

SUPERIOR COURT
(Commercial Division)

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

No: 500-11-041238-110

DATE: November 4, 2011

PRESENT: THE HONOURABLE MR. JUSTICE JEAN-YVES LALONDE,
J.S.C.

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

ORDER

ON READING the Petitioner's motion for an order for a second extension of the stay period pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, C-36 (as amended the "CCAA") and the exhibits, and the affidavit of Robert Harritt filed in support thereof (the "**Motion**");

CONSIDERING the terms of the Initial Order rendered in these proceedings on August 30, 2011 (the "**Filing Date**") with respect to the Petitioner, pursuant to the CCAA;

CONSIDERING the order rendered on September 28, 2011 extending the Stay Period, as such term is defined in the Initial Order, until November 4, 2011, and granting other relief (the "**Renewal Order**");

CONSIDERING the representations of the parties;

ON READING the Third Report of the Monitor on the state of the Debtor's financial affairs filed in support of the Motion (the "**Monitor's Report**");

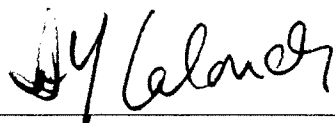
GIVEN the provisions of the CCAA;

WHEREFORE, THE COURT:

- 1 **GRANTS** the Motion;
- 2 **DECLARES** that sufficient prior notice of the presentation of this Motion has been given by the Petitioner to interested parties;
- 3 **EXTENDS** the Stay Period (as such term is defined in the Initial Order) until and including January 18, 2012, the whole subject to all other terms of the Initial Order and the Renewal Order;
- 4 **ORDERS** that the First Amending Agreement entered into between Petitioner and the DIP Lender, and dated as of November 3, 2011 (the "**First Amending Agreement**") is hereby approved and any reference in the Initial Order, or any other Order rendered in these proceedings to the DIP Commitment Letter shall refer to the "DIP Commitment Letter as amended by the First Amending Agreement";
- 5 **DECLARES** that the communication of a redacted version of the First Amending Agreement as Exhibit R-1 to the Petition is proper and sufficient;
- 6 **ORDERS** that the unredacted version of the First Amending Agreement filed with this Court be kept confidential and under seal in the Court Record;
- 7 **DECLARES** that the First Amending Agreement is a DIP Financing Document and that all provisions of the Initial Order relating to the DIP Financing Documents shall apply *mutatis mutandis*, to the First Amending Agreement;
- 8 **ORDERS** that, subject to further order of this Court, no order shall be made varying, rescinding, or otherwise affecting paragraphs 4 to 7 hereof unless either (a) notice of a motion for such order is served on the DIP Lender and the Petitioner by the moving party within seven (7) days after that party was served with or otherwise notified of this Order or (b) the DIP Lender applies for or consents to such order;
- 9 **REQUESTS** the aid and recognition of any Court or administrative body in any Province of Canada and any Canadian federal court or administrative body and any federal or state court or administrative body in the United States of America and any court or administrative body elsewhere, to act in aid of and to be complementary to this Court in carrying out the terms of this Order;
- 10 **ORDERS** provisional execution notwithstanding appeal;

11 **THE WHOLE** without costs, save in case of contestation.

Montreal, November 4, 2011

A handwritten signature in black ink, appearing to read "J-Y Lalonde". The signature is written in a cursive style with a large initial "J".

Honourable Jean-Yves Lalonde, J.S.C.

COPIE CONFORME

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