

**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
(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

Norton Rose Fulbright Canada LLP
Royal Bank Plaza, South Tower, Suite 3800
200 Bay Street, P.O. Box 84
Toronto, Ontario M5J 2Z4 CANADA

Orestes Pasparakis, LSUC#: 36851T

Tel: +1 416.216.4815

Virginie Gauthier, LSUC#: 41097D

Tel: +1 416.216.4853

Alan Merskey, LSUC#: 41377I

Tel: +1 416.216.4805

Evan Cobb, LSUC#: 55787N

Tel: +1 416.216.1929

Alexander Schmitt, LSUC#: 63860F

Tel: +1 416.216.2419

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

Lawyers for the Monitor

TO: THE 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 **ALVAREZ & MARSAL**
TO: Royal Bank Plaza, South Tower
200 Bay Street, Suite 2900, P.O. Box 22
Toronto, Ontario M5J 2J1

Douglas McIntosh

dmcintosh@alvarezandmarsal.com

Al Hutchens

ahutchens@alvarezandmarsal.com

Joshua Nevsky

jnevsky@alvarezandmarsal.com

Steven Glustein

sglustein@alvarezandmarsal.com

Advisors to the DIP ABL Lenders and
DIP Term Loan Lenders

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, Serruya Private
Equity Inc. (Promenade Mall, Vaughan),
Strathallen Acquisitions Inc. (1000 Islands Mall,
Brockville, ON and Truro Mall, Truro, NS) and
Natuzzi Americas Inc.

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

Walter R. Stevenson
Tel: +1 416.369.6602
Linda Galessiere
Tel: +1 416.369.6609
Gustavo F. Camelino
Tel: +1 416.369.6621
Fax: +1 416.366.8571

wstevenson@mcleankerr.com
lgalessiere@mcleankerr.com
gcamelino@mcleankerr.com

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**
TO: 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 SLH
Transport 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 Innovel Solutions,
Inc.

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 **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-kruhlik@mcmillan.ca

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

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**
TO: **CANADA CORPORATION**
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 **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 **MAPLEROSE HOLDINGS
(CANADA) INC.**

Sushrat Mehan, Vice-President
Tel: +1 647. 229.4000

Sushrat@MehanGroup.ca

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

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

Paul S. Berg
paul@argopartners.net

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.

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 **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

**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 **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 **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 **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@millერთhompson.com

Lawyers for Make-up Designory

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

Robert O. Cohen
robert_cohen@lenox.com

AND **TANNOR CAPITAL MANAGEMENT**
TO: **LLC**
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**
TO: **EUROPE, LLP**
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**
TO: **c/o DIAMOND MCCARTHY LLP**
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,**
TO: **INC.**
One Parkway South
Greenville, SC 29615 U.S.A.

Leslie McCauley
leslie.mccauley@michelin.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 **SUN LIFE FINANCIAL CANADA**
TO: 1 York Street
Toronto, Ontario M5J 0B6

Larry Swartz
Tel: +1 416.408.8972
larry.swartz@sunlife.com

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

Cassidy Pedersen
Tel: +1 866.668.6624
collections.group@fortisbc.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., Shanhai 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
Daniel S. Murdoch
Tel: +1 416.869.5529
Matthew Cameron
Tel: +1 416.869.6841
Vlad A. Calina
Tel: +1 416.869.5202
Fax: +1 416.947.0866

sghorn@stikeman.com
dmurdoch@stikeman.com
mcameron@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@jmmullen.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
Julienne 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
julienne.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: 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 **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 **Employment and Social Development
Canada**
TO: 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 **MAXXIMUM OUTDOOR INC.**
TO: **Jason Garnet**
Tel: +1 416.624.1681
jgarnet@maximumoutdoor.com

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 **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@cgocable.ca

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 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 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
ynaqvi.mpp@liberal.ola.org

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
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 **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 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 **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

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

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

SCHEDULE "A"

(attached)

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) FRIDAY, THE 2nd
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
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**”)

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

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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.

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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

INTERCOMPANY CLAIMS REPORT EXTENSION ORDER

NORTON ROSE FULBRIGHT CANADA LLP

Royal Bank Plaza, South Tower, Suite 3800
200 Bay Street, P.O. Box 84
Toronto, Ontario M5J 2Z4 CANADA

Orestes Pasparakis, LSUC#: 36851T

Tel: +1 416.216.4815

Virginie Gauthier, LSUC#: 41097D

Tel: +1 416.216.4853

Alan Merskey, LSUC#: 41377I

Tel: +1 416.216.4805

Evan Cobb, LSUC#: 55787N

Tel: +1 416.216.1929

Fax: 416.862.6666

orestes.pasparakis@nortonrosefulbright.com

virginie.gauthier@nortonrosefulbright.com

alan.merskey@nortonrosefulbright.com

evan.cobb@nortonrosefulbright.com

Lawyers for the Monitor

Draft

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

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

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at TORONTO

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

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

Orestes Pasparakis, LSUC#: 36851T

Tel: +1 416.216.4815

Virginie Gauthier, LSUC#: 41097D

Tel: +1 416.216.4853

Alan Merskey, LSUC#: 41377I

Tel: +1 416.216.4805

Evan Cobb, LSUC#: 55787N

Tel: +1 416.216.1929

Alexander Schmitt, LSUC#: 63860F

Tel: +1 416.216.2419

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

Lawyers to the Monitor, FTI Consulting Canada Inc.