20, 2017	Sent before 5:00 p.m. on December 20, 2017
Pension Representative Counsel to post the Pensioner Letter to the Pension Representative Counsel's Website	5:00 p.m. on December 20, 2017	Posted on December 19, 2017
Pension Plan Administrator to post the Pensioner Letter to the Pension Plan Administrator Website	5:00 p.m. on December 20, 2017	Posted
Applicants to post the Employee Letter, the Other Employee Letter and the Pensioner Letter to the my.sears.ca portal maintained for current and former employees	5:00 p.m. on December 20, 2017	Posted on December 18, 2017

6. I understand from the Monitor that it has received numerous inquiries from creditors with respect to the filing of Proofs of Claim pursuant to the Claims Procedure Order. The Monitor, in consultation with the Sears Canada Entities, as appropriate, is responding to these inquiries and providing assistance to potential creditors. As Proofs of Claim are received, in accordance with the Claims Procedure Order, the Monitor, in consultation with the Sears Canada Entities, will review the Proofs of Claim in order to accept, revise or reject each Claim set forth in each such Proof of Claim.

7. 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 will send a Notice of Revision or Disallowance with its reasons for doing so by no later than July 31, 2018.

8. The Claims Procedure Order provided that the Applicants would return to Court to seek approval of an Employee Claims Process and a Pensioner Claims Process, which would be developed in consultation with Employee Representative Counsel, Pension Representative Counsel, the Pension Plan Administrator, the Superintendent, and the Monitor, as appropriate. The

Applicants have been working closely with these parties to develop both the Employee and Pensioner Claims Processes, and intend to return to Court shortly during the proposed extended Stay Period (as defined below) to seek approval for the processes.

**B. Update on Phase II Liquidation**

9. 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, including 74 Full-Line stores and 8 Home Stores, that were not the subject of the Phase I Liquidation Order made July 18, 2017. The Phase II Liquidation Order required that the liquidation sales be completed by January 21, 2018 and the sale and removal of all furniture, fixtures and equipment owned by Sears Canada (“**FF&E**”) be completed by February 5, 2018.

10. The Phase II Liquidation commenced on October 19, 2017. The liquidation sales at all 82 stores were completed ahead of schedule on January 14, 2018, and all stores were closed to the public by that date. The sale and removal of all FF&E is expected to be completed by January 28, 2018. The Applicants will then proceed with completing a reconciliation with the Agent (as defined in the Phase II Liquidation Order) in the following weeks.

11. As part of the closing of its retail operations, Sears Canada, with the assistance of the Monitor, has been working with its landlords to facilitate the return of its leased premises to the landlords and to reconcile amounts owing between the company and its landlords.

**C. Update on Real Estate Sales Process**

12. On October 27, 2017, the Court issued an endorsement (the “**October 27 Endorsement**”) amending the Order made July 13, 2017 (the “**SISP Approval Order**”) with respect to store leases not included in a transaction that had previously been approved by the Court (each a “**Lease**”).

The October 27 Endorsement provided that the Applicants would comply with the following terms in respect of these Leases:

- (a) Select Successful Bids (as defined in the SISP Approval Order) with respect to a Lease and complete definitive documentation related thereto (the “**Lease Agreement**”) by November 30, 2017;
- (b) Advise the relevant landlords that their Lease(s) are the subject of a Lease Agreement and of the identity of the parties to such Lease Agreement immediately upon execution of a Lease Agreement and no later than November 30, 2017;
- (c) Obtain any necessary Approval and Vesting Orders and close the transactions by no later than December 29, 2017;
- (d) For Leases not subject to a Lease Agreement (the “**Remaining Leases**”), advise the relevant landlords that their Leases are a Remaining Lease by no later than December 1, 2017; and
- (e) Disclaim, in accordance with the CCAA, any Remaining Leases and any Leases that were the subject matter of a Lease Agreement that did not close by December 29, 2017 by no later than February 6, 2018.

13. The Applicants have complied with the requirements set out in the October 27 Endorsement. Lease Agreements were not finalized for any of the Leases by the November 30, 2017 deadline. As such, the Applicants issued the required notices to all relevant landlords informing them that their leases were not subject to a Lease Agreement before the December 1, 2017 deadline, with the exception of a single location where discussions with the landlord regarding a potential lease-transfer transaction were ongoing.

14. In accordance with the October 27 Endorsement, the Applicants have issued disclaimer notices for all Remaining Leases (including the location where discussions regarding a potential lease-transfer transaction were ongoing), with the latest lease disclaimer currently scheduled to become effective on February 4, 2018. In order to minimize continued occupancy costs, the Applicants worked closely with the Agent to time disclaimer notices to coincide with the cessation of the liquidation sale and FF&E removal at individual locations.

15. The Applicants have also been working to wind-down their operations at their four remaining distribution centres (three leased and one owned) as part of the completion of the Phase II Liquidation. It is anticipated that the Applicants will have exited all of their remaining leased distribution centres by February 3, 2018. The Applicants have engaged a third party professional to conduct a sale of their remaining equipment and similar assets located at these distribution centres.

16. The Sears Canada Entities, with the assistance of their legal and financial advisors and the Monitor, and with input from Representative Counsel and counsel for the Superintendent and for the Pension Plan Administrator and their financial advisors (all of whom are subject to confidentiality agreements with the Applicants), continue to assess various options for maximizing value from the real estate owned by the Sears Canada Entities.

**D. Update on Other Asset Sales**

17. On December 8, 2017, the Court granted an Approval and Vesting Order approving an asset purchase agreement between Sears Canada, as vendor, Viking Range, LLC, as purchaser, and The Middleby Corporation (the “**Viking APA**”). The Sears Canada Entities entered into the Viking APA after the Court permitted The Middleby Corporation to exercise a right of first refusal with respect to Canadian trademarks exclusively related to the “Viking” trademark and brand. On

January 4, 2018, the Monitor delivered its Monitor's Certificate and the transactions contemplated by the Viking APA closed.

18. On December 21, 2017, the Court granted an Approval and Vesting Order approving a sale transaction between Sears Canada as vendor, Buyers Group of Mississauga Inc. as purchaser and DirectBuy Home Improvement as parent with respect to certain assets related to Sears Canada's Major Appliances Protection Agreement Business and certain internet protocol address blocks (the "**Parts APA**"). The Parts APA and the Approval and Vesting Order contemplated a two-stage closing to allow Sears Canada to keep certain "Retained IP Addresses" for a period of time. On December 21, 2017, the Monitor delivered its Monitor's Certificate triggering the vesting of the Purchased Assets under the Parts APA in the purchaser with the exception of the Retained IP Addresses and the transaction closed. The Parts APA contemplates that the Retained IP Addresses will be transferred to the purchaser in May 2018 at which time the portion of the purchaser price allocated to the Retained IP Addresses will be released from escrow.

19. 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 with a purchase price of up to \$5 million. 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. Transactions valued at greater than \$5 million are still required to be approved by the Court. In circumstances where vesting or court approval is not required, the Applicants will be liquidating their remaining sundry assets under the supervision of the Monitor and the Special Committee. To date, the Applicants have sold a variety of residual assets including machinery, IT equipment,

trademarks, portions of the HVAC business, parts, vehicles, kitchen and fitness equipment, and photo studio equipment.

**E. Wind-up Proceedings for Sears Pension Plan**

20. 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.

21. Sears Canada has applied for party status in the proceedings before the FST to ensure that it can participate in and monitor the proceedings in light of their potential overlap with the CCAA Proceedings. The FST is currently in the process of canvassing dates in March 2018 for the scheduling of a pre-hearing conference with respect to the Request for a Hearing.

**F. Update on Wind-down Activities**

22. The Sears Canada Entities, in consultation with the Monitor, have implemented a number of cost-saving initiatives as they wind-down their operations and liquidate their remaining assets.

23. With the consent of the Monitor, the Sears Canada Entities have continued to disclaim leases and other contracts on a rolling basis that are not vital to the Sears Canada Entities’ business as they wind down. The contracts disclaimed by the Sears Canada Entities include agreements with non-essential IT and other service providers, licensing agreements that were not necessary for the liquidation sales, all remaining leases for retail locations that are not owned or were not part of a previously approved transaction in the SISP in accordance with the October 27 Endorsement, and the leases for Sears Canada’s distribution centres located in Vaughan, Montreal,

and Calgary and a warehouse in Quebec City. Further contract disclaimers will be issued in the coming weeks as Sears Canada vacates its remaining store locations.

24. With respect to employees, the Sears Canada Entities have continued to reduce their head count at both the head office and store level as operations are wound down across the country. It is anticipated that by the end of January that approximately 70 non-store level employees will remain employed by the Sears Canada Entities.

25. Further, the Sears Canada Entities 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.

**G. Consultations with Stakeholders**

26. The Sears Canada Entities and the Monitor have continued to engage in consultations with significant stakeholders, including general creditors, Construction Claimants, Representative Counsel, the Superintendent, the Pension Plan Administrator, and the Sears Canada Entities' landlords. It is anticipated that such consultations will continue in the coming weeks and months in anticipation of Proofs of Claims being received by the General Creditor Claims Bar Date of March 2, 2018 and the Landlord Claims Bar Date of April 2, 2018.

**Appointment of Claims Officer**

27. The Claims Procedure Order appointed the Hon. James Farley "and such other Persons as may be appointed by the Court from time to time" to act as a Claims Officer for the Claims Process. In light of the number and complexity of Claims anticipated to be filed in the Claims Process, the Applicants are seeking an Order appointing the Hon. Dennis O'Connor as a second Claims Officer.

### **Change of Style of Cause of CCAA Proceedings**

28. Following the sale of the assets and business of Corbeil Électrique Inc. (“**Corbeil**”) to Am-Cam Électroménagers Inc., Corbeil’s name was changed to 9370-2751 Québec Inc. Similarly, after the sale of the assets and business of S.L.H. Transport Inc. (“**SLH**”) to 8507597 Canada Inc., SLH’s name was changed to 191020 Canada Inc. As a result, the Applicants are seeking an Order amending the style of cause of these CCAA proceedings and replacing the names S.L.H. Transport Inc. and Corbeil Électrique Inc. with 191020 Canada Inc. and 9370-2751 Québec Inc., respectively.

### **Stay Extension**

29. 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 January 22, 2018.

30. The Applicants are seeking an Order extending the Stay Period until and including April 27, 2018. The extension of the Stay Period is necessary to allow the Claims Process to continue to be implemented in accordance with its terms and for the Sears Canada Entities to assist the Monitor in reviewing and attempting to resolve Claims submitted in the Claims Process. The Applicants believe that the proposed extension of the Stay Period is appropriate in light of the General Creditor Claims Bar Date of March 2, 2018, the General Creditor Post-Filing Claims Bar Date of April 2, 2018, and the Landlord Claims Bar Date of April 2, 2018 set by the Court in the Claims Procedure Order, as it will allow the Monitor and the Applicants sufficient time to report to the Court and the stakeholders with respect to the Claims submitted in the Claims Process. In addition, the proposed extended Stay Period is necessary to allow the Sears Canada Entities to finalize the development of and seek approval of the Employee Claims Process and Pensioner Claims Process.

31. With respect to remaining asset realizations, the proposed extended Stay Period will allow the Sears Canada Entities to: (i) complete the Phase II Liquidation and to carry out the reconciliation with the Agent; (ii) complete transactions with respect to the Sears Canada Entities' residual assets; and (iii) assess and implement value maximizing options for its remaining owned real estate.

32. The Applicants intend to use the proposed extended Stay Period to continue stakeholder discussions concerning these CCAA proceedings. It is the Applicants' hope that once Claims are filed and the asset monetization process is complete that a consensual resolution of the estate can be achieved without prolonged and expensive litigation that would only serve to dilute creditor recoveries.

33. 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 most recent extension of the Stay Period, the Sears Canada Entities have closed the transactions approved by this Court on October 4, 2017 and subsequently, and have been working diligently to conduct the Phase II Liquidation to maximize recoveries for all stakeholders. In addition, the Sears Canada Entities obtained Court approval for the Claims Process, which is now underway.

34. 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.

35. The Monitor has expressed its support for the extension of the Stay Period to April 27, 2018.

**Fee Approval**

36. The Applicants' motion also includes a request for approval of the fees and disbursements of the Monitor and its counsel, Norton Rose Fulbright Canada LLP, for the period up to and including December 31, 2017. I am advised by counsel to the Monitor that the Monitor's Eleventh Report and the fee affidavits included therewith in connection with this motion will include detailed information on these fees and disbursements of the Monitor and Norton Rose Fulbright Canada LLP during this period.

AFFIRMED BEFORE ME at the City of  
Toronto, in the Province of Ontario on  
January 15, 2018.



Waleed Maliki  
Commissioner for Taking Affidavits  
WALEED MALIKI  
LSO. Number 678460

P. Mohtadi  
Philip Mohtadi

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.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.

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

Applicants

*Ontario*

**SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**AFFIDAVIT OF PHILIP MOHTADI**

(Stay Extension, Appointment of Claims Officer, Approval  
of Fees, and Amendment to Style of Cause)

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Lawyers for the Applicants

# TAB 3

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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR.	)	MONDAY, THE 22 <sup>ND</sup>
	)	
JUSTICE HAINEY	)	DAY OF JANUARY, 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., 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.

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

**ORDER**

**(Stay Extension, Appointment of Claims Officer, Approval of Fees,  
and Amendment to Style of Cause)**

**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 April 27, 2018; (ii) extending the Application Period set out in the Employee Hardship Fund Term Sheet to April 27, 2018; (iii) appointing the Hon. Dennis O'Connor as a Claims Officer for purposes of the Claims Procedure Order dated December 8, 2017 (the “**Claims Procedure Order**”); (iv) amending the style of cause for these CCAA proceedings as a result of the closing of the going concern transactions involving the Applicants Corbeil Électrique Inc. (“**Corbeil**”) and S.L.H. Transport Inc. (“**SLH**”); and (v) approving the fees and disbursements of FTI Consulting Canada Inc., in its capacity as

monitor of the Applicants (the “**Monitor**”) and its counsel, Norton Rose Fulbright Canada LLP (“**NRF**”); 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 January 15, 2018, including the exhibits thereto (the “**Mohtadi Affidavit**”), the Eleventh Report of the Monitor, including the fee affidavits sworn January 15, 2018 attached thereto, filed, 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 January ●, 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.
2. **THIS COURT ORDERS** that each capitalized term used and not defined herein shall have the meaning ascribed to such term in the Amended and Restated Initial Order dated June 22, 2017 (the “**Initial Order**”) in the CCAA proceedings of the Sears Canada Entities (the “**CCAA Proceedings**”).

#### **EXTENSION OF THE STAY PERIOD**

3. **THIS COURT ORDERS** that the Stay Period (as defined in paragraph 14 of the Initial Order) is hereby extended from January 22, 2018, until and including April 27, 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 to April 27, 2018.

#### **APPOINTMENT OF CLAIMS OFFICER**

4. **THIS COURT ORDERS** that the Hon. Mr. Dennis O’Connor, Q.C., be and is hereby appointed as a Claims Officer for the Claims Process pursuant to paragraph 62 of the Claims Procedure Order.

**AMENDMENT TO STYLE OF CAUSE**

5. **THIS COURT ORDERS** that the title of these proceedings is hereby changed to:

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.

**APPROVAL OF FEES**

6. **THIS COURT ORDERS** that (i) the fees and disbursements of the Monitor for the Period from June 20, 2017 to and including December 31, 2017 totalling CDN\$8,605,481.56 (including applicable taxes); and (ii) the fees and disbursements of NRF, in its capacity as legal counsel to the Monitor from ●, 2017 to and including December 31, 2017 totaling CDN\$ ● (including applicable taxes), be and are hereby approved.

**GENERAL**

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

8. **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.

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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.

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

Applicants

*Ontario*  
**SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**  
Proceeding commenced at Toronto

**ORDER**

**(Stay Extension, Appointment of Claims Officer,  
Fee Approval, and Amendment to Style of Cause)**

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

Applicants

*Ontario*

**SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**MOTION RECORD OF THE APPLICANTS**

(Stay Extension, Appointment of Claims Officer, Approval of Fees,  
and Amendment to Style of Cause returnable January 22, 2018)

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