



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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) MONDAY, THE 22ND
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 Waleed Malik sworn January 15, 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 June 19, 2017 to and including December 17, 2017 totaling CDN\$5,453,844.95 (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.



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

JAN 19 2018

NB

PER / PAR:

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., 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

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

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

Marc Wasserman LSO# 44066M
Tel: 416.862.4908

Jeremy Dacks LSO# 41851R
Tel: 416.862.4923

Michael De Lellis LSO# 48038U
Tel: 416.862.5997

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

Lawyers for the Applicants