

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

THE HONOURABLE MR.)
)
JUSTICE HAINES)

THURSDAY, THE 1ST
DAY OF NOVEMBER, 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**”)

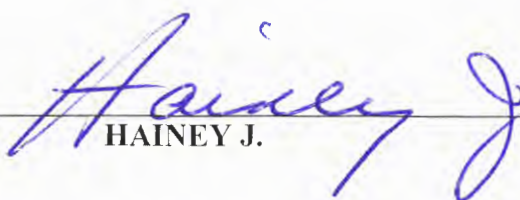
**ORDER
(Advice and Directions re Spousal Waivers)**

THIS MOTION, made by Morneau Shepell Ltd. (the “**Plan Administrator**”), in its capacity as Administrator for the Sears Canada Inc. Registered Retirement Plan (the “**Pension Plan**”), seeking advice and directions regarding the validity of certain joint and survivor waiver forms (the “**Spousal Waivers**”) completed by spouses of some Pension Plan members who were employed in British Columbia, Alberta, Saskatchewan, Manitoba, New Brunswick and Nova

Scotia (the “**Plan Spouses**”), at the time the Pension Plan member terminated employment with Sears Canada Inc. was heard this day at 330 University Avenue, Toronto, Ontario.


ON READING the Notice of Motion, the affidavit of Hamish Dunlop affirmed on August 24, 2018, including the exhibits thereto, the Twenty-Second Report of FTI Consulting Canada Inc., in its capacity as monitor, filed, and on hearing the submissions of counsel for the Plan Administrator, and such other counsel as were present, no one else appearing and nobody opposing although duly served as appears from the Affidavit of Service of Kirsty Mellor, sworn August 24, 2018, the Affidavit of Service of Wanda Marshall, sworn September 19, 2018 and the Affidavit of Service of Margaret Carmichael, sworn October 25, 2018:

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 the Plan Administrator is entitled to accept as valid the Spousal Waivers completed by the Plan Spouses notwithstanding that the Spousal Waivers are not, in all respects, compliant with the applicable pension legislation.


HAINEY J.

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

NOV 01 2018

PER / PAR: 

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF SEARS CANADA INC., 9370-2751 QUÉBEC INC., 191020 CANADA INC., THE CUT INC., SEARS CONTACT SERVICES INC., INITIUM LOGISTICS SERVICES INC., INITIUM COMMERCE LABS INC., INITIUM TRADING AND SOURCING CORP., SEARS FLOOR COVERING CENTRES INC., 173470 CANADA INC., 2497089 ONTARIO INC., 6988741 CANADA INC., 10011711 CANADA INC., 1592580 ONTARIO LIMITED, 955041, ALBERTA LTD., 4201531 CANADA INC., 168886 CANADA INC., AND 3339611 CANADA INC.

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Proceeding commenced at Toronto

**ORDER
(Advice and Directions re Spousal Waivers)**

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in its capacity as Administrator for the
Sears Canada Inc. Registered Retirement
Plan