

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.

)

THURSDAY, THE 25th

JUSTICE HAINEY

)

DAY OF JANUARY, 2018

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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

(Dealer Representative Counsel)

ON READING the Notice of Motion of 1291079 Ontario Limited, and on hearing the submissions of respective counsel for 1291079 Ontario Limited, the Applicants and SearsConnect and FTI Consulting Canada Inc., in its capacity as Monitor (the “**Monitor**”), no one else appearing:

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and Motion Record is hereby abridged and validated so that the Motion is properly returnable today and hereby dispenses with further service thereof.

APPOINTMENT OF REPRESENTATIVE COUNSEL

2. **THIS COURT ORDERS** that Sotos LLP and Blaney McMurtry LLP (collectively, “**Representative Counsel**”) are hereby appointed as representative counsel to represent the interests of all corporations, partnerships, and individuals carrying on business as a Hometown Dealer (as defined in the Motion Record of 1291079 Ontario Limited) at any time after July 5, 2011 pursuant to a standard dealer agreement with Sears Canada Inc. (“**Class**”) with respect to advancing a claim on behalf of the Class pursuant to the Claims Procedure Order, dated December 8, 2017 (“**Purpose**”). The Applicants shall have no obligation to, and are not authorized to, pay any fees or expenses of Representative Counsel.

3. **THIS COURT ORDERS** that the Applicants shall provide to Representative Counsel, subject to confidentiality arrangements satisfactory to the Applicants and the Monitor, without charge, the following information, documents and data (“**Information**”) to only be used for the Purpose in the context of these CCAA proceedings, and solely to the extent that such information is readily available to the Applicants at no cost,

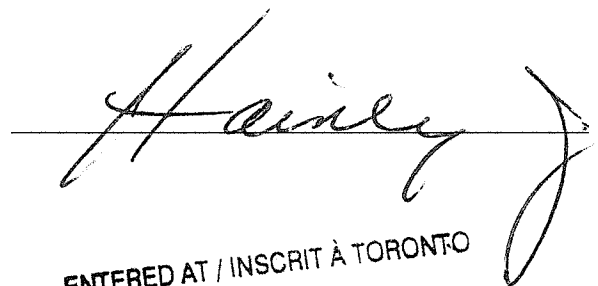
- (a) the names, last known addresses and last known telephone numbers and e-mail addresses (if any) of members of the Class that are not yet available to Representative Counsel; and
- (b) upon the reasonable request of Representative Counsel, such documents and data that members of the Class are entitled to receive from the Applicants pursuant to their contractual arrangements with the Applicants, but solely to the extent necessary for the Purpose;

and in accordance with section 7(3) of the Personal Information Protection and Electronic Documents Act, this Order shall be sufficient to authorize the disclosure of the Information by the Applicants to Representative Counsel for the Purpose without further consent or authorization from any party.

4. **THIS COURT ORDERS** that notice of the granting of this Order shall be provided by Representative Counsel delivering a letter to the members of the Class explaining the terms of this Order, which shall include the Monitor’s website address and Representative Counsel’s website address: <https://www.sotosllp.com/class-actions/current-cases/sears/>, where a full copy

of this Order can be reviewed, to be delivered forthwith to members of the Class by ordinary mail to the physical address of each member of the Class as known to Representative Counsel or as last shown in the books and records of the Applicants, or by such other electronic means for which information is last shown in the books and records of the Applicants. A copy of the letter providing notice of the granting of this Order shall also be posted on the Monitor's website address and Representative Counsel's website address.

5. THIS COURT ORDERS that, notwithstanding any other terms of this Order, any individual who would be a member of the Class and who determines he or she does not wish to be represented by Representative Counsel in connection with the Purpose shall, to the extent such determination would be permitted in connection with the Hometown Dealers Class Action (as defined in the Motion Record of 1291079 Ontario Limited), notify the Monitor in writing that he or she is opting out of representation by Representative Counsel for the Purpose, in whole or in part, by delivering written confirmation of this decision prior to March 2, 2018 and shall thereafter not be bound by the actions of Representative Counsel and shall represent himself or herself for the Purpose, including in connection with filing an individual Proof of Claim pursuant to and in accordance with terms and deadlines contained in the Claims Procedure Order of this Court granted on December 8, 2017. The Monitor shall deliver copies of all such written confirmations to Representative Counsel.



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

JAN 25 2018

PER / PAR:

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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.

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

Applicants

Ontario

**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

ORDER

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