

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

THE HONOURABLE)	TUESDAY, THE 4TH
)	
JUSTICE WILTON-SIEGEL)	DAY OF FEBRUARY, 2014

**IN THE MATTER OF THE INTERIM RECEIVERSHIP OF SHS SERVICES
MANAGEMENT INC./GESTION DES SERVICES SHS INC. AND SHS SERVICES
LIMITED PARTNERSHIP**

**IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 47 OF THE
BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c.B-3, AS AMENDED; AND
SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, c.C.43, AS AMENDED**

ORDER

THIS MOTION made by the Respondents, 1447000 Ontario Ltd., 1233682 Ontario Inc. o/a Indoor Clean Air Services, 1812731 Ontario Inc. o/a Sears Indoor Clean Air Services, 777911 Alberta Ltd. o/a Sears Clean Air Services, 977218 Ontario Inc., 709999 Alberta Ltd., 484081 BC Ltd., Gestion Cristofaro Ltee, Stewarts Cleaning Service Inc., 1847135 Ontario Inc., 3543978 Canada Inc., 2177059 Ontario Inc. cob Sears Indoor Clean Air and The Roaders Holdings Co. Ltd. o/a DBA Sears Carpet Cleaning (each, an “Applicant” and collectively, the “Applicants”), for an order lifting the stay in paragraph 14 and paragraph 15 of the order of the Honourable Mr. Justice Brown dated January 9, 2014 as against these Applicants, was heard this day at the court house, 330 University Avenue, Toronto, Ontario.

ON READING the affidavits of the fourteen Applicants filed, the Third Report of PricewaterhouseCoopers, Receiver of SHS Services Management Inc., (“SHS”) and on hearing the submissions of Counsel for the Applicants, the Receiver, and for Sears Canada Inc., no one appearing for any other person on the service list, although properly served as appears from the affidavit of Janis Griffin sworn January 27, 2014, filed:

1. **THIS COURT ORDERS** that the stay found in paragraph 14 and paragraph 15 of the order of the Honourable Mr. Justice Brown dated the 9th day of January is hereby lifted as against the Applicants 1447000 Ontario Ltd., 1233682 Ontario Inc. o/a Indoor Clean Air Services, 1812731 Ontario Inc. o/a Sears Indoor Clean Air Services, 777911 Alberta Ltd. o/a Sears Clean Air Services, 977218 Ontario Inc., 709999 Alberta Ltd., 484081 BC Ltd., Gestion Cristofaro Ltee, 5751749 Mb. Ltd. Inc., Stewarts Cleaning Service Inc., 1847135 Ontario Inc., 3543978 Canada Inc., 2177059 Ontario Inc. cob Sears Indoor Clean Air and The Roaders Holdings Co. Ltd. o/a DBA Sears Carpet Cleaning, for the limited purpose of permitting the Applicants to terminate any of their respective license agreements with SHS, (each, a “License”, and collectively, the “Licenses”), which Licenses are hereby terminated.

2. **THIS COURT ORDERS** that each Applicant shall, within ten (10) days of this Order, deliver to the Receiver:

- (a) (i) an accounting, in form and substance satisfactory to the Receiver, acting reasonably, of the work performed under such License by such Applicant from December 13, 2013, to the date upon which such accounting is received by the Receiver (the “Work Period”); and (ii) funds properly payable to SHS pursuant to

such License on account of work performed during the Work Period, subject to any valid right of set-off available to such Applicant; or

- (b) a statutory declaration that declares that: (i) no services were performed by such Applicant under the License during the Work Period; and (ii) no funds are properly payable to SHS pursuant to such License.

3. **THIS COURT ORDERS** that upon termination of any License pursuant to this Order, the terminating Applicant shall immediately cease using the Trade-Marks (as such term is defined in such License), unless such Applicant has received Sears' express written consent to continue to do so.

4. **THIS COURT ORDERS** that the Receiver, Sears or any Applicant may refer any dispute in respect of this subject matter of this Order to this Court for advice and directions on seven days' notice to the other party involved in any such dispute.

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

FEB 5 - 2014

(Signature of Judge)

A. Anissimova
Registrar

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Court File No. CV-13-10370-00CL

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PROCEEDING COMMENCED AT
TORONTO

ORDER

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