

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



THE HONOURABLE MR.)

JUSTICE HAINEY)

WEDNESDAY, THE 10th

DAY OF OCTOBER, 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**”)

**SUBSTITUTED SERVICE ORDER
(Advice and Directions re Spousal Waiver)**

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**”), for an order for substituted service in respect of the motion materials for the Plan Administrator’s motion 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. (“**Sears Canada**”) 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 (the “**Monitor**”), filed, and on hearing the submissions of counsel for the Plan Administrator, and such other counsel as were present, no one else appearing although duly served as appears from the Affidavit of Service of Kirsty Mellor, sworn August 24, 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 the relief sought in paragraph 1(b) of the Notice of Motion for substituted service is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that service of the Plan Administrator’s Notice of Motion and Motion Record in respect of the Plan Administrator’s motion for advice and directions regarding Spousal Waivers may be effected on the Plan Spouses by posting advertisements in two national newspapers, one in English and one in French, in the form attached hereto as Schedule “A”, advising the public of the Plan Administrator’s motion for advice and directions regarding the Spousal Waivers and directing them to the Plan Administrator’s Motion Record posted on the Monitor’s website.

3. **THIS COURT ORDERS** that the service made pursuant to paragraph 2 hereof shall be effective as of the date that both advertisements are published.

4. **THIS COURT ORDERS** that the other relief sought in the Notice of Motion is set to be heard on November 1, 2018.


HAINEY J.

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

OCT 10 2018

PER / PAR:



SCHEDULE "A"

English version:

SEARS CANADA INC.

NOTICE TO SPOUSES OF PENSION PLAN MEMBERS OF THE SEARS CANADA INC. REGISTERED RETIREMENT PLAN WHERE THE MEMBER WAS EMPLOYED IN BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, NEW BRUNSWICK AND NOVA SCOTIA

TAKE NOTICE that Morneau Shepell Ltd., the administrator of the Sears Canada Inc. Registered Retirement Plan Registration No. 0360065 (the "**Plan**"), has filed a Notice of Motion with the Ontario Superior Court of Justice [Commercial List] (the "**Court**"), returnable November 1, 2018, for advice and directions as to whether it can accept as valid the joint and survivor waiver forms completed by spouses of some Plan members who were employed in British Columbia, Alberta, Saskatchewan, Manitoba, New Brunswick and Nova Scotia at the time they terminated employment with Sears Canada Inc. or certain of its affiliates.

The Notice of Motion and Motion Record as well as further information with respect to the insolvency proceedings of Sears Canada Inc. and its affiliates can be found at <http://cfcanada.fticonsulting.com/searscanada>.

French version:

SEARS CANADA INC.

AVIS AUX CONJOINTS DE PARTICIPANTS AU RÉGIME DE RETRAITE ENREGISTRÉ DE SEARS CANADA INC. QUI ÉTAIENT EMPLOYÉS EN COLOMBIE-BRITANNIQUE, EN ALBERTA, EN SASKATCHEWAN, AU MANITOBA, AU NOUVEAU-BRUNSWICK ET EN NOUVELLE-ÉCOSSE

AVIS EST PAR LES PRÉSENTES DONNÉ que Morneau Shepell Ltd., l'administrateur du régime de retraite enregistré n° 0360065 de Sears Canada Inc. (le « **régime** »), a déposé un avis de motion devant la Cour supérieure de justice de l'Ontario [rôle commercial] (la « **Cour** »), rapportable le 1^{er} novembre 2018, visant à obtenir des conseils et des directives quant à la question de savoir s'il peut accepter comme valables les formulaires de renonciation à une prestation de pension réversible remplis par les conjoints de certains participants au régime qui étaient employés en Colombie-Britannique, en Alberta, en Saskatchewan, au Manitoba, au Nouveau-Brunswick et en Nouvelle-Écosse au moment où ils ont cessé d'être au service de Sears Canada Inc. ou de certains des membres de son groupe.

L'avis de motion et dossier de motion ainsi que de plus amples renseignements concernant les procédures d'insolvabilité de Sears Canada Inc. et des membres de son groupe peuvent être consultés à l'adresse : <http://cfcanada.fticonsulting.com/searscanada>.

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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(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**SUBSTITUTED SERVICE ORDER
(Advice and Directions re Spousal Waiver)**

BLAKE, CASSELS & GRAYDON LLP

Barristers & Solicitors

199 Bay Street

Suite 4000, Commerce Court West

Toronto ON M5L 1A9

Michael Barrack

Kathryn Bush

Pamela Huff

Kiran Patel

Tel: 416-863-2400

Fax: 416-863-2653

Lawyers for Morneau Shepell Ltd.,
in its capacity as Administrator for the
Sears Canada Inc. Registered Retirement
Plan