



No. S117081
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C.
1985, c. C-36**

AND

**IN THE MATTER OF THE *CANADA BUSINESS CORPORATIONS ACT*, R.S.C.
1985, c. C-44**

AND

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

PETITIONERS

NOTICE OF APPLICATION

Names of applicants: Sterling Shoes Inc. and Sterling Shoes GP Inc.

To: The Service List as set out in Schedule "A"

TAKE NOTICE that an application will be made by the applicants to Mr. Justice Pearlman at the courthouse at 800 Smithe Street, Vancouver, BC, V6Z 2E1, on Thursday, the 10th day of January, 2013 at **9:15 a.m.** for the Order as set out in Part 1 below.

Part 1: ORDERS SOUGHT

1. An Order in the draft form attached as **Schedule "B"**.

Part 2: FACTUAL BASIS

1. On or around October 10, 2012 the Monitor delivered a letter to each of the 38 landlords (the "**Landlords**") that had an unresolved a Notice of Dispute requesting certain additional information regarding the Proof of Claim filed by each respective Landlord (the "**Landlord Information Letter**").
2. An overwhelming majority of the Landlords provided information in response to the Landlord Information Letter (the "**Landlord Responses**"). The Company, in consultation with the Monitor, analyzed and reviewed the Landlord Responses.

3. On or around December 10, 2012, the Company delivered settlement offers to each of the 38 Landlords seeking to resolve each of the Landlords' Proof of Claim amounts (the "Offers").
4. As of December 21, 2012, 37 of the 38 Landlords had accepted the Offers.
5. The Company has resolved all but a small number of outstanding Proofs of Claim. Accordingly, the Company is nearing the completion of the claims process.
6. The Company is not aware of any claims for unpaid wages as all employees were paid their wages, including vacation pay, following the termination of their employment. The Company is current with its obligations to the Canada Revenue Agency.

Part 3: LEGAL BASIS

1. The applicants will rely on the *Companies Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended,
2. Supreme Court Civil Rules, Rule 8-1, 13-1; and
3. The inherent jurisdiction of this court.

Part 4: MATERIAL TO BE RELIED ON

1. Affidavit #1 of Daniel Gumprich, affirmed October 20, 2011;
2. Affidavit #2 of Daniel Gumprich, affirmed November 15, 2011;
3. Affidavit #3 of Daniel Gumprich, affirmed December 6, 2011;
4. Affidavit #5 of Daniel Gumprich, affirmed March 28, 2012;
5. Affidavit #6 of Daniel Gumprich, affirmed April 18, 2012;
6. Affidavit #7 of Daniel Gumprich, affirmed May 3, 2012;
7. Affidavit #8 of Daniel Gumprich, affirmed June 7, 2012;
8. Affidavit #9 of Daniel Gumprich, affirmed October 5, 2012
9. Affidavit #10 of Daniel Gumprich, affirmed December 4, 2012;
10. Monitor's Ninth Report, dated December 7, 2012; and
11. Affidavit #11 of Daniel Gumprich, affirmed January 7, 2013.

The applicants estimate that the application will take 10 minutes.

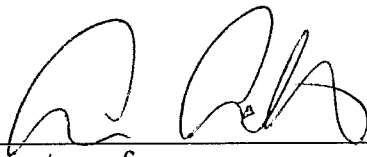
☐ This matter is within the jurisdiction of a master.

☒ This matter is not within the jurisdiction of a master. Mr. Justice Pearlman is seized of this matter.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this notice of application, you must, within 5 business days after service of this notice of application or, if this application is brought under Rule 9-7, within 8 business days after service of this notice of application,

- (a) file an application response in Form 33,
- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed application response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Date: January 7, 2012



Signature of
☐ applicant ☒ lawyer for the applicants
for Peter L. Rubin

To be completed by the court only:

Order made

☐ in the terms requested in paragraphs of Part 1 of this notice of application

☐ with the following variations and additional terms:

Date: _____

Signature of ☐ Judge ☐ Master

APPENDIX

[The following information is provided for data collection purposes only and is of no legal effect.]

THIS APPLICATION INVOLVES THE FOLLOWING:

[Check the box(es) below for the application type(s) included in this application.]

- ☐ discovery: comply with demand for documents
- ☐ discovery: production of additional documents
- ☐ extend oral discovery
- ☐ other matter concerning oral discovery
- ☐ amend pleadings
- ☐ add/change parties
- ☐ summary judgment
- ☐ summary trial
- ☐ service
- ☐ mediation
- ☐ adjournments
- ☐ proceedings at trial
- ☐ case plan orders: amend
- ☐ case plan orders: other
- ☐ experts

Schedule "A"

SERVICE LIST

**IN THE MATTER THE CCAA AND STERLING SHOES
S.C.B.C. ACTION NO. S117081**

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<i>Counsel for Morguard Investments Limited, Morguard Real Estate Investment Trust, Primaris Retail Estate Investment Trust, 20 VIC Management Inc., Oxford Properties Group Inc. and Retrocom Mid-Market REIT</i> ALEXANDER HOLBURN BEAUDIN & LANG LLP 2700 – 700 West Georgia Street Vancouver, BC V7Y 1B8 Attn: Sharon Urquhart Direct: 604.484.1757 Fax: 604.484.9757 Email: surquhart@ahbl.ca	<i>Western Compensation & Benefits Consultants</i> 2000 – 1188 West Georgia Street Vancouver, BC V6E 4A2 Attn: Barry Cook Direct: 604.443.3706 Fax: 604.687.2315 Email: barry_cook@wcbc.ca
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<i>Counsel for Jackson Lam and Yvonne Yee Wan Lau, Landlords</i> MILLER THOMSON 1000 – 840 Howe Street Vancouver, BC V6Z 2M1 Attn: Gordon Plottel Direct: 604.643.1245 Fax: 604.643.1200 Email: gplottel@millerthomson.com	<i>Counsel for the Directors of Sterling Shoes Inc. and Sterling Shoes GP Inc.</i> DAVIS LLP 2800 – 666 Park Place Vancouver, BC V6C 2Z7 Attn: Mary I.A. Buttery Direct: 604.643.6478 Fax: 604.605.3768 Email: mbuttery@davis.ca
<i>Shaw Cablesystems G.P.</i> 900, 630 – 3rd Avenue SW Calgary, AB T2P 4L4 Attn: Sandra Bazian Direct: 403.750.4709 Fax: 403.716.6544 Email: sandra.bazian@sjrb.ca	<i>Counsel for Town Shoes Limited</i> LAWSON LUNDELL LLP 1600 – 925 West Georgia Street Vancouver, BC V6C 3L2 Attn: Heather M.B. Ferris Direct: 604.631.9145 Fax: 604.694.2957 Email: hferris@lawsonlundell.com TORYS LLP 3000 – 79 Wellington Street West Toronto, ON M5K 1N2 Attn: Lee J. Cassey Direct: 416.865.7960 Fax: 416.865.7380 Email: lcassey@torys.com
<i>Counsel for Mythel Holdings Ltd.</i> WATSON GOEPEL MALEDY LLP 1700 - 1075 West Georgia Street Vancouver, BC V6E 3C9 Attn: Shael E. Smith Direct: 604.642.4555 Fax: 604.688.8193 Email: ssmith@wgmlaw.com	<i>Counsel for Vanprop Investments Ltd.</i> BULL HOUSSEY TUPPER LLP 3000 - 1055 West Georgia Street Vancouver, BC V6E 3R3 Attn: Decatur Howe Direct: 604.641.4838 Fax: 604.646.2633 Email: cdh@bht.com

Schedule "B"

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PETITIONERS

ORDER MADE AFTER APPLICATION

BEFORE	)	THE HONOURABLE	)	Thursday, the 10 th day of
	)	MR. JUSTICE PEARLMAN	)	January, 2013
	)		)	

ON THE APPLICATION of the Petitioners coming on for hearing at 800 Smithe Street, Vancouver, British Columbia on the 10th day of January, 2013, AND ON HEARING Peter Rubin and Andrew Crabtree on behalf of the Petitioners, and those counsel listed on Schedule "A";

THIS COURT ORDERS that:

1. The stay of proceedings provided in the Order of this Court made herein on October 21, 2011 (the "**Initial Order**"), as extended by Orders dated November 18, 2011, April 2, 2012 and October 11, 2012, is hereby extended to March 29, 2013 or such other date as this Court may subsequently order.

2. Endorsement of this Order by counsel appearing on this application, other than counsel for the Company, 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
[] party [X] lawyer for the Company
Peter Rubin

BY THE COURT.

Registrar

Schedule "A"

List of Counsel

Name of Counsel	Party
Danielle Toigo	The Monitor, Alvarez & Marsal Canada Inc.