

No. S117081
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1984, c. C-36, as amended

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, c. 57

AND

IN THE MATTER OF STERLING SHOES INC. and STERLING SHOES GP INC.

ORDER MADE AFTER APPLICATION

))
))
BEFORE)	THE HONOURABLE)
)	MR. JUSTICE PEARLMAN)
))
))

July 31, 2012

ON THE APPLICATION OF Alvarez & Marsal Canada Inc. in its capacity as Monitor (the "**Monitor**") coming on for hearing at Vancouver, British Columbia on July 31, 2013 and on hearing Vicki Tickle, counsel for the Monitor, and those counsel listed in Schedule "A" hereto, and upon reading the materials filed, including the Fourteenth Report of the Monitor dated July 26, 2013 (the "**Fourteenth Report**");

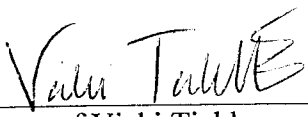
THIS COURT ORDERS AND DECLARES that:

1. The activities of the Monitor as described in the Fourteenth Report are hereby approved.
2. The fees and disbursements of the Monitor for the period September 20, 2011 to June 30, 2013, as described in the Fourteenth Report, are hereby approved in the amount of \$1,507,179.09, including applicable taxes.
3. The fees and disbursements of the Monitor's legal counsel, Fasken Martineau DuMoulin LLP, for the period ending June 30, 2013, as described in the Fourteenth Report, are hereby approved in the amount of \$238,199.91, including applicable taxes.
4. After payment of the fees and disbursements of the Monitor as herein approved, the Monitor is authorized, in its sole discretion, to distribute all funds remaining in its hands

(the "**Residual Funds**") to the creditors of Sterling Shoes GP Inc. and Sterling Shoes Limited Partnership.

5. Until such time as all of the Residual Funds have been distributed by the Monitor (in its sole discretion), no action, suit or proceeding in any court or tribunal (each, a "**Proceeding**") against, in respect of or affecting the Residual Funds shall be commenced or continued, and all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities against, in respect of or affecting the Residual Funds, are hereby stayed and suspended, except with the written consent of the Monitor or with leave of this Court.
6. The Monitor has duly performed its duties and met its obligations under the October 21, 2011 Order of this Court (the "**Initial Order**") and the January 23, 2013 Order of this Court (the "**Enhanced Monitor Order**"), and upon making the distribution referred to in paragraph 4 hereof, the Monitor shall be discharged of its duties and obligations arising under the Initial Order and the Enhanced Monitor Order, provided that notwithstanding its discharge the Monitor shall remain Monitor for the performance of such incidental duties as may be required to complete the administration of the proceedings herein.
7. Alvarez & Marsal Canada Inc. and any director, officer or employee of the Monitor (collectively, the "**Released Parties**") are hereby released and discharged from any and all liability that the Released Parties now have or may hereafter have by reason of, or in any way arising out of, the acts or omissions of the Released Parties in relation to Alvarez & Marsal Canada Inc.'s capacity as Monitor herein. Without limiting the generality of the foregoing, the Released Parties are hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, within the proceedings herein.
8. Endorsement of this Order by counsel appearing on this application, except counsel for the Monitor, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Signature of Vicki Tickle
Lawyer for the Monitor


BY THE COURT



REGISTRAR

SCHEDULE "A"

List of Counsel

Name	Party

No. S117081
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

AND

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1984, c. C-36, as amended

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS
ACT*, S.B.C. 2002, c. 57

AND

IN THE MATTER OF **STERLING SHOES INC. and
STERLING SHOES GP INC.**

ORDER MADE AFTER APPLICATION

FASKEN MARTINEAU DuMOULIN LLP

Barristers and Solicitors
2900 - 550 Burrard Street
Vancouver, BC, V6C 0A3
+1 604 631 3131

Counsel: Vicki Tickle
Matter No: 285937.00003