

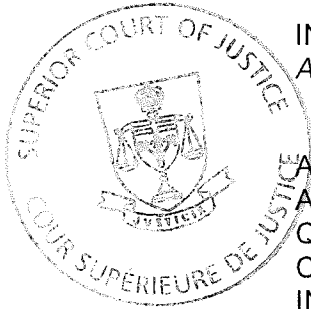
ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE)

THURSDAY, THE 20th

JUSTICE HAINEY)

DAY OF SEPTEMBER, 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**")

THIRD FEE APPROVAL AND NORD EXTENSION ORDER

THIS MOTION, made by FTI Consulting Canada Inc., in its capacity as Court-appointed Monitor (the "**Monitor**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), for an Order: (i) extending to December 18, 2018 the deadline for the Monitor to issue Notices of Revision or Disallowance in respect of D&O Claims and indemnity claims filed by Directors and Officers pursuant to the Claims Procedure Order dated December 8, 2017 and the Employee and Retiree Claims Procedure Order dated February 22, 2018 (collectively, the "**Claims Procedure Orders**"); (ii) approving the fees and disbursements of the Monitor and its counsel, Norton Rose Fulbright Canada LLP ("**NRFC**"); and, (iii) certain other relief, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion of the Monitor and the Twenty-Fourth Report of the Monitor dated September 13, 2018 (the "**Twenty-Fourth Report**"), filed, and on hearing the submissions of counsel for the Monitor, and such other counsel as were present, no one else appearing although duly served as appears from the Affidavit of Service of Catherine Ma sworn September 14, 2018, filed,

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Twenty-Fourth Report 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 Claims Procedure Orders.

FURTHER NORD EXTENSION

3. **THIS COURT ORDERS** that the deadline for the Monitor to issue Notices of Revision or Disallowance in respect of D&O Claims and indemnity claims filed by Directors and Officers pursuant to the Claims Procedure Orders based upon claimed indemnity obligations of the Applicants to such Directors and Officers, shall be further extended until and including December 18, 2018.

APPROVAL OF FEES

4. **THIS COURT ORDERS** that: (i) the fees and disbursements of the Monitor for the period from April 1, 2018 to and including August 31, 2018 totalling \$4,325,239.66 (including applicable taxes); and (ii) the fees and disbursements of NRFC, in its capacity as legal counsel to the Monitor from March 19, 2018 to and including August 12, 2018 totaling \$3,602,315.96 (including

applicable taxes), be and are hereby approved.

Handwritten signature

SUPERIOR COURT OF JUSTICE
ENTERED
SEP 21 2018
RW
COUR SUPÉRIEURE DE JUSTICE
ENTRÉ

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

**THIRD FEE APPROVAL AND
NORD EXTENSION ORDER**

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