

C A N A D A

PROVINCE OF QUEBEC
District of Montreal

S U P E R I O R C O U R T
(Commercial Division)

No: 500-11-041238-110

IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED and:

HART STORES INC. / MAGASINS HART
INC.

Petitioner

- and -

RSM RICHTER INC.

Monitor

**MOTION FOR THE ISSUANCE OF A CLAIMS AND
MEETINGS PROCEDURE ORDER**

(Section 11 of the *Companies' Creditors Arrangement Act*,
R.S.C. 1985, C-36, as amended)

**TO THE HONOURABLE JUSTICE JEAN-YVES LALONDE OR TO ONE OF
THE HONOURABLE JUDGES OF THE SUPERIOR COURT, SITTING IN THE
COMMERCIAL DIVISION, IN AND FOR THE JUDICIAL DISTRICT OF
MONTREAL, THE PETITIONER SUBMITS THE FOLLOWING:**

1. Petitioner hereby seeks, *inter alia*, an order establishing a procedure for the identification, resolution and barring of claims against it and setting the procedures with respect to the calling and conduct of a meeting of its creditors, the whole pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA");

I. BACKGROUND

2. On August 30, 2011 (the "**Filing Date**"), an initial order (as amended, the "**Initial Order**") pursuant to the CCAA was rendered with respect to the Petitioner, and RSM Richter Inc. was appointed Monitor, as more fully appears from the Court Record;
3. Pursuant to the Initial Order, a stay of proceedings and other relief was ordered with effect from the Filing Date until September 29, 2011 (the "**Stay Period**");
4. The Initial Order authorized the Petitioner to enter into interim financing arrangements (the "**DIP Facility**") with Wells Fargo Capital Finance Corporation Canada ("**Wells Fargo**" or the "**DIP Lender**"), the Petitioner's senior secured lender, pursuant to the DIP Commitment Letter filed in support of the Petition for an Initial Order, and the creation of a charge in favour of the DIP Lender over the Petitioner's property to secure the repayment of the DIP Facility (the "**DIP Lender Charge**"), the whole as more fully set out in the Initial Order;
5. On September 28, 2011, an order (the "**First Renewal Order**") was rendered:
 - a) extending the Stay Period to and including November 4, 2011;
 - b) creating a charge in favour of those creditors who have provided the Petitioner with goods or services subsequent to the Filing Date, and accepted to provide said goods or services on credit or delayed payment terms (the "**Post-Filing Suppliers Charge**");
 - c) authorizing the payment of quasi-insurance premiums, and creating a charge in favour of the insurance premium financier over the Petitioner's unearned insurance premiums (the "**Insurance Charge**");
6. On November 4, 2011, an order (the "**Second Renewal Order**") was rendered:
 - a) extending the Stay Period to January 18, 2012;
 - b) authorizing an extension of the DIP Facility's maturity date to January 18, 2012, and certain other consequential amendments to the DIP Commitment Letter, as such term is defined in the Initial Order (as amended, the "**DIP Commitment Letter**");

II. RESTRUCTURING

7. Since the issuance of the Initial Order, Petitioner has acted, and continues to act in good faith and with all due diligence in order to put forward a viable plan of compromise or arrangement to its creditors and, as such, has done the following to restructure its affairs:

- a) refined its analysis of store-by-store earnings and profitability, and with the Monitor's assistance, identified 32 stores in various locations which are underperforming and will be closed (the "**Closing Stores**"). The Closing Stores represent an additional nine (9) stores over the 23 stores originally targeted for closing by the Petitioner;
- b) with the assistance of the Monitor, conducted a process for the liquidation of its inventory located in its Closing Stores, and on October 19, 2011, obtained the Court's approval of, and entered into, an agency agreement with Tiger Capital Group, LLC ("**Tiger**"), pursuant to which Tiger will liquidate the Closing Stores inventory in consideration of which a significant up-front payment was received by Wells Fargo, thereby reducing accordingly the amounts owed to it. It is anticipated that this liquidation process (the "**Liquidation Process**") may last until January 31, 2012 for certain Closing Stores;
- c) on October 21, 2011, pursuant to a tender process set up by Petitioner and supervised by the Monitor, offers were received for a certain number of the leases relating to the Closing Stores (the "**Closing Store Leases**"), and negotiations for the definitive terms of the assignment of those leases have been ongoing;
- d) continued discussions with several potential refinancers, comprised of chartered banks and asset based lenders, with a view to refinancing its affairs;
- e) prepared, with the assistance of the Monitor, a business plan, including detailed financial projections up to January 2014. This business plan and financial projections, along with other materials requested by the potential refinancers are currently under review by them;
- f) negotiated an extension to the DIP Facility with Wells Fargo;

the whole as more fully appears from the Third Report of the Monitor dated November 3, 2011, already filed in the Court record;

8. Petitioner therefore expects that it will be emerging from its restructuring with 60 stores, that it will have fully reimbursed Wells Fargo and found a new financier, such that Petitioner expects to be able to prepare and file a plan of compromise or arrangement, which will provide for, *inter alia*, the payment of a dividend to the unsecured creditors;

III. TIMELINE

9. In light of the above, Petitioner is confident that it will be in a position to submit a viable plan of compromise or arrangement to its creditors, in accordance with the following timeline:

DATE	MILESTONES
December 2, 2011	Publication of Newspaper Notice
December 2, 2011	Publication and mailing of Notice of Claims Bar Date, Creditors' List and Creditor's Instructions
December 15, 2011	Selection of Term Sheet with New Financer*
January 1, 2012	Sending of Section 32 Notices*
January 12, 2012	Claims Bar Date
January 18, 2012	Filing of Plan of Arrangement or Compromise under the CCAA (the " Plan ") with the Court*
January 18, 2012	Presentation of Motion for a Third Extension of the Stay Period and DIP Renewal*
January 23, 2012	Publication and mailing of Meeting Materials*
January 31, 2012	Restructuring Claims Bar Date
February 6, 2012	Publication on Monitor's website of Monitor's Report on the Plan*
February 15, 2012	Creditors' Meeting*
February 22, 2012	Sanction Hearing on the Plan*
Thereafter	Implementation of the Plan*

* Dates subject to change with the agreement of the DIP Lender.

IV. RESTRUCTURING CLAIMS BAR DATE

10. The proposed order has been drafted in accordance with the Standard Form of the Bar of Montreal, except for a modification with respect to the inclusion of a "Restructuring Claims Bar Date" concept and other minor modifications, all underlined in the conclusions below;
11. Indeed, given that the Liquidation Process may last until January 31, 2012 for certain Closing Stores, Petitioner will not be able to send, on or before January 1, 2012, all of its notices pursuant to Section 32 of the CCAA ("**Section 32 Notice(s)**") for those leases it wishes to disclaim or terminate in the absence of an assignor;
12. This would not allow for the concerned landlords to have sufficient time to file their proof of claim before the Claims Bar Date of January 12, 2012;
13. Hence, Petitioner proposes to provide for a second bar date (January 31, 2012) for the Restructuring Claims only, and the "Restructuring Claims Bar Date" concept sought in the proposed order;

V. CREDITORS' MEETING

14. It is expected that the Creditors' Meeting will be held on February 15, 2012, although this date will be subject to the approval of the Court when the Petitioner seeks approval to hold meetings of creditors;
15. Hence, the proposed order provides that the Meeting Materials shall be published on the Monitor's website and mailed at least twenty-three (23) days before the Creditors' Meeting;
16. If the Creditors' Meeting is held as planned on February 15, 2012, the Meeting Materials would therefore be published and mailed on January 23, 2012;
17. Presently, Petitioner plans to seek the approval of this Court on January 18, 2012, to publish and mail these materials and to order the holding of the Creditors' Meeting;
18. As for the Monitor's Report on the Plan, the proposed order provides that it will be solely published on the Monitor's website at least nine (9) days before the Creditors' Meeting;
19. Consequently, Petitioner hereby submits that the order sought is necessary to pursue its restructuring pursuant to the CCAA and that the Court should therefore grant such order.

FOR THESE REASONS, MAY IT PLEASE THE COURT TO:**I. SERVICE**

[1] ORDERS that the Petition is properly presentable today;

II. DEFINITIONS

[2] ORDERS that the following terms in this Order shall, unless otherwise indicated, have the following meanings ascribed thereto:

- (a) "**BIA**" means the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended;
- (b) "**Business Day**" means a day, other than a Saturday, a Sunday, or a non-judicial day (as defined in article 6 of the *Code of Civil Procedure*, R.S.Q., c. C-25, as amended);
- (c) "**CCAA**" means the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;
- (d) "**CCAA Proceedings**" means the proceedings in respect of the Petitioner before the Court commenced pursuant to the CCAA;
- (e) "**Chair**" shall have the meaning ascribed to such term in paragraph **[14]**;
- (f) "**Claim**" means any right of any Person against the Petitioner in connection with any indebtedness, liability or obligation of any kind of the Petitioner owed to such person and any interest accrued thereon or costs payable in respect thereof, whether liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including the right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future, which indebtedness, liability or obligation is based in whole or in part on facts existing prior to the Determination Date, or which would have been claims provable in bankruptcy had the Petitioner become bankrupt on the Determination Date, and, without limitation, shall include ~~(i) any Unaffected Claim, or (ii) any Restructuring Claim~~, provided however, that in no case shall a Claim include an Excluded Claim;

- (g) "**Claims Bar Date**" means 5:00 p.m. (Montréal time) on January 12, 2012;
- (h) "**Court**" means the Québec Superior Court (Commercial Division);
- (i) "**Creditor**" means any Person having a Claim and may, where the context requires, include the assignee of a Claim or a trustee, interim receiver, receiver, receiver and manager, or other Person acting on behalf of such Person and includes a Known Creditor. A Creditor shall not include an Excluded Creditor in respect of that Person's claim resulting from an Excluded Claim;
- (j) "**Creditors' Instructions**" means the instructions for Creditors, including a Proof of Claim and an instruction letter explaining how to complete same, the whole substantially in the forms attached hereto as Schedule "A";
- (k) "**Creditors' List**" means a list of all Known Creditors;
- (l) "**Creditors' Meeting**" means the meeting of the Petitioner's Creditors to be convened for the purposes of voting on the Plan, and any adjournment thereof;
- (m) "**Designated Newspapers**" means La Presse and The Globe and Mail;
- (n) "**Determination Date**" means August 30, 2011;
- (o) "**DIP Lender**" means Wells Fargo Capital Finance Corporation Canada;
- (p) "**DIP Lender Charge**" shall have the meaning ascribed to such term in the Initial Order;
- (q) "**Excluded Claim**" means any right of any Person against the Petitioner in connection with any indebtedness, liability or obligation of any kind which came into existence after the Determination Date and any interest thereon, including any obligation of the Petitioner to the DIP Lender and secured by the DIP Lender Charge and any obligation of the Petitioner toward creditors who have supplied or shall supply services, utilities, goods or materials or who have or shall have advanced funds to the Petitioner after the Determination Date, but only to the extent of their claims in respect of the supply of such services, utilities, goods, materials or funds after the Determination Date and to the extent that such claims are not

otherwise affected by the Plan. For greater certainty, a Restructuring Claim is not an Excluded Claim;

- (r) **"Excluded Creditor"** means a Person having a Claim in respect of an Excluded Claim but only in respect of such Excluded Claim and to the extent that the Plan does not otherwise affect such Claim;
- (s) **"Initial Order"** means the order of this Court made on August 30, 2011, as renewed and amended from time to time, under the CCAA;
- (t) **"Known Creditor"** means a Creditor whose Claim is included in the Petitioner's books and records;
- (u) **"Meeting Materials"** shall have the meaning ascribed to such term in paragraph [19];
- (v) **"Monitor"** means RSM Richter Inc., in its capacity as Monitor pursuant to the Initial Order;
- (w) **"Newspaper Notice"** means the notice of this Order to be published in the Designated Newspapers on the Publication Date in accordance with paragraph [3], which shall set out the Claims Bar Date, the Restructuring Claims Bar Date and how to obtain a copy of the Creditors' Instructions, being substantially in the form of Schedule "B" hereto;
- (x) **"Notice of Claims Bar Date"** means the notice of the Claims Bar Date and the Restructuring Claims Bar Date given by the Monitor to the Creditors, being substantially in the form of Schedule "C" hereto;
- (y) **"Notice of Revision or Disallowance"** means the notice referred to in subparagraph [7(a)] hereof, advising a Creditor that the Monitor has revised or disallowed all or part of such Creditor's Claim set out in its Proof of Claim and setting out the reasons for such revision or disallowance, and being substantially in the form of Schedule "D" hereto;
- (z) **"Notice to Creditors"** shall have the meaning ascribed to such term in subparagraph [19(a)];
- (aa) **"Person"** means any individual, corporation, limited or unlimited liability company, general or limited partnership, association, trust,

unincorporated organization, joint venture, governmental body or agency, or any other entity;

- (bb) "**Plan**" means a plan filed or to be filed by the Petitioner pursuant to the CCAA, as such plan may be amended or supplemented from time to time;
- (cc) "**Proof of Claim**" means the form of Proof of Claim for Creditors referred to in paragraphs [6] and [7] hereof, being substantially in the form already included in Schedule "A";
- (dd) "**Proven Claim**" means the amount of any Claim of any Creditor as of the Determination Date, determined in accordance with the provisions of the CCAA and this Order, and proven by delivering a Proof of Claim to the Monitor;
- (ee) "**Publication Date**" means the date on which the publication of the Newspaper Notice in all of the Designated Newspapers has been completed;
- (ff) "**Restructuring Claim**" means any right of any Person against the Petitioner in connection with any indebtedness, liability or obligation of any kind owed to such Person arising out of the restructuring, the disclaimer, or the resiliation of any contract, lease, employment agreement, collective agreement or other agreement, whether written or oral, after the Determination Date, including any right of any Person who receives a notice of repudiation or termination from the Petitioner; provided however, that a Restructuring Claim shall not include an Excluded Claim. Without limiting the generality of the above, a Restructuring Claim shall include the claim of a landlord whose lease has been disclaimed or terminated and the claim of an employee whose employment has been terminated after the Determination Date;
- (gg) "**Restructuring Claims Bar Date**" means 5:00 p.m. (Montréal time) on January 31, 2012;
- (hh) "**Voting Claim**" of a Creditor means the Proven Claim of the Creditor unless the Proven Claim of the Creditor is not finally determined at the time of the Creditors' Meeting, in which case it means the Claim of the Creditor which is accepted for voting purposes in accordance with the provisions of this Order, the Plan and the CCAA;

III. NOTICES

- [3] **ORDERS** that the form of Newspaper Notice, which is hereby approved, shall be published by the Monitor in the Designated Newspapers as soon as possible following the issuance of this Order, but in any event no later than December 2, 2011;
- [4] **ORDERS** that the Monitor shall publish on its website at www.rsmrichter.com/Restructuring/Hart.aspx, on or before 5:00 p.m. (Montréal time) on December 2, 2011, a copy of the Creditors' List and of the Creditors' Instructions;
- [5] **ORDERS** that, in addition to the publication referred to in paragraph [3], the Monitor shall send, by regular mail, a copy of the Notice of Claims Bar Date and Creditors' Instructions to each Known Creditor no later than 5:00 p.m. (Montréal time) on December 2, 2011;

IV. CLAIMS PROCEDURE

- [6] **ORDERS** that, unless otherwise authorized by this Court, a Creditor who does not file a Proof of Claim by the Claims Bar Date or the Restructuring Claims Bar Date in the case of Restructuring Claims shall not be entitled to any further notice, shall not be entitled to participate as a Creditor in these proceedings, shall not be entitled to vote on any matter in these Proceedings, including the Plan, or from advancing a Claim against the Petitioner or from receiving a distribution under the Plan;
- [7] **ORDERS** that the following procedure shall apply where a Creditor files a Proof of Claim before the Claims Bar Date or the Restructuring Claims Bar Date in the case of Restructuring Claims:
- (a) the Monitor, together with the Petitioner, shall review the Proof of Claim to value the amounts and terms set out therein for voting and distribution purposes. Where applicable, the Monitor shall send to the Creditor a Notice of Revision or Disallowance by mail, telecopier, courier or other means of electronic communication;
 - (b) the Creditor who receives a Notice of Revision or Disallowance and wishes to dispute it shall, within ten (10) days of the Notice of Revision or Disallowance, file an appeal motion with the Court and serve a copy of such appeal motion to the Petitioner and the Monitor;
 - (c) unless otherwise authorized by this Court, if the Creditor does not file an appeal motion within the 10-day period provided for above,

such Creditor shall be deemed to have accepted the value of its Claim as set out in the Notice of Revision or Disallowance;

- (d) where the Creditor appeals from the Notice of Revision or Disallowance or its Claim has not been finally determined prior to the date of any Creditor's Meeting, the Monitor, in conjunction with the Petitioner, will determine the amount of the Voting Claim;

V. CREDITORS' MEETING

- [8] **ORDERS** that the Petitioner be and is hereby authorized to call, hold and conduct the Creditors' Meeting at a date to be determined in conjunction with the Monitor and the DIP Lender, in Montréal, Québec for the purpose of considering and, if deemed advisable, approving the Plan, unless the Creditors decide by resolution carried by the majority of votes (one vote for each dollar of every Voting Claim) to postpone the Creditors' Meeting;
- [9] **ORDERS** that the only Persons entitled to attend and speak at the Creditors' Meeting are Creditors with Voting Claims and their proxy holders, representatives of the Petitioner, members of the boards of directors of the Petitioner, representatives of the Monitor, the Chair (as defined below), the DIP Lender and their respective legal and financial advisors. Any other Person may be admitted to the Creditors' Meeting on invitation of the Chair;
- [10] **ORDERS** that the quorum required at the Creditors' Meeting shall be one Creditor present at such meeting in person or by proxy. If the requisite quorum is not present at the Creditors' Meeting, then the Creditors' Meeting shall be adjourned by the Chair to such time and place as the Chair deems necessary or desirable;
- [11] **ORDERS** that the only Persons entitled to vote at the Creditors' Meeting shall be Creditors with Voting Claims and their proxy holders. Each Creditor with a Voting Claim will be entitled to a number of votes equal to the value in dollars of its Voting Claim as determined in accordance with this Order. A Creditor's Voting Claim shall not include fractional numbers and Voting Claims shall be rounded down to the nearest whole Canadian dollar amount;
- [12] **ORDERS** that any proxy that any Creditor wishes to submit in respect of the Creditors' Meeting (or any adjournment thereof) must be substantially in the form attached hereto as Schedule "E" (or in such other form acceptable to the Monitor or the Chair) and be received by the Monitor before the beginning of the Creditors' Meeting;

- [13] **ORDERS** that the results of any and all votes conducted at the Creditors' Meeting shall be binding on all Creditors, whether or not any such Creditor is present or voting at the Creditors' Meeting;
- [14] **ORDERS** that the Monitor shall preside as the chair of the Creditors' Meeting (the "**Chair**") and, subject to any further order of this Court, shall decide all matters relating to the conduct of the Creditors' Meeting. Petitioner and any Creditor may appeal from any decision of the Chair to the Court, within five (5) Business Days of any such decision;
- [15] **ORDERS** that, at the Creditors' Meeting, the Chair shall be and is hereby authorized to direct a vote with respect to the Plan and any amendments thereto as the Petitioner and the Monitor may consider appropriate;
- [16] **ORDERS** that the Chair be and is hereby authorized to adjourn the Creditors' Meeting on one or more occasions to such time(s), date(s) and place(s) as the Chair deems necessary or desirable (without the need to first convene the Creditors' Meeting for the purpose of any adjournment);
- [17] **ORDERS** that the Monitor may appoint scrutineers for the supervision and tabulation of the attendance at, quorum at and votes cast at the Creditors' Meeting. A Person designated by the Monitor shall act as secretary at the Creditors' Meeting;
- [18] **ORDERS** that the Monitor shall be directed to calculate the votes cast at the Creditors' Meeting called to consider the Plan in accordance with this Order and shall report to the Court at the sanction hearing as to the effect, if any, that the Monitor's determination of Creditors' Voting Claims pursuant to subparagraph [7(d)] hereof had on the outcome of the votes cast at the Creditors' Meeting;

VI. NOTICE OF CREDITORS' MEETING

- [19] **ORDERS** that, in addition to the documents described in paragraph [4] hereof, the Monitor shall, at least twenty-three (23) days before the Creditors' Meeting, publish on its website at www.rsmrichter.com/Restructuring/Hart.aspx, the following documents (collectively, the "**Meeting Materials**"):
- (a) the Notice of the Creditors' Meeting, substantially in the form attached hereto as Schedule "F" (the "**Notice to Creditors**"), which notice will advise Creditors of the date on which the Monitor's Report on the Plan will be published on its website at www.rsmrichter.com/Restructuring/Hart.aspx;

- (b) the Plan;
- (c) a copy of the Proxy and Voting Form for Creditors substantially in the form already attached as Schedule "E" hereto; and
- (d) a copy of this Order;

[20] ORDERS that publication of a copy of the Notice to Creditors in the manner set out in subparagraph **[19(a)]**, and mailing of the Meeting Materials in accordance with paragraph **[19]** hereof, shall constitute good and sufficient service of the Meeting Materials on all Persons who may be entitled to receive notice thereof, or of these proceedings, or who may wish to be present in person or by proxy at the Creditors' Meeting, or who may wish to appear in these proceedings, and no other form of notice or service need be made on such Persons, and no other document or material need be served on such Persons in respect of these proceedings;

[20.1] ORDERS that the Monitor shall, at least nine (9) days before the Creditors' Meeting, publish on its website at www.rsmrichter.com/Restructuring/Hart.aspx its Report on the Plan, with no necessity of mailing such Report to Creditors;

VII. NOTICE OF TRANSFERS

[21] ORDERS that, for purposes of voting at the Creditors' Meeting, if a Creditor who has a Voting Claim transfers or assigns all of its Voting Claim and the transferee or assignee delivers evidence satisfactory to the Monitor of its ownership of all of such Voting Claim and a written request to the Monitor, not later than the Claims Bar Date or the Restructuring Claims Bar Date in the case of Restructuring Claims, or such later time that the Monitor may agree to, that such transferee's or assignee's name be included on the list of Creditors entitled to vote, either in person or by proxy, the transferor's or assignor's Voting Claim at the Creditors' Meeting in lieu of the transferor or assignor;

[22] ORDERS that, for purposes of distributions to be effected pursuant to the Plan, if a Creditor transfers or assigns the whole of its Claim to another Person after the Creditors' Meeting, neither the Petitioner, nor the Monitor shall be obligated to deal with the transferee or assignee of the Claim as the Creditor in respect thereof unless and until notice of the transfer or assignment from either the transferor, assignor, transferee or assignee, together with evidence showing that such transfer or assignment was valid at law, has been received by the Monitor at least ten (10) Business Days prior to any distribution under the Plan;

[23] ORDERS that if the holder of a Claim or any subsequent holder of the whole of a Claim who has been acknowledged by the Monitor as the Creditor in respect of such Claim, transfers or assigns the whole of such Claim to more than one Person or part of such Claim to another Person or Persons, such transfer or assignment shall not create a separate Claim or Claims and such Claim shall continue to constitute and be dealt with as a single Claim notwithstanding such transfer or assignment, and the Monitor and the Petitioner shall in each such case not be bound to recognize or acknowledge any such transfer or assignment and shall be entitled to give notices to and to otherwise deal with such Claim only as a whole and then only to and with the Person last holding such Claim in whole as the Creditor in respect of such Claim, provided such Creditor may by notice in writing to the Monitor direct that subsequent dealings in respect of such Claim, but only as a whole, shall be with a specified Person and in such event, such Creditor, such transferee or assignee of the Claim as a whole shall be bound by any notices given or steps taken in respect of such Claim with such Person in accordance with this Order;

VIII. EVIDENCE THAT CLAIM WAS PAID

[24] ORDERS that, should the Monitor receive evidence satisfactory to it that the Claim of a Creditor was paid in part or in full by a party other than the Petitioner prior to the Determination Date, such Claim shall be reduced or deleted, for the purposes of distributions under the Plan;

IX. NOTICES AND COMMUNICATIONS

[25] ORDERS that any notice or other communication to be given under this Order by a Creditor to the Monitor or the Petitioner shall be in writing in substantially the form, if any, provided for in this Order and will be sufficiently given only if given by mail, telecopier, courier or other means of electronic communication addressed to:

Monitor:	RSM RICHTER INC.
	Attention: Hart Stores Claims Process
	Fax: (514) 934-3504
	E-mail: Bgingues@rsmrichter.com

With a Copy to:	MCCARTHY TÉTRAULT LLP
	Attention: Alain N. Tardif
	Fax: 514-875-6246
	E-mail: atardif@mccarthy.ca

Petitioner:	Robert Harritt, CFO
	Attention: Claims Process
	Fax: 450-661-6533
	E-mail: rharritt@hartstores.com

With a Copy to:	HEENAN BLAIKIE LLP
	Attention: Michael J. Hanlon
	Fax: (514) 921-1376
	E-mail: mhanlon@heenan.ca

- [26] **ORDERS** that any document sent by the Monitor pursuant to this Order may be sent by e-mail, ordinary mail, registered mail, courier or facsimile transmission. A Creditor shall be deemed to have received any document sent pursuant to this Order two (2) Business Days after the document is sent by mail and one (1) Business Day after the document is sent by courier, e-mail or facsimile transmission. Documents shall not be sent by ordinary or registered mail during a postal strike or work stoppage of general application;

X. AID AND ASSISTANCE OF OTHER COURTS

- [27] **REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province or any court or any judicial, regulatory or administrative body of the United

States and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this Order;

XI. GENERAL PROVISIONS

- [28] ORDERS** that for the purposes of this Order, all Claims that are denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada noon spot rate of exchange for exchanging currency to Canadian dollars on the Determination Date;
- [29] ORDERS** that the Monitor shall use reasonable discretion as to the adequacy of completion and execution of any document completed and executed pursuant to this Order and, where the Monitor is satisfied that any matter to be proven under this Order has been adequately proven, the Monitor may waive strict compliance with the requirements of this Order as to the completion and execution of documents;
- [30] ORDERS** that references in this Order to the singular include the plural, to the plural include the singular and to any gender include the other gender;
- [31] ORDERS** that the Monitor may apply to this Court for advice and direction in connection with the discharge or variation of its powers and duties under this Order;
- [32] ORDERS** the provisional execution of this Order notwithstanding appeal;
- [33] THE WHOLE** without costs.

MONTREAL, November 24, 2011

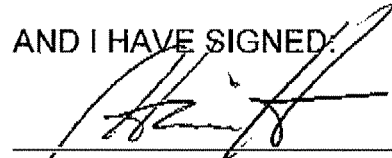

HEENAN BLAIKIE LLP
Attorneys for the Petitioner

AFFIDAVIT

I, the undersigned, ROBERT HARRITT, businessman, domiciled and residing for the purpose hereof at 900 Place Paul-Kane, in the City and District of Laval, Province of Québec, H7C 2T2, solemnly declares as follows:

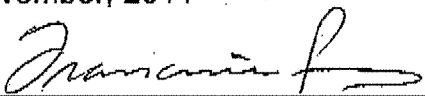
1. That I am the Chief Financial Officer and duly authorized representative of the Petitioner;
2. That all the facts contained in the present Motion for the Issuance of a Claims and Meetings Procedure Order are true;
3. That all the facts contained in this affidavit are true.

AND I HAVE SIGNED:



ROBERT HARRITT

Solemnly affirmed to before me, in the City of Montreal, this 24TH day of November, 2011


Commissioner of Oaths for the Province of Quebec



NOTICE OF PRESENTATION

TO : Goodmans LLP
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

Attorneys for Wells Fargo

AND : Lavery deBilly LLP
Suite 4000
1 Place Ville Marie
Montreal QC H3B 4M4

Attorneys for Wells Fargo

AND: RSM Richter Inc.
2 Place Alexis Nihon,
Montréal (Québec) H3Z 3C2

AND: Norton Rose OR LLP
1 Place Ville-Marie
Suite 2500
Montreal (Quebec) H3B 1R1

Attorneys for Ameco-Paradisio

AND: Poliquin, Avocats
500 boulevard St-Martin Ouest
Bureau 550
Laval (Quebec) H7M 3Y2

Attorneys for Quality Draft
Home Deco Ltd.

**AND: Deveau, Bourgeois, Gagné,
Hébert & Associés, s.e.n.c.r.l.**
2540 boul. Daniel-Johnson
Bureau 400
Laval (Quebec) H7T 2S3

Attorneys for Les Immeubles
Plaisance Inc.

AND: McCarthy Tétrault LLP
1000 rue de la Gauchetière Ouest
Suite 2500
Montreal (Quebec) H3B 0A2

Attorneys for Monitor

AND : Minden Gross LLP
145 King Street West – Suite 2200
Toronto, Ontario M5H 4G2

Attorneys for 375 Daniel Street
Holdings Ltd.

TAKE NOTICE that the present Motion for the Issuance of a Claims and Meetings Procedure Order will be presented for adjudication before one of the judges of the Superior Court, sitting in the Commercial Division, in and for the judicial district of Montreal, on November 28, 2011, at 9:15 o'clock, in room 16.12 of the Courthouse of Montreal, located at 1 Notre-Dame Street, in the City of Montreal, Province of Quebec, or as soon thereafter as counsel may be heard.

AND DO GOVERN YOURSELVES ACCORDINGLY.

MONTREAL, November 24, 2011

A handwritten signature in black ink that reads "Heenan Blaikie LLP". The signature is written in a cursive, flowing style.

HEENAN BLAIKIE LLP
Attorneys for the Petitioner

C A N A D A

PROVINCE OF QUEBEC
District of Montreal

SUPERIOR COURT
(Commercial Division)

No: 500-11-041238-110

IN THE MATTER OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED:

HART STORES INC./MAGASINS HART
INC.

Petitioner

- and -

RSM RICHTER LLP

Monitor

LIST OF SCHEDULES

(In support of the *Motion for the Issuance of a Claims
and Procedure Order*)

- | | |
|---------------------|--|
| SCHEDULE "A" | Form of Creditors' Instructions, and Proof of Claim; |
| SCHEDULE "B" | Form of Newspaper Notice; |
| SCHEDULE "C" | Form of Notice of Claims Bar Date; |
| SCHEDULE "D" | Form of Notice of Revision or Disallowance; |
| SCHEDULE "E" | Form of Voting and Proxy Form; |
| SCHEDULE "F" | Form of Notice of the Creditors' Meeting. |

MONTREAL, November 24, 2011



HEENAN BLAIKIE LLP
Attorneys for the Petitioner

SCHEDULE « A »

RSM Richter Inc.
2, Place Alexis Nihon, Suite 1820
Montreal, Quebec H3Z 3C2
Telephone: 514.934.3440
Facsimile: 514.934.8603
E-mail: claims@rsmrichter.com

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL
COURT NO. : 500-11-041238-110
ESTATE NO.: 0000074-2011-QC

S U P E R I O R C O U R T

(Commercial Division)

(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act,
R.S.C. 1985, c. C-36, as amended)

**IN THE MATTER OF THE PLAN OF COMPROMISE AND
ARRANGEMENT OF:**

HART STORES INC. / MAGASINS HART INC.

**INSTRUCTION LETTER FOR THE CLAIMS PROCESS OF
HART STORES INC./MAGASINS HART INC. (THE "PETITIONER")**

A. Claims Process

By order dated ● (the "Order") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "CCA"), the Petitioner has been authorized to conduct a claims process (the "Claims Process").

This letter provides instructions for completing the proof of claim. For your information, there is currently no proposed plan under the CCAA. Capitalized terms which are not otherwise defined herein shall have the meaning ascribed thereto in the Order.

The Claims Process includes any person having a claim of any kind, except for an excluded claim, against the Petitioner, relating to any obligation arising of existing facts as of August 30, 2011, whether undetermined, contingent or other, and any claim after August 30, 2011 arising out of the restructuring, disclaimer or resiliation of a contract, lease, employment agreement or other agreement ("Restructuring Claim"), as defined in the Order.

If you have any questions regarding the Claims Process, please contact the Court-appointed Monitor at the address provided below.

All notices and enquiries with respect to the Claims Process should be addressed to the Monitor at:

**RSM Richter Inc.
(In its capacity as Monitor of
Hart Stores Inc./Magasins Hart Inc.)
2 Place Alexis Nihon, Suite 1820
Montreal, Quebec H3Z 3C2**

**Attention: ●
Fax: (514) 934-8603
E-mail: ●@rsmrichter.com**

B. Submitting a Proof of Claim

If you believe that you have a claim against the Petitioner, you will have to file a proof of claim with the Monitor by the Claims Bar Date and/or the Restructuring Claims Bar Date, failing which your claim against the Petitioner will be extinguished and forever barred.

The proof of claim must be filed and received by the Monitor by **January 12, 2012 at 5:00 p.m.**, Montreal time, ("**Claims Bar Date**").

For claims arising out of the restructuring, the proof of claim must be filed and received by the Monitor by **January 31, 2012 at 5:00 p.m.**, Montreal time, ("**Restructuring Claims Bar Date**").

Additional proof of claim forms can be found on the Monitor's website at:

<http://www.rsmrichter.com/Restructuring/Hart.aspx>

or they can be obtained by contacting the Monitor in writing by mail, fax, or e-mail at the coordinates indicated above and providing particulars as to your name, address, facsimile number and e-mail address. Once the Monitor has this information, you will receive, as soon as practicable, additional proof of claim forms.

You will find enclosed the information sheet to help you to complete the proof of claim form.

RSM Richter Inc.
2, Place Alexis Nihon, Suite 1820
Montreal, Quebec H3Z 3C2
Telephone: 514.934.3440
Facsimile: 514.934.8603
E-mail: claims@rsmrichter.com

CANADA
PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL
N° COUR : 500-11-041238-110
N° DOSSIER : 0000074-2011-QC

C O U R S U P É R I E U R E
(Chambre commerciale)
(Siégeant à titre de tribunal désigné aux termes de la *Loi sur les arrangements avec les créanciers des compagnies*, L.R.C. 1985 c. C-36, tel qu'amendé)

DANS L'AFFAIRE DU PLAN D'ARRANGEMENT ET DE
TRANSACTION DE :

MAGASINS HART INC. / HART STORES INC.

LETTRE D'INSTRUCTIONS RELATIVE AU PROCESSUS DE RÉCLAMATION DE
MAGASINS HART INC. / HART STORES INC. (LA « REQUÉRANTE »)

A. Processus de Réclamation

Par une ordonnance datée du ● (l'« Ordonnance ») rendue aux termes de la *Loi sur les arrangements avec les créanciers des compagnies*, L.R.C. 1985 c. C-36, tel qu'amendé (la « LACC »), la Requérante a été autorisée à entreprendre un processus de réclamation (le « Processus de Réclamation »).

La présente lettre donne des directives pour remplir la preuve de réclamation. Pour votre information, aucun plan n'a été déposé à ce jour aux termes de la LACC. Les termes en majuscules qui ne sont pas autrement définis aux présentes ont le sens qui leur est attribué dans l'Ordonnance.

Le Processus de Réclamation vise toute personne détenant une réclamation de quelque nature que ce soit, à l'exception d'une réclamation exclue, contre la Requérante relativement à toute obligation découlant de faits existants en date du 30 août 2011, qu'elle soit indéterminée, éventuelle ou autre, et à toute réclamation née après le 30 août 2011 découlant de la restructuration, du refus d'exécution ou de la résiliation d'un contrat, d'un bail, d'un contrat d'emploi ou de toute autre entente (« Réclamation liée à la restructuration ») comme il est plus amplement décrit dans l'Ordonnance.

Si vous avez des questions à l'égard du Processus de Réclamation, veuillez communiquer avec le Contrôleur nommé par la Cour à l'adresse ci-après.

Tous les avis et toutes les demandes à l'égard du Processus de Réclamation devraient être envoyés au Contrôleur à l'adresse suivante :

RSM Richter Inc.
(en sa qualité de Contrôleur de
Magasins Hart Inc. / Hart Stores Inc.)
2, Place Alexis Nihon, bureau 1820
Montréal (Québec) H3Z 3C2

Aux soins de : ●
N° de télécopieur : 514.934.3440
Adresse courriel : ●@rsmrichter.com

B. Soumission d'une Preuve de Réclamation

Si vous estimez que vous avez une réclamation contre la Requérante, vous devrez déposer une preuve de réclamation auprès du Contrôleur avant la Date limite de dépôt des réclamations et / ou la Date limite de dépôt des réclamations reliées à la restructuration, à défaut de quoi vos réclamations contre la Requérante seront éteintes et interdites pour toujours.

La preuve de réclamation doit être déposée auprès du Contrôleur et elle doit être reçue par celui-ci, au plus tard, **le 12 janvier 2012 à 17 heures**, heure de Montréal (« **Date limite de dépôt des réclamations** »).

Pour les réclamations reliées à la restructuration, la preuve de réclamation doit être déposée auprès du Contrôleur et elle doit être reçue par celui-ci, au plus tard, **le 31 janvier 2012 à 17 heures**, heure de Montréal (« **Date limite de dépôt des réclamations reliées à la restructuration** »).

Vous pouvez trouver des formulaires de preuve de réclamation supplémentaires sur le site internet du Contrôleur, à l'adresse <http://www.rsmrichter.com/Restructuration/Hart.aspx> ou en obtenir en communiquant avec le Contrôleur par écrit, par la poste, par télécopieur ou par courriel aux coordonnées indiquées ci-dessus et en lui donnant votre nom, votre adresse, votre numéro de télécopieur et votre adresse courriel. Une fois que le Contrôleur aura reçu ces renseignements, vous recevrez, dès que cela sera possible, des formulaires de preuve de réclamation supplémentaires.

Vous trouverez ci-joint la feuille d'information pour vous aider à remplir la preuve de réclamation.

RSM Richter Inc.

2, Place Alexis Nihon, Suite 1820
Montreal, Quebec H3Z 3C2
Telephone: 514.934.3440
Facsimile: 514.934.8603
E-mail: claims@rsmrichter.com

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL
COURT NO. : 500-11-041238-110
ESTATE NO.: 0000074-2011-QC

S U P E R I O R C O U R T

(Commercial Division)

(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act,
R.S.C. 1985, c. C-36, as amended)

IN THE MATTER OF THE PLAN OF COMPROMISE AND
ARRANGEMENT OF:

HART STORES INC. / MAGASINS HART INC.

Petitioner

- and -

RSM RICHTER INC.

Monitor

PROOF OF CLAIM

1) PARTICULARS OF THE CREDITOR

- a. Full legal name of the Creditor: _____ (the "Creditor")
- b. Full mailing address of the Creditor: _____
- c. Telephone number of the Creditor: _____
- d. Fax number of the Creditor: _____
- e. Name of the authorized representative of the Creditor: _____
- f. E-mail address of authorized representative of the Creditor: _____

2) DECLARATION

I, _____ (name of Creditor or authorized representative of the Creditor)
hereby certify that (check and complete the appropriate boxes):

- I am a Creditor of Hart Stores Inc./Magasins Hart Inc.;
- I am _____ (indicate the title or function) of _____
which is a Creditor of Hart Stores Inc./Magasins Hart Inc.;
- I have knowledge of all the circumstances connected with the claim described herein.

3) CLAIM

(i) CLAIM WHICH AROSE UP TO AND INCLUDING AUGUST 30, 2011: \$ _____

(ii) CLAIM WHICH AROSE AFTER AUGUST 30, 2011: \$ _____

(Restructuring claim including claim against the Petitioner arising out of the restructuring, disclaimer or resiliation of any contract, lease, employment or other agreement.)

(iii) TOTAL CLAIM (i) + (ii): \$ _____

(Note: All claims that are denominated in a foreign exchange shall be converted to Canadian dollars at the Bank of Canada noon spot rate of exchange for exchanging currency to Canadian dollars on August 30, 2011. Exchange rates for the American dollar and the Euro, at that date, were the following: US \$1 = CA \$0.9793; 1 EURO = CA \$1.4135.)

(check and complete appropriate box)

UNSECURED CLAIM OF CA\$ _____

That in respect of this debt, the Creditor does not hold any assets of the Petitioner as security.

Regarding the amount of CA\$ _____ the undersigned does not claim a right to a priority.

Regarding the amount of CA\$ _____ the undersigned claims a right to a priority under section 136 of the *Bankruptcy and Insolvency Act* (Canada) or would claim such a priority if the current proof of claim was filed pursuant to this Act.

SECURED CLAIM OF CA\$ _____

That in respect of this debt, the Creditor holds assets of the Petitioner valued at CA\$ _____ as security, particulars of which are as follows.

(Give full particulars of the security, including the date on which the security was given and attach a copy of the security documents)

4) PARTICULARS OF CLAIM

The details relating to the claim as well as the supporting documents are submitted as follows:

- A detailed, complete statement of account;
- The invoices;
- Any agreement/contract/assessment giving rise to the claim, including calculations of the amounts claimed;
- Documents relating to the sale and/or the assignment of the claim and/or the agreement relating to the exercise of the Creditor's voting right during the Creditors' meeting;
- All other relevant documents.

5) FILING OF CLAIM

Pursuant to the claims and meetings procedure Order establishing the claims process granted by the Superior Court on ● 2011,

- the Claims Bar Date has been fixed to January 12, 2012 at 5:00 P.M., Montreal Time, for claims up to and including August 30, 2011; and
 - The Restructuring Claims Bar Date has been fixed to January 31, 2012 at 5:00 P.M., Montreal Time, for claims after August 30, 2011 ("Restructuring Claim", as defined at Section [2] (ff) of the Order dated ●).

Creditors who will not have filed a proof of claim with the supporting documents by the Claims Bar Date or, if necessary, by the Restructuring Claims Bar Date in compliance with the Order and instructions thereto will receive no other notice, and unless a new Order is rendered by the Superior Court, (i) shall not be entitled to participate as a Creditor to the proceedings, (ii) shall not be entitled to vote on any matter relating to these proceedings, including the Plan, (iii) shall not be entitled to assert any claim against Hart Stores Inc./Magasins Hart Inc., (iv) nor shall be entitled to receive any distribution under the Plan.

DATED at _____ this _____ day of _____, 201_____.

(Signature of witness)

(Signature of the Creditor or of its authorized representative)

(Please print name)

(Please print name)

**IN THE MATTER OF THE PLAN OF COMPROMISE AND ARRANGEMENT OF
HART STORES INC./MAGASINS HART INC.**

**THIS INFORMATION SHEET IS SUPPLIED IN ORDER TO ASSIST YOU
IN COMPLETING THE PROOF OF CLAIM**

PARAGRAPH 1 OF THE PROOF OF CLAIM AND GENERAL COMMENTS

- The Creditor must state the full and complete legal name of the company or the Creditor.
- Give the complete address (including the postal code) where all notices and correspondence are to be forwarded. In addition, a Creditor and/or the authorized representative must indicate his/her telephone number, his/her facsimile and his/her e-mail address.

PARAGRAPH 2 OF THE PROOF OF CLAIM

- If the individual completing the proof of claim is not the Creditor himself/herself, he/she must state his/her position or title.

PARAGRAPHS 3 AND 4 OF THE PROOF OF CLAIM

- A detailed, complete statement of account must be attached to the proof of claim. Provide all particulars of the claim and supporting documents, including amount, description of transaction(s) or agreements(s) giving rise to the claim. The amount on the statement of account must correspond with the amount claimed on the proof of claim. The detailed statement of account must show the date, the invoice number and the amount of all the invoices or charges, together with the date, the number and the amount of all credits or payments. A statement of account is not complete if it begins with an amount brought forward. If the claim cannot be evidenced through a statement of account, the Creditor must provide a sworn affidavit providing all particulars of the claim, together with all supporting documents.
- If the claim is in a foreign currency, it shall be converted to Canadian dollars at the Bank of Canada noon spot rate of exchange for exchanging currency to Canadian dollars on the Determination Date, namely August 30, 2011 (US \$1 = CA \$0.9793; 1 EURO = CA \$1.4135).

PARAGRAPH 5 OF THE PROOF OF CLAIM

- The proof of claim must be filed with the Monitor, RSM Richter Inc., at 2 Place Alexis Nihon, Suite 1820, Montreal, Quebec, H3Z 3C2 and it must be received by the Monitor,
 - by January 12, 2012, at 5:00 P.M., Montreal Time (Claims Bar Date) , for claims up to and including August 30, 2011; and
 - by January 31, 2012 at 5:00 P.M., Montreal Time (Restructuring Claims Bar Date) for claims after August 30, 2011 ("Restructuring Claim", as defined at Section [2] (ff) of the Order dated●).

The proof of claim may be filed by regular mail, by telecopier, by messenger or by any other means of electronic mail addressed to:

RSM Richter Inc.
(In its capacity as Court-appointed Monitor
of Hart Stores Inc./Magasins Hart Inc.)
Attention: ●
2 Place Alexis Nihon, Suite 1820
Montreal, Quebec H3Z 3C2
Facsimile: 514.934.8603
Email: claims@rsmrichter.com

Creditors are responsible for proving receipt of documents by the Monitor.

PARAGRAPH 6 SIGNATURE

- The proof of claim must be signed by the Creditor or its duly authorized representative, and have it witnessed.

RSM Richter Inc.
 2, Place Alexis Nihon, bureau 1820
 Montréal (Québec) H3Z 3C2
 Téléphone : 514.934.3440
 Télécopieur : 514.934.8603
 Courriel : reclamations@rsmrichter.com

CANADA
 PROVINCE DE QUÉBEC
 DISTRICT DE MONTRÉAL
 N° COUR : 500-11-041238-110
 N° DOSSIER : 0000074-2011-QC

C O U R S U P É R I E U R E
 (Chambre commerciale)
 (siégeant à titre de tribunal désigné aux termes de la *Loi sur les
 arrangements avec les Créanciers des compagnies,*
 L.R.C. (1985), c. C-36, tel qu'amendé)

DANS L'AFFAIRE DU PLAN D'ARRANGEMENT ET DE
 TRANSACTION DE :

MAGASINS HART INC. / HART STORES INC.

Requérante

- et -

RSM RICHTER INC.

Contrôleur

PREUVE DE RÉCLAMATION

1) RENSEIGNEMENTS SUR LE CRÉANCIER

- a) Nom légal complet du Créancier : _____ (« Créancier »)
- b) Adresse postale complète du Créancier : _____
- c) Numéro de téléphone du Créancier : _____
- d) Numéro de télécopieur du Créancier : _____
- e) Nom du représentant autorisé du Créancier : _____
- f) Adresse courriel du représentant autorisé du Créancier : _____

2) DÉCLARATION

Je, _____ (nom du Créancier ou du représentant autorisé du Créancier),
 certifie ce qui suit (cochez et remplissez les cases appropriées) :

- je suis un Créancier de Magasins Hart Inc. / Hart Stores Inc.;
- je suis _____ (indiquer le titre ou la fonction) de _____
 qui est un Créancier de Magasins Hart Inc. / Hart Stores Inc.;
- je suis au courant de toutes les circonstances entourant la réclamation visée par le présent formulaire.

3) RÉCLAMATION

- (i) RÉCLAMATION NÉE AU PLUS TARD LE 30 AOÛT 2011 : _____ \$ CA
- (ii) RÉCLAMATION NÉE APRÈS LE 30 AOÛT 2011 : _____ \$ CA

(Réclamation reliée à la restructuration incluant réclamation contre la Requérante découlant de la restructuration, du refus d'exécution ou de la résiliation d'un contrat, d'un bail, d'un contrat d'emploi ou de toute autre entente).

- (iii) RÉCLAMATION TOTALE (i) + (ii) : _____ \$ CA

(Note : Les réclamations en devises étrangères doivent être converties en dollars canadiens au taux du comptant à midi affiché par la Banque du Canada le 30 août 2011. Les taux de change pour le dollar américain et l'euro à cette date étaient les suivants : 1 \$ US = 0,9793 \$ CA; 1 euro = 1,4135 \$ CA).

(Cochez et remplissez les cases appropriées)

RÉCLAMATION NON GARANTIE AU MONTANT DE _____ \$ CA

En ce qui concerne cette créance, le Créancier ne détient aucun actif de la Requérante à titre de garantie (*cocher la description appropriée*).

- en ce qui a trait à la somme de _____ \$ CA, le soussigné ne réclame pas de droit prioritaire
- en ce qui a trait à la somme de _____ \$ CA, le soussigné réclame un droit prioritaire en vertu de l'article 136 de la *Loi sur la faillite et l'insolvabilité* (Canada) ou réclamerait une telle priorité si la présente Preuve de réclamation était déposée conformément à cette loi.

RÉCLAMATION GARANTIE AU MONTANT DE _____ \$ CA

En ce qui concerne cette créance, le Créancier détient à titre de garantie des actifs de la Requérante dont la valeur s'élève à _____ \$ CA, dont les détails sont mentionnés ci-après.

(*Donnez des renseignements complets au sujet de la garantie, y compris la date à laquelle elle a été donnée et annexe une copie des documents relatifs à la garantie*)

4) DÉTAILS DE LA RÉCLAMATION

Les détails concernant la réclamation ainsi que les documents justificatifs sont les suivants :

- Un état de compte complet et détaillé;
- Les factures;
- Tout contrat / toute entente / toute évaluation donnant lieu à la réclamation, y compris les calculs des montants réclamés;
- Les documents se rapportant à la vente et / ou à la cession de la réclamation et / ou l'entente relative à l'exercice du droit de vote du Créancier pendant l'assemblée des Créanciers;
- Tout autre document pertinent.

5) DÉPÔT DE LA RÉCLAMATION

En vertu de l'Ordonnance relative à la procédure des réclamations et des assemblées rendue par la Cour supérieure le ● 2011,

- la Date limite de dépôt des réclamations a été fixée au 12 janvier 2012 à 17 heures, heure de Montréal, pour les réclamations nées au plus tard le 30 août 2011; et
- la Date limite de dépôt des réclamations reliées à la restructuration a été fixée au 31 janvier 2012 à 17 heures, heure de Montréal, pour les réclamations nées après le 30 août 2011 (*Réclamations reliées à la restructuration, telles que définies au paragraphe [2] (ff) de l'Ordonnance du ●, « Restructuring Claim »*).

Les Créanciers qui n'auront pas déposé une preuve de réclamation accompagnée des documents justificatifs à la Date limite de dépôt des réclamations ou, le cas échéant, à la Date limite de dépôt des réclamations reliées à la restructuration, conformément à l'Ordonnance et aux instructions connexes, ne recevront aucun autre avis et, à moins d'une nouvelle ordonnance de la Cour supérieure, i) ne seront pas en droit de participer aux procédures en tant que Créanciers, ii) ne seront pas en droit de voter sur toute question relative à ces procédures, y compris le Plan, iii) ne seront pas en droit de faire valoir toute réclamation contre Magasins Hart Inc. / Hart Stores Inc., iv) ni ne seront en droit de recevoir quelque distribution que ce soit aux termes du Plan.

FAIT à _____ ce _____ jour de _____ 201_____.

(Signature du témoin)

(Signature du Créancier ou de son représentant autorisé)

(Écrire le nom en caractères d'imprimerie)

(Écrire le nom en caractères d'imprimerie)

**DANS L'AFFAIRE DU PLAN D'ARRANGEMENT ET DE TRANSACTION DE
MAGASINS HART INC. / HART STORES INC.**

**LA PRÉSENTE FEUILLE D'INFORMATION EST FOURNIE POUR VOUS AIDER
À REMPLIR LA PREUVE DE RÉCLAMATION**

1^{er} PARAGRAPHE DE LA PREUVE DE RÉCLAMATION ET COMMENTAIRES GÉNÉRAUX

- Le Créancier doit indiquer le nom légal complet de la société ou du Créancier.
- Le Créancier doit indiquer l'adresse complète (y compris le code postal) où tous les avis et toutes les correspondances doivent être envoyés. De plus, le Créancier et / ou le représentant autorisé doit indiquer son numéro de téléphone, son numéro de télécopieur et son adresse courriel.

2^e PARAGRAPHE DE LA PREUVE DE RÉCLAMATION

- Si la personne remplissant la preuve de réclamation n'est pas le Créancier lui-même, elle doit indiquer son poste ou son titre.

3^e et 4^e PARAGRAPHES DE LA PREUVE DE RÉCLAMATION

- Un état de compte complet et détaillé doit être joint à la preuve de réclamation. Le Créancier doit préciser tous les détails de la réclamation et fournir les documents justificatifs, notamment le montant, la description de la ou des transactions et de la ou des ententes donnant lieu à la réclamation. Le montant indiqué sur l'état de compte doit correspondre au montant réclamé indiqué sur la preuve de réclamation. L'état de compte détaillé doit présenter la date, le numéro de facture et le montant de toutes les factures ou de tous les frais, avec la date, le numéro et le montant de tous les crédits ou paiements. Un état de compte n'est pas complet s'il commence par un montant reporté. Si la réclamation ne peut pas être attestée au moyen de l'état de compte, le Créancier doit fournir une déclaration sous serment énumérant tous les détails de la réclamation accompagnée de tous les documents justificatifs.
- Si la réclamation est libellée en devise étrangère, elle doit être convertie en dollars canadiens au taux du comptant de la Banque du Canada établi à midi, à la date déterminée, soit le 30 août 2011 (1,00 \$ US = 0.9793 \$ CA; 1 EURO = 1,4135 \$ CA).

5^e PARAGRAPHE DE LA PREUVE DE RÉCLAMATION

- La preuve de réclamation doit être déposée auprès du Contrôleur, RSM Richter Inc., au 2, Place Alexis Nihon, bureau 1820, Montréal (Québec) H3Z 3C2 et elle doit être reçue par celui-ci, au plus tard
 - le 12 janvier 2012 à 17 heures, heure de Montréal (Date limite de dépôt des réclamations nées au plus tard le 30 août 2011), et
 - au plus tard le 31 janvier 2012 à 17 heures, heure de Montréal (Date limite de dépôt des réclamations reliées à la restructuration nées après le 30 août 2011) (*Réclamations reliées à la restructuration, telles que définies au paragraphe [2] (ff) de l'Ordonnance du ●, « Restructuring Claim »*).

La preuve de réclamation peut être déposée par poste régulière, par télécopieur, par messagerie ou par courrier électronique à l'adresse suivante :

RSM Richter Inc.
(en sa qualité de Contrôleur désigné par la Cour
de Magasins Hart Inc. / Hart Stores Inc.)
À l'attention de ●
2, Place Alexis Nihon, bureau 1820
Montréal (Québec) H3Z 3C2
Télécopieur : 514.934.8603
Courriel : reclamations@rsmrichter.com

Il incombe aux Créanciers de confirmer la réception des documents par le Contrôleur.

6^e SIGNATURE

- La preuve de réclamation doit être signée par le Créancier ou son représentant dûment autorisé, devant témoin.

(English – over)

SCHEDULE « B »

IN THE MATTER OF THE PLAN OF COMPROMISE AND ARRANGEMENT OF
HART STORES INC./MAGASINS HART INC.

NOTICE TO CREDITORS OF THE DEADLINE
TO FILE PROOFS OF CLAIM

Pursuant to the claims and meetings procedure Order rendered by the Superior Court on ● (the "Order"), notice is hereby given to the creditors of Hart Stores Inc./Magasins Hart Inc. that any proof of claim must be filed with the Monitor, RSM Richter Inc. at 2 Place Alexis Nihon, Montreal, Quebec H3Z 3C2, and must be received by the Monitor, no later than:

- January 12, 2012, at 5:00 p.m., Montreal time, for claims up to and including August 30, 2011 ("Claims Bar Date") and/or
- January 31, 2012, at 5:00 p.m., Montreal time, for claims after August 30, 2011 ("Restructuring Claims Bar Date") (*Restructuring Claim*, as defined at Section [2] (ff) of the Order).

Any capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Order, a copy of which can be found on the following website: <http://www.rsmrichter.com/Restructuring/Hart.aspx>.

The instruction letter for the claims process can also be obtained on the above-mentioned website.

We reiterate that, in virtue of the Order, (i) the Claims Bar Date to file proof of claims is January 12, 2012, at 5:00 p.m., Montreal time, for claims up to and including August 30, 2011; and (ii) the Restructuring Claims Bar Date is January 31, 2012 at 5:00 p.m., Montreal time, for claims after August 30, 2011. Creditors who will not have filed a proof of claim with the supporting documents by the Claims Bar Date or, if necessary, the Restructuring Claims Bar Date, in compliance with the Order and the instructions thereto will receive no other notice unless a new Order is rendered by the Superior Court, (i) shall not be entitled to participate as a creditor in these proceedings, (ii) shall not be entitled to vote on any matter relating to these proceedings, including the Plan, (iii) shall not be entitled to assert any claim against Hart Stores Inc./Magasins Hart Inc. (iv) nor shall be entitled to receive any distribution under the Plan.

Creditors must file their proofs of claim with the Monitor by mail, messenger, facsimile, or e-mail, so that such proof of claim, is received by the Monitor **by no later than the Claims Bar Date and/or the Restructuring Claims Bar Date at the following address:**

RSM Richter Inc.
2 Place Alexis Nihon, Suite 1820
Montreal, Quebec H3Z 3C2

Attention: ●
Facsimile: 514.934.8603
E-mail: claims@rsmrichter.com
● @rsmrichter.com

MONTREAL, this ● day of ● 2011.

RSM Richter Inc.
Court-appointed Monitor

DANS L'AFFAIRE DU PLAN D'ARRANGEMENT ET DE TRANSACTION DE
MAGASINS HART INC. / HART STORES INC.

AVIS AUX CRÉANCIERS DE LA DATE LIMITE POUR
DÉPOSER LES PREUVES DE RÉCLAMATION

En vertu de l'Ordonnance relative à la procédure des réclamations et des assemblées rendue par la Cour supérieure le ● (l'« Ordonnance »), avis est par les présentes donné aux créanciers de Magasins Hart Inc. / Hart Stores Inc. que toute preuve de réclamation doit être déposée auprès du Contrôleur, RSM Richter Inc., et elle doit être reçue par celui-ci au 2, Place Alexis Nihon, bureau 1820, Montréal (Québec) H3Z 3C2, au plus tard :

le 12 janvier 2012 à 17 heures, heure de Montréal, pour les réclamations nées au plus tard le 30 août 2011 (« DATE LIMITE DE DÉPÔT DES RÉCLAMATIONS ») et / ou

le 31 janvier 2012 à 17 heures, heure de Montréal, pour les réclamations nées après le 30 août 2011 (« DATE LIMITE DE DÉPÔT DES RÉCLAMATIONS RELIÉES À LA RESTRUCTURATION ») (*Réclamations reliées à la restructuration*, telles que définies au paragraphe [2] (ff) « Restructuring Claim » de l'Ordonnance).

Toutes les expressions commençant par une majuscule et non définies aux présentes ont la signification qui leur est attribuée dans l'Ordonnance, dont copie peut être obtenue sur le site internet suivant :

<http://www.rsmrichter.com/Restructuration/Hart.aspx>

La lettre d'instructions relative au processus de réclamation peut également être obtenue sur le site internet susdit.

Nous réitérons que, en vertu de l'Ordonnance, (i) la Date limite de dépôt des réclamations est fixée au 12 janvier 2012 à 17 heures, heure de Montréal, pour les réclamations nées au plus tard le 30 août 2011; et (ii) la Date limite de dépôt des réclamations reliées à la restructuration est fixée au 31 janvier 2012 à 17 heures, heure de Montréal, pour les réclamations nées après le 30 août 2011. Les créanciers qui n'auront pas déposé une preuve de réclamation accompagnée des documents justificatifs à la Date limite de dépôt des réclamations ou, le cas échéant, à la Date limite de dépôt des réclamations reliées à la restructuration, conformément à l'Ordonnance et aux instructions connexes, ne recevront aucun autre avis et, à moins d'une nouvelle ordonnance de la Cour supérieure, i) ne seront pas en droit de participer aux procédures en tant que créanciers, ii) ne seront pas en droit de voter sur toute question relative à ces procédures, y compris le Plan, iii) ne seront pas en droit de faire valoir toute réclamation contre Magasins Hart Inc. / Hart Stores Inc., iv) ni ne seront en droit de recevoir quelque distribution que ce soit aux termes du Plan.

Les créanciers doivent déposer leurs preuves de réclamation auprès du Contrôleur, par la poste, par messagerie, par télécopieur, ou par courriel, de façon à ce que le Contrôleur reçoive les preuves de réclamation **au plus tard à la Date limite de dépôt des réclamations et / ou à la Date limite de dépôt des réclamations reliées à restructuration, à l'adresse suivante :**

RSM Richter Inc.
2, Place Alexis Nihon, bureau 1820
Montréal (Québec) H3Z 3C2

Aux soins de : ●
Télécopieur : 514-934-8603
Courriel : ●@rsmrichter.com
●@rsmrichter.com

MONTRÉAL, ce ● jour de ● 2011.

RSM Richter Inc.
Contrôleur désigné par la Cour

SCHEDULE « C »

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL
COURT NO. : 500-11-041238-110
ESTATE NO.: 0000074-2011-QC

S U P E R I O R C O U R T
(Commercial Division)
(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act,
R.S.C. 1985, c. C-36, as amended)

IN THE MATTER OF THE PLAN OF COMPROMISE AND
ARRANGEMENT OF:

HART STORES INC. / MAGASINS HART INC.

Petitioner

- and -

RSM RICHTER INC.

Monitor

**NOTICE TO CREDITORS OF THE DEADLINE
TO FILE PROOFS OF CLAIM**

Notice is hereby given to the creditors of the Petitioner, Hart Stores Inc./Magasins Hart Inc., that any proof of claim must be filed with the Monitor, RSM Richter Inc., at 2 Place Alexis Nihon, Suite 1820, Montreal, Quebec H3Z 3C2 and it must be received by him no later than January 12, 2012, at 5:00 p.m., Montreal Time, for claims up to and including August 30, 2011 (the "CLAIMS BAR DATE") and/or January 31, 2012 at 5:00 p.m., Montreal Time, for claims after August 30, 2011 (the "RESTRUCTURING CLAIMS BAR DATE") (*Restructuring claim arising out of the restructuring*, as defined at Section [2] (ff) "Restructuring Claim" of the claims and meetings procedure Order rendered by the Superior Court on ● (the "Order"))).

Pursuant to the Order, the Monitor was ordered to submit to all known creditors a notice requiring the filing of a proof of claim before the Claims Bar Date and/or Restructuring Claims Bar Date, along with the proof of claim form and an instruction letter in order to assist in the completion of the proof of claim.

We reiterate that by virtue of the Order, the Claims Bar Date is January 12, 2012, at 5:00 p.m., Montreal Time and the Restructuring Claims Bar Date is January 31, 2012 at 5:00 p.m., Montreal Time. Creditors who will not have filed a proof of claim with the supporting documents by the Claims Bar Date or, if necessary, the Restructuring Claims Bar Date, in compliance with the Order and instructions thereto, will receive no other notice, and unless a new Order is rendered by the Superior Court, (i) shall not be entitled to participate as a creditor in these proceedings, (ii) shall not be entitled to vote on any matter relating to these proceedings, including the Plan of compromise and arrangement to be filed by the Petitioner (the "Plan"), (iii) shall not be entitled to assert any claim against the Petitioner, (iv) nor shall be entitled to receive any distribution under the Plan.

We refer you to the attached proof of claim form as well as the accompanying instruction letter, as well as the Order which is available on the Monitor's website at the following address:

<http://www.rsmrichter.com/Restructuring/Hart.aspx>

The proof of claim may be filed by regular mail, by facsimile, by messenger or by any other means of electronic mail addressed to:

RSM Richter Inc.

(In its capacity as Court-Appointed Monitor
to Hart Stores Inc./Magasins Hart Inc.)
2 Place Alexis Nihon, Suite 1820
Montreal, Quebec H3Z 3C2

Attention: ●

Fax: 514.934.8603

Email: claims@rsmrichter.com

MONTREAL, this ● day of ● 2011.

RSM Richter Inc.
Court-appointed Monitor

CANADA
PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL
N° COUR : 500-11-041238-110
N° DOSSIER : 0000074-2011-QC

COUR SUPÉRIEURE
(Chambre commerciale)
(siégeant à titre de tribunal désigné en vertu de la *Loi sur les
arrangements avec les créanciers des compagnies*,
L.R.C. (1985), c. C-36, tel qu'amendé)

DANS L'AFFAIRE DU PLAN D'ARRANGEMENT ET DE
TRANSACTION DE :

MAGASINS HART INC. / HART STORES INC.

Requérante

- et -
RSM RICHTER INC.

Contrôleur

**AVIS AUX CRÉANCIERS DE LA DATE LIMITE
POUR DÉPOSER LES PREUVES DE RÉCLAMATION**

Avis est par les présentes donné aux créanciers de la Requérante, Magasins Hart Inc. / Hart Stores Inc., que toute preuve de réclamation doit être déposée auprès du Contrôleur, RSM Richter Inc., au 2, Place Alexis Nihon, bureau 1820, Montréal (Québec) H3Z 3C2 et qu'elle doit être reçue par celui-ci, au plus tard le 12 janvier 2012 à 17 heures, heure de Montréal, pour les réclamations nées au plus tard le 30 août 2011 (« DATE LIMITE DE DÉPÔT DES RÉCLAMATIONS ») et / ou le 31 janvier 2012 à 17 heures, heure de Montréal, pour les réclamations nées après le 30 août 2011 (« DATE LIMITE DE DÉPÔT DES RÉCLAMATIONS RELIÉES À LA RESTRUCTURATION ») (*Réclamations reliées à la restructuration*, telles que définies au paragraphe [2] (ff) « Restructuring Claim » de l'Ordonnance relative à la procédure des réclamations et des assemblées rendue par la Cour supérieure le ● (l' « Ordonnance »)).

En vertu de l'Ordonnance, il a été ordonné au Contrôleur de soumettre à tous les créanciers connus un avis demandant le dépôt d'une preuve de réclamation avant la Date limite de dépôt des réclamations et / ou la Date limite de dépôt des réclamations reliées à la restructuration, y compris le formulaire de preuve de réclamation et une lettre d'instructions afin d'aider les créanciers à remplir la preuve de réclamation.

Nous réitérons que, en vertu de l'Ordonnance, la Date limite de dépôt des réclamations est fixée au 12 janvier 2012 à 17 heures, heure de Montréal et la Date limite de dépôts des réclamations reliées à la restructuration est fixée au 31 janvier 2012 à 17 heures, heure de Montréal. Les créanciers qui n'auront pas déposé une preuve de réclamation accompagnée des documents justificatifs à la Date limite de dépôt des réclamations ou, le cas échéant, à la Date limite de dépôt des réclamations reliées à la restructuration, conformément à l'Ordonnance et aux instructions connexes, ne recevront aucun autre avis et, à moins d'une nouvelle ordonnance de la Cour supérieure, i) ne seront pas en droit de participer aux procédures en tant que créanciers, ii) ne seront pas en droit de voter sur toute question relative à ces procédures, y compris le Plan d'arrangement et de transaction à être déposé par la Requérante (le « Plan »), iii) ne seront pas en droit de faire valoir toute réclamation contre la Requérante, iv) ni ne seront en droit de recevoir quelque distribution que ce soit aux termes du Plan.

Nous vous invitons à consulter le formulaire de preuve de réclamation ainsi que la lettre d'instructions ci-joints ainsi que l'Ordonnance disponible sur le site du Contrôleur à l'adresse suivante :

<http://www.rsmrichter.com/Restructuration/Hart.aspx>

La preuve de réclamation peut être déposée par poste régulière, par télécopieur, par messagerie ou par courrier électronique à l'adresse suivante :

RSM Richter Inc.

(en sa capacité de Contrôleur désigné par la Cour
de Magasins Hart Inc. / Hart Stores Inc.)

2, Place Alexis Nihon, bureau 1820

Montréal (Québec) H3Z 3C2

À l'attention de : ●

Télécopieur : 514.934.8603

Courriel : reclamations@rsmrichter.com

MONTREAL, ce ● jour ● 2011.

RSM Richter Inc.

Contrôleur désigné par la Cour

SCHEDULE « D »

CANADA
 PROVINCE OF QUEBEC
 DISTRICT OF MONTREAL
 COURT NO. : 500-11-041238-110
 ESTATE NO.: 0000074-2011-QC

S U P E R I O R C O U R T
 (Commercial Division)
 (Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act,
 R.S.C. 1985, c. C-36, as amended)

RSM Richter Inc.
 2, Place Alexis Nihon, Suite 1820
 Montreal, Quebec H3Z 3C2
 Telephone: 514.934.3440
 Facsimile: 514.934.8603
 E-mail: claims@rsmrichter.com

**IN THE MATTER OF THE PLAN OF COMPROMISE AND
 ARRANGEMENT OF:**

HART STORES INC. / MAGASINS HART INC.

Petitioner

- and -

RSM RICHTER INC.

Monitor

NOTICE OF REVISION OR DISALLOWANCE

TO: **[insert name and address of creditor]**

FROM: **RSM Richter Inc.** in its capacity as Court-appointed Monitor of Hart Stores Inc./Magasins Hart Inc.
 ("Petitioner")

Terms not otherwise defined in this notice have the meaning ascribed thereto in the Order of the Superior Court of Quebec (Commercial Division) ("**Court**") made ● (the "Claims Process Order"). A copy of the Claims Process Order is attached.

This notice of revision or disallowance is issued pursuant to the Claims Process Order. The Monitor hereby gives you notice that it has reviewed your proof of claim and has revised or disallowed your claim as set out below:

i) Claim arising up to and including August 30, 2011:

Amount per Proof of Claim (if applicable)		Disallowed Amount		Allowed Amount	
Unsecured	Secured	Unsecured	Secured	Unsecured	Secured
\$	\$	\$	\$	\$	\$

If you disagree with the value of your allowed claim as valued by the Monitor in this notice of revision or disallowance ("Allowed Claim") and wish to dispute the Allowed Claim or the Monitor's assessment of your claim, you must, within ten (10) days of the date hereof, file an appeal motion with the Court and serve a copy of such appeal motion on the Petitioner and the Monitor at the following addresses:

Petitioner's Counsel:

Heenan Blaikie, LLP
2500-1250 René-Lévesque Blvd West
Montreal, Quebec H3B 4Y1

Attention: Michael J. Hanlon
Fax: 514.846.3427
E-mail: mhanlon@heenan.ca

The Monitor:

RSM Richter Inc.
2 Place Alexis Nihon, Suite 1820
Montreal, Quebec H3Z 3C2

Attention: ●
Fax: 514.934.8603
E-mail: ●@rsmrichter.com

If you agree with the value of your Allowed Claim and do not dispute the Allowed Claim, there is no need to file anything further.

DATED at Montreal, this ● day of ● 201__.

RSM RICHTER INC.

In its capacity as Monitor of
Hart Stores Inc./Magasins Hart Inc.

Benoit Gingues, CA, CIRP

Si vous êtes en désaccord avec la valeur accordée à votre réclamation telle qu'elle a été évaluée par le Contrôleur dans le présent avis de révision ou de rejet (la « Réclamation Acceptée ») et que vous souhaitez contester la Réclamation Acceptée ou l'évaluation de votre réclamation par le Contrôleur, vous devez, dans les dix (10) jours suivant la date des présentes, en appeler par le dépôt d'une requête auprès de la Cour et la signification d'une copie de cette requête à la Requérante et au Contrôleur aux adresses suivantes :

Procureurs de la Requérante :

Heenan Blaikie, LLP
2500 - 1250, boul. René-Lévesque Ouest
Montréal (Québec) H3B 4Y1

Aux soins de : Michael J. Hanlon
Numéro de télécopieur : 514 846.3427
Adresses courriels : mhanlon@heenan.ca

Le Contrôleur :

RSM Richter Inc.
2, Place Alexis-Nihon, bureau 1820
Montréal (Québec) H3Z 3C2

Aux soins de : ●
Numéro de télécopieur : 514.934.8603
Adresse courriel : ●@rsmrichter.com

Si vous êtes d'accord avec la valeur de votre Réclamation Acceptée et que vous ne contestez pas celle-ci, il n'est pas nécessaire de déposer quelque document supplémentaire que ce soit.

FAIT à Montréal, le ● jour de ● 201__.

RSM RICHTER INC.

En sa qualité de Contrôleur de
Magasins Hart Inc. / Hart Stores Inc.

Benoit Gingues, CA, CIRP

SCHEDULE « E »

RSM Richter Inc.
2, Place Alexis Nihon, Suite 1820
Montreal, Quebec H3Z 3C2
Telephone: 514.934.3440
Facsimile: 514.934.8603
E-mail: claims@rsmrichter.com

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL
COURT NO. : 500-11-041238-110
ESTATE NO.: 0000074-2011-QC

S U P E R I O R C O U R T
(Commercial Division)
(Sitting as a court designated pursuant to the *Companies'*
Creditors Arrangement Act,
R.S.C. 1985, c. C-36, as amended)

**IN THE MATTER OF THE PLAN OF COMPROMISE AND
ARRANGEMENT OF:**

HART STORES INC. / MAGASINS HART INC.

Petitioner

- and -

RSM RICHTER INC.

Monitor

**GENERAL AFFECTED UNSECURED CREDITORS
PROXY AND VOTING FORM**

I/We _____
(name of creditor)

of _____
(address)

creditor(s), hereby appoint as my (our) proxy for the creditors' meeting to be held on February ●, 2012 or at any adjournment thereof, the following person:

(name of proxy)

or, if no name is inserted above, RSM Richter Inc., the Court-appointed Monitor is deemed to be the proxy.

I/we hereby instruct my/our proxy to vote as follows on the resolution to approve the Plan of compromise and arrangement of Hart Stores Inc./Magasins Hart Inc. (the "Plan") pursuant to the *Companies' Creditors Arrangement Act* (Canada), as tabled, and as may be amended, at such creditors' meeting, or at any adjournment thereof:

_____ **FOR** approving the Plan

_____ **AGAINST** approving the Plan

Note: Unless a creditor has indicated above that it wishes to vote against approval of the Plan, the Monitor will vote all proxies which it holds **FOR** approving the Plan.

In order to be valid, this proxy must be duly completed and signed, and returned to the Monitor before the meeting of creditors or deposited in person at the creditors' meeting, prior to the commencement of the creditors' meeting.

DATED AT _____, this _____ day of _____ 201____.

(Name of creditor)

Signature of authorized person
(indicate title or function, if any)

Signature of witness

(Please print name)

(Please print name)

RSM Richter Inc.

2, Place Alexis Nihon, Suite 1820
Montreal, Quebec H3Z 3C2
Telephone: 514.934.3440
Facsimile: 514.934.8603
E-mail: claims@rsmrichter.com

CANADA
PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL
No COUR : 500-11-041238-110
No DOSSIER : 0000074-2011-QC

C O U R S U P É R I E U R E
(Chambre commerciale)
(siégeant à titre de tribunal désigné aux termes de la *Loi sur
les arrangements avec les créanciers des compagnies*,
L.R.C. (1985), c. C-36, tel qu'amendé)

DANS L'AFFAIRE DU PLAN D'ARRANGEMENT ET DE
TRANSACTION DE :

MAGASINS HART INC. / HART STORES INC.

Requérante

- et -

RSM RICHTER INC.

Contrôleur

CRÉANCIERS NON GARANTIS VISÉS
FORMULAIRE DE PROCURATION ET DE VOTE

Je/Nous _____
(nom du créancier)

de _____
(adresse)

créancier(s), nomme (nommons) par les présentes comme mon (notre) fondé de pouvoir à l'assemblée des créanciers qui se tiendra le ● février 2012 ou à toute reprise de celle-ci, la personne suivante :

(nom du fondé de pouvoir)

ou, si aucun nom n'est inscrit ci-dessus, RSM Richter Inc., le Contrôleur nommé par le tribunal, sera présumé être le fondé de pouvoir.

Je/Nous donne (donnons) pour instructions à mon (notre) fondé de pouvoir de voter comme suit sur la résolution visant à approuver le plan d'arrangement et de transaction de Magasins Hart Inc. / Hart Stores Inc. (**le « Plan »**) aux termes de la *Loi sur les arrangements avec les créanciers des compagnies*, tel qu'il a été déposé et pourrait être modifié à l'assemblée des créanciers ou à toute reprise de celle-ci:

_____ **POUR** l'approbation du Plan.

_____ **CONTRE** l'approbation du Plan.

Note: À moins que le créancier n'ait indiqué ci-dessus qu'il désire voter contre l'approbation du Plan, le Contrôleur exercera tous les droits de vote afférents aux procurations qu'il détient **POUR** l'approbation du Plan.

Pour être valide, la procuration doit être complétée, signée et retournée aux Contrôleur avant le début de l'assemblée des créanciers ou déposée en personne à l'assemblée des créanciers avant le début de l'assemblée des créanciers.

FAIT à _____, le _____ jour de _____ 201_____.

Nom du créancier

Signature de la personne autorisée
(Indiquer titre ou fonction, s'il y a lieu)

Signature du témoin

(Inscrire le nom en lettres moulées)

(Inscrire le nom en lettres moulées)

SCHEDULE « F »

RSM Richter Inc.
2, Place Alexis Nihon, Suite 1820
Montréal (Québec) H3Z 3C2
Téléphone / Telephone : 514.934.3497
Télécopieur / Facsimile : 514.934.8603
Courriel / E-mail : reclamations@rsmrichter.com

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL
No. : 500-11-041238-110
Estate No. 0000074-2011-QC

S U P E R I O R C O U R T
(Commercial Division)
(Sitting as a court designated pursuant to the *Companies'*
Creditors Arrangement Act,
R.S.C. 1985, c. C-36, as amended)

**IN THE MATTER OF THE PLAN OF COMPROMISE AND
ARRANGEMENT OF:**

HART STORES INC. / MAGASINS HART INC.

Petitioner

- and -

RSM RICHTER INC.

Monitor

**NOTICE TO CREDITORS OF HART STORES INC. / MAGASINS HART INC.
OF
MEETING OF CREDITORS AND SANCTION HEARING**

TAKE NOTICE THAT Hart Stores Inc./Magasins Hart Inc. has filed a Plan of compromise and arrangement pursuant to the *Companies' Creditors Arrangement Act* (the "**Plan**"), with RSM Richter Inc. as the Monitor.

A GENERAL MEETING OF THE CREDITORS FOR THE PURPOSE OF CONSIDERING AND APPROVING THE PLAN **WILL BE HELD AT THE ● ON THE ● DAY OF FEBRUARY 2012, AT ● A.M. OR P.M.**

The creditors qualified to vote at the meeting may accept the Plan as proposed or as altered or modified at or prior to the meeting. If so accepted by a majority in number and representing two-thirds in value of the creditors present and voting either in person or by proxy at the meeting and then approved by the Superior Court of Québec (Commercial Division) (the "**Court**"), the Plan will be binding on all the Affected Creditors (as defined in the Plan).

AN APPLICATION WILL BE BROUGHT BEFORE THE COURT TO SANCTION THE PLAN ON FEBRUARY ●, 2012 AT ● A.M. (OR) P.M. IN ROOM ● OF THE MONTREAL COURTHOUSE, LOCATED AT **1 NOTRE DAME STREET EAST, MONTREAL, QUEBEC.**

Any person who wishes to appear or to be represented and to present evidence or arguments at the Court hearing seeking sanction of the Plan must serve upon the legal counsel for Hart Stores Inc./Magasins Hart Inc., legal counsel to the DIP Lender, the Monitor and upon all other parties who have filed a notice of appearance or appear on the service list, a notice setting out the basis for any opposition and a copy of all materials to be used in relation to any opposition of the petition for approval of the Plan, by no later than ● (Montréal Time), ●.

A copy of this notice of meeting of creditors, the Plan, the claims and meetings procedure Order, the proxy and voting letter and the proof of claim are available from the Monitor whose contact information is set out below, or at the Monitor's website at <http://www.rsmrichter.com/Restructuring/Hart.aspx>

The Monitor's report on the Plan of compromise and arrangement will be available on the Monitor's website as of February ●, 2012.

RSM Richter Inc.

2, Place Alexis Nihon, Suite 1820
Montreal, Quebec H3Z 3C2

Attention: ●
Phone No: 514.934.3440
Fax: 514.934.8603
E-mail: claims@rsmrichter.com

Dated at Montreal, this ● day of ●, 2011.

RSM Richter Inc.

Court-appointed Monitor

RSM Richter Inc.

2, Place Alexis Nihon, Suite 1820
Montreal, Quebec H3Z 3C2
Telephone: 514.934.3440
Facsimile: 514.934.8603
E-mail: claims@rsmrichter.com

CANADA
PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL
No COUR : 500-11-041238-110
No DOSSIER : 0000074-2011-QC

C O U R S U P É R I E U R E
(Chambre commerciale)
(siégeant à titre de tribunal désigné aux termes de la *Loi sur
les arrangements avec les créanciers des compagnies*,
L.R.C. (1985), c. C-36, tel qu'amendé)

DANS L'AFFAIRE DU PLAN D'ARRANGEMENT ET DE
TRANSACTION DE :

MAGASINS HART INC. / HART STORES INC.

Requérante

- et -

RSM RICHTER INC.

Contrôleur

AVIS AUX CRÉANCIERS DE MAGASINS HART INC. / HART STORES INC.
DE
L'ASSEMBLÉE DES CRÉANCIERS ET DE L'AUDIENCE SUR L'HOMOLOGATION

AVIS EST PAR LES PRÉSENTES DONNÉ que Magasins Hart Inc./ Hart Stores Inc. a déposé un Plan d'arrangement et de transaction aux termes de la *Loi sur les arrangements avec les créanciers des compagnies* (le « Plan ») auprès de RSM Richter Inc., en qualité de Contrôleur.

UNE ASSEMBLÉE GÉNÉRALE DES CRÉANCIERS DE MAGASINS HART INC. / HART STORES INC. AUX FINS D'EXAMEN ET D'APPROBATION DU PLAN SE TIENDRA À ● LE ● JOUR DE FÉVRIER 2012, À ● HEURES.

Les créanciers ayant le droit de voter à l'assemblée peuvent accepter le Plan tel qu'il est proposé ou tel qu'il pourra avoir été modifié à l'assemblée ou auparavant. S'il est ainsi accepté par la majorité en nombre et représentant les deux tiers en valeur des créanciers présents et votant en personne ou par procuration à l'assemblée et qu'il est ensuite approuvé par la Cour supérieure du Québec (Chambre commerciale) (la « Cour »), le Plan liera tous les Créanciers Visés (terme défini dans le Plan).

UNE REQUÊTE SERA PRÉSENTÉE DEVANT LA COUR AUX FINS D'HOMOLOGATION DU PLAN LE ● FÉVRIER 2012 À ●, DANS LA SALLE ● DU PALAIS DE JUSTICE DE MONTRÉAL SITUÉ AU 1, RUE NOTRE-DAME EST, MONTRÉAL (QUÉBEC).

Toute personne qui souhaite comparaître ou être représentée à l'audience sur l'homologation du Plan et y présenter des éléments de preuve ou des arguments doit signifier, au plus tard le ● 2012 à ● heures (heure de Montréal), aux conseillers juridiques de Magasins Hart Inc. / Hart Stores Inc., aux conseillers juridiques du prêteur intérimaire (« DIP Lender »), au Contrôleur et à toutes les autres parties qui ont déposé un avis de comparution ou qui sont sur la liste de signification (« service list »), un avis d'opposition énonçant les motifs et un exemplaire de tous les documents devant être utilisés relativement à toute opposition à la requête pour approbation du Plan.

Des exemplaires du présent avis de l'assemblée des créanciers et de l'audience sur l'homologation, du Plan, de l'Ordonnance relative à la procédure des réclamations et des assemblées, du formulaire de procuration et de vote et de la preuve de réclamation peuvent être obtenus auprès du Contrôleur, aux adresses et numéros figurant ci-après ou sur le site Web du Contrôleur, à l'adresse <http://www.rsmrichter.com/Restructuration/Hart.aspx>.

Le rapport du Contrôleur sur le Plan d'arrangement et de transaction de Magasins Hart Inc. / Hart Stores Inc. sera disponible sur le site web du Contrôleur à compter du ● février 2012.

RSM Richter Inc.

2, Place Alexis Nihon, bureau 1820
Montréal (Québec) H3Z 3C2

À l'attention de : ●
Téléphone : 514.934.3440
Télécopieur : 514.934.8603
Adresse de courriel : reclamations@rsmrichter.com

Fait à Montréal, ce ● jour de ● 2011.

RSM Richter Inc.

Contrôleur nommé par la Cour

500-11-041238-110

SUPERIOR COURT
(Commercial Division)

**IN THE MATTER OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED**

HART STORES INC. / MAGASINS HART INC.

Petitioner

- and -

RSM RICHTER INC.

Monitor

**MOTION FOR THE ISSUANCE OF A
CLAIMS AND MEETINGS PROCEDURE
ORDER**

(Section 11 of the *Companies' Creditors
Arrangement Act*, R.S.C. 1985, C-36, as
amended)

ORIGINAL

Code: BJ-0039

Notre réf. : 043054.0112

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