

for the Debtors, counsel for the Information Officer, counsel for Citizens Business Capital, in its capacity as Administrative Agent and Collateral Agent for the lenders under the Senior Secured Super-Priority Debtor-in-Possession Revolving Credit Agreement (the “**DIP ABL Agent**”), counsel for the Senior Secured Noteholders and DIP Note Lenders, counsel for The Cadillac Fairview Corporation Limited, counsel for Cushman & Wakefield Asset Services Inc., Ivanhoe Cambridge Inc., RioCan Real Estate Investment Trust, counsel for Montez Hillcrest Inc., Hillcrest Holdings Inc., Scarborough Town Centre Holdings Inc., Oxford Properties Retail Holdings Inc., Oxford Properties Retail Holdings II Inc. and Yorkdale Shopping Centre Holdings Inc., and upon no one appearing for any other parties although duly served as appears from the Affidavit of Service of Mariela Adriana Gasparini sworn July 26, 2018, filed,

SERVICE

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and the Motion Record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that any capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Fourth Kosturos Affidavit.

RECOGNITION OF FOREIGN ORDERS

3. **THIS COURT ORDERS** that the following orders of the United States Bankruptcy Court for the District of Delaware (the “**US Court**”) made in the insolvency proceedings of the Debtors under Chapter 11 of Title 11 of the United States Bankruptcy Code are hereby recognized and

given full force and effect in all provinces and territories of Canada pursuant to Section 49 of the CCAA:

- a. an order, *inter alia*, (i) approving the Ivanhoé Stipulation; (ii) approving the DAMA Stipulation; and (iii) authorizing the Debtors to enter into, perform, execute and deliver all documents and take all actions necessary to immediately effectuate the settlement as between the Debtors and 90287939 Quebec Inc. cob as DAMA Construction, and the settlement as between the Debtors and IC SPG POC at Edmonton LP (“**Ivanhoé**”) (the “**Stipulation Order**”);
- b. an order, *inter alia*, (i) authorizing the Debtors to reject certain identified nonresidential unexpired leases or subleases of real property relating to their North America retail locations listed on Schedule 1 to the Omnibus Lease Rejection Order as of the later of (a) July 31, 2018 and (b) the date that the Debtors unequivocally surrender possession of the leased premises via the delivery of the keys, key codes, and alarm codes, as applicable, to the applicable lease counterparty; (ii) authorizing the abandonment of certain surplus or burdensome assets remaining at the premises upon conclusion of the store closing sales; and (iii) granting related relief (the “**Omnibus Lease Rejection Order**”);
- c. an order, *inter alia*, (i) establishing deadlines by which creditors must file proofs of claim in the Chapter 11 cases; and (ii) approving the form and manner of noticing thereof (the “**Bar Date Order**”, together with the Stipulation Order and the Omnibus Lease Rejection Order, the “**Stipulation, Omnibus Lease Rejection and Bar Date Orders**”);

provided, however, that in the event of any conflict between the terms of the Stipulation, Omnibus Lease Rejection and Bar Date Orders, and the Orders of this Court made in these proceedings, the Orders of this Court shall govern with respect to the Property (as defined in the Supplemental Order (Foreign Main Proceeding) of this Court made in these proceedings on May 16, 2018) in Canada. Copies of the Stipulation, Omnibus Lease Rejection and Bar Date Orders are attached as Exhibits "H", "I" and "J" respectively, to the Fourth Kosturos Affidavit.

EDMONTON LEASE

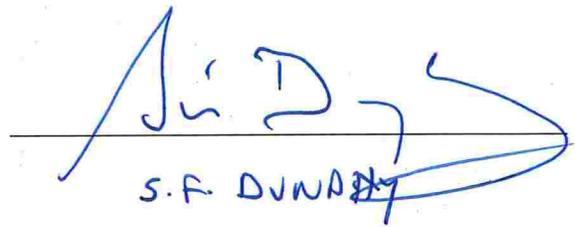
4. **THIS COURT ORDERS** that the stay of proceedings imposed pursuant: to (i) the Initial Recognition Order (Foreign Main Proceeding) dated May 16, 2018; and (ii) the Supplemental Order (Foreign Main Proceeding) dated May 16, 2018, in the within proceedings, is hereby lifted for the limited purpose of allowing Ivanhoé to terminate the lease dated May 16, 2017, as between Ivanhoé as landlord and Rockport Canada as tenant, with respect to premises located at the Edmonton International Airport in Edmonton, Alberta, in accordance with the terms of the Ivanhoé Stipulation.

GENERAL

5. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Foreign Representative, the Information Officer and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Foreign Representative, the Information Officer, as an officer of this Court, as

may be necessary or desirable to give effect to this Order or to assist the Foreign Representative, the Information Officer and their respective agents in carrying out the terms of this Order.

6. **THIS COURT ORDERS** that each of the Foreign Representative, the Debtors and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.


S.F. DUNN

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

JUL 30 2018

PER / PAR:



Court File No.: CV-18-597987-00CL

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF ROCKPORT BLOCKER, LLC, THE ROCKPORT GROUP HOLDINGS, LLC, TRG 1-P HOLDINGS, LLC, TRG
INTERMEDIATE HOLDINGS, LLC, TRG CLASS D, LLC, THE ROCKPORT GROUP, LLC, THE ROCKPORT COMPANY, LLC, DRYDOCK
FOOTWEAR, LLC, DD MANAGEMENT SERVICES LLC AND ROCKPORT CANADA ULC (THE "DEBTORS")**

**APPLICATION OF ROCKPORT BLOCKER, LLC, UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c.
C-36, AS AMENDED**

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
PROCEEDINGS COMMENCED AT TORONTO**

**ORDER
(STIPULATION | OMNIBUS LEASE REJECTION BAR DATE
ORDER)**

BORDEN LADNER GERVAIS LLP

Bay Adelaide Centre, East Tower
22 Adelaide Street West
Toronto ON M5H 4E3
Tel: 416-367-6000
Fax: 416-367-6749

Roger Jaipargas – LSO No. 43275C

Tel: 416-367-6266
rjaipargas@blg.com

Alex MacFarlane – LSO No. 28133Q

Tel: 416-367-6305
amacfarlane@blg.com

Evita Ferreira – LSO No. 69967K

Tel: 416-367-6708
eferreira@blg.com

Lawyers for Rockport Blocker, LLC, The Rockport Group Holdings, LLC, TRG 1-P Holdings, LLC, TRG Intermediate Holdings, LLC, TRG Class D, LLC, The Rockport Group, LLC, The Rockport Company, LLC, Drydock Footwear, LLC, DD Management Services LLC and Rockport Canada ULC