

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.

*April 18, 2018*  
*Ordered re Pre-Filing Tax*  
*payments with respect*  
*to "Regina Home" is*  
*to issue on the terms*  
*of the attached.*

*The balance of the*  
*endorsement is*  
*attached*

*Haisley J*

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

Proceeding commenced at TORONTO

MOTION RECORD OF THE MONITOR  
(Pre-Filing Tax Payments)  
(returnable March 19, 2018)

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# ENDORSEMENT

The Monitor's motion as it relates to the properties at: Langley and Vancouver (Capilano) has been resolved and no further amounts are payable from those landlords in respect of those properties to Sears Canada in respect of the Pre-Filing Tax Payments. The Monitor's motion as it relates to Edmonton North has also been resolved.

The Monitor's motion as it relates to the properties at: Guelph, Hamilton (Eastgate) and Victoria is adjourned to May 9<sup>th</sup> on the following terms:

1. Within 7 days, the landlords at the Hamilton Eastgate, Guelph and Victoria locations will provide reconciliation statements to the Monitor that would calculate Pre-Filing Tax Payments (as defined in the Fifteenth Report) repayable to Sears Canada (or post-filing rent payable by Sears Canada) in accordance with the Remington properties decision and on the basis that rent accruing after the effective date of a disclaimer would not be payable as a post-filing rent amount but would instead be a Restructuring Period Claim (as defined in the Claims Procedure Order granted on December 8, 2017).
2. To the extent a Pre-Filing Tax Payment cannot be fully offset against rent for the period commencing from and including June 22, 2017, calculated in accordance with the principles set out above, such amounts would be repaid to Sears Canada.
3. If the Monitor and the applicable landlord agree on a reconciled amount, then such amount will be paid within a further seven days.
4. If matters raised on the Monitor's motion remain unresolved as of May 9<sup>th</sup>, such matters will be dealt with at the ~~schedule~~ <sup>SCHEDULED</sup> May 9<sup>th</sup> hearing.

Notwithstanding the foregoing, the landlords at the Guelph, Hamilton (Eastgate) and Victoria locations may forego the above reconciliation process and may instead agree to pay the amounts claimed to be owing to Sears Canada in the Supplement to the Monitor's Fifteenth Report without further reconciliation steps or in such other amounts as the Monitor may agree to.

*JH*

*Harvey J.*  
*April 18, 2018*

*There shall be a sealing order on the terms of para. 4 of the Order.*

*Harvey J.*