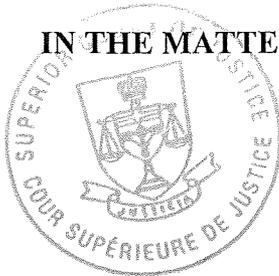


District of Ontario  
Division No. 9 - Toronto  
Court File No: 31-2010608  
Estate File No. 31-2010608

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)  
IN BANKRUPTCY AND INSOLVENCY**

THE HONOURABLE ) TUESDAY, THE 28<sup>th</sup> DAY  
JUSTICE HAINES ) OF JULY, 2015



**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF  
SHERSON GROUP INC.**

**ORDER**

**THIS MOTION**, made by Sherson Group Inc. (“**Sherson**”), was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Motion Record of Sherson, including the Affidavit of Stephen Applebaum sworn July 27, 2015 and the exhibits thereto, on reading the First Report to the Court of Richter Advisory Group Inc., in its capacity as proposal trustee (the “**Proposal Trustee**”) in Sherson’s *Bankruptcy and Insolvency Act* (the “**BIA**”) proposal proceedings (the “**Proposal Proceedings**”) dated July 27, 2015, and on hearing the submissions of counsel for Sherson, counsel for the Proposal Trustee, counsel for Bank of Montreal, counsel for BDC Capital Inc. and counsel for Jones Investment Co. Inc., Nine West Development Corporation and JAG Footwear, Accessories and Retail Corporation, no one else appearing although properly served as appears from the affidavit of Daphne Porter, sworn July 27, 2014, 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.

**EXTENSION OF TIME**

2. **THIS COURT ORDERS** that the time for the filing of a proposal by Sherson is hereby extended in accordance with section 50.4(9) of the BIA up to and including ~~July 31~~ <sup>August 6</sup>, 2015.



**SERVICE AND NOTICE**

3. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the “Protocol”) is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/eservice-commercial/>) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol with the following URL ‘<http://www.richter.ca/en/folder/insolvency-cases/s/sherson-group-inc>’.

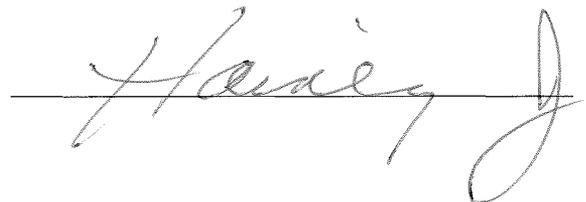
4. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Protocol is not practicable, Sherson and the Proposal Trustee are at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to Sherson’s creditors or other interested parties at their respective addresses as last shown on the records of Sherson and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

**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 Sherson, the Proposal Trustee 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 provide such assistance to Sherson and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist Sherson and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

6. **THIS COURT ORDERS** that each of Sherson and the Proposal Trustee be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, including, without limitation, the United States Bankruptcy Court, Southern District of New York, in the proceedings initiated by the Proposal Trustee (in its capacity as Foreign Representative of Sherson in the Proposal Proceedings) under Chapter 15 of the *United States Bankruptcy Code*, 11 U.S.C. §§ 101-1330 (Case No. 15-11765-SHL), for the recognition of this Order and for assistance in carrying out the terms of this Order, including the enforcement of the Administration Charge.

7. **THIS COURT ORDERS** that any interested party (including Sherson and the Proposal Trustee) may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.



**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF SHERSON GROUP INC.**

District of Ontario  
Division No. 9 - Toronto  
Court File No: 31-2010608  
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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)  
IN BANKRUPTCY AND INSOLVENCY**

Proceedings commenced at Toronto

**ORDER**

**AIRD & BERLIS LLP**  
Barristers and Solicitors  
Brookfield Place  
Suite 1800, Box 754  
181 Bay Street  
Toronto, ON M5J 2T9

**Sam Babe (LSUC # 49498B)**  
Tel: (416) 865-7718  
Fax: (416) 863-1515  
E-mail: [sbabe@airdberlis.com](mailto:sbabe@airdberlis.com)

*Lawyers for Sherson Group Inc.*