

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

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
HUDSON'S BAY COMPANY ULC COMPAGNIE DE LA BAIE D'HUDSON SRI, HBC
CANADA PARENT HOLDINGS INC., HBC CANADA PARENT HOLDINGS 2 INC.,
HBC BAY HOLDINGS I INC., HBC BAY HOLDINGS II ULC, THE BAY HOLDINGS
ULC, HBC CETERPOINT GP INC., HBC YSS 1 LP INC., HBC YSS 2 LP INC., HBC
HOLDINGS GP INC., SNOSPMIS LIMITED, 2472596 ONTARIO INC., and 2472598
ONTARIO INC.**

Applicant

**SUPPLEMENTARY MOTION RECORD
(Returnable July 15, 2025)**

July 11, 2025

BLAKE, CASSELS & GRAYDON LLP

Barristers and Solicitors
199 Bay Street
Suite 4000, Commerce Court West
Toronto, Ontario M5L 1A9

Linc Rogers, LSO #43562N

Tel: 416-863-4168

Email: linc.rogers@blakes.com

Caitlin McIntyre, LSO #72306R

Tel: 416-863-4174

Email: caitlin.mcintyre@blakes.com

Jake Harris, LSO #85481T

Tel: 416-863-2523

Email: jake.harris@blakes.com

Lawyers for the FILO Agent

TO: SERVICE LIST

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ULC, HBC CENTERPOINT GP INC., HBC YSS 1 LP INC., HBC YSS 2 LP INC., HBC
HOLDINGS GP INC., SNOSPMIS LIMITED, 2472596 ONTARIO INC., and 2472598
ONTARIO INC.**

Applicants

**SERVICE LIST
(as at July 7, 2025)**

STIKEMAN ELLIOTT LLP 5300 Commerce Court West 199 Bay Street Toronto, ON M5L 1B9 <i>Counsel for the Applicants</i>	Ashley Taylor Tel: 416 869-5236 Email: ataylor@stikeman.com Elizabeth Pillon Tel: 416 869-5623 Email: lpillon@stikeman.com Maria Konyukhova Tel: 416 869-5230 Email: mkonyukhova@stikeman.com Jonah Mann Tel: 416 869-5518 Email: JMann@stikeman.com Philip Yang Tel: 416 869-5593 Email: pyang@stikeman.com Brittney Ketwaroo Tel: 416 869-5524 Email: bketwaroo@stikeman.com
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ALVAREZ & MARSAL CANADA INC. Royal Bank Plaza, South Tower 200 Bay Street, Suite 29000 P.O. Box 22 Toronto, ON M5J 2J1 <i>The Court-appointed Monitor</i>	Alan J Hutchens Email: ahutchens@alvarezandmarsal.com Greg Karpel Email: gkarpel@alvarezandmarsal.com Sven Dedic Email: sdedic@alvarezandmarsal.com Zach Gold Email: zgold@alvarezandmarsal.com Justin Karayannopoulos Email: jkarayannopoulos@alvarezandmarsal.com Mitchell Binder Email: mbinder@alvarezandmarsal.com Josh Marks Email: jmarks@alvarezandmarsal.com
BENNETT JONES LLP 3400 One First Canadian Place P.O. Box 130 Toronto, ON M5X 1A4 <i>Counsel for the Court-appointed Monitor</i>	Sean Zweig Tel: 416 777-6254 Email: ZweigS@bennettjones.com Michael Shakra Tel: 416 777-6236 Email: ShakraM@bennettjones.com Preet Gill Tel: 416 777-6513 Email: GillP@bennettjones.com Thomas Gray Tel: 416 777-7924 Email: GrayT@bennettjones.com Linda Fraser-Richardson Tel: 416 777-7869 Email: fraserrichardsonl@bennettjones.com

BLAKE, CASSELS & GRAYDON LLP 199 Bay St. #4000 Toronto, ON M5L 1A9 <i>Counsel for Restore Capital LLC as DIP Lender</i>	Linc Rogers Tel: 416 863-4168 Email: linc.rogers@blakes.com Aimee Yee Tel: 416 863-2689 Email: aimee.yee@blakes.com Caitlin McIntyre Tel: 416 863-4174 Email: caitlin.mcintyre@blakes.com
RICHTER INC. 3320 – 181 Bay Street Toronto, ON M5J 2T3 <i>Financial Advisors of Restore Capital LLC and Administrative Agent (Bank of America)</i>	Gilles Benchaya Tel: 514 934-3496 Email: gbenchaya@richterconsulting.com Mandy Wu Tel: 312 224-9136 Email: mwu@richterconsulting.com
ROPES & GRAY LLP 1211 Avenue of the Americas New York, NY 10036-8704 <i>US Counsel for the Filo Agent (Restore Capital LLC) as DIP Lender</i>	Gregg Galardi Tel: 212 596-9139 Email: Gregg.Galardi@ropesgray.com Max Silverstein Tel: 212 596-9658 Email: Max.Silverstein@ropesgray.com
CASSELS BROCK & BLACKWELL LLP Bay Adelaide Centre – North Tower 40 Temperance St., Suite 3200 Toronto, ON M5H 0B4 <i>Counsel for Hilco in its capacity as consignor and liquidator</i>	Shayne Kukulowicz Tel: 416 860-6463 Email: skukulowicz@cassels.com Monique Sassi Tel: 416 860-6886 Email: msassi@cassels.com Matteo Clarkson-Maciel Tel: 416 350-6961 Email: mclarksonmaciel@cassels.com
NORTON ROSE FULBRIGHT 222 Bay St., Suite 3000, Toronto, ON M5K 1E7 <i>Counsel for the Administrative Agent (Bank of America)</i>	Evan Cobb Tel: 416 216-1929 Email: evan.cobb@nortonrosefulbright.com

OSLER, HOSKIN & HARCOURT LLP First Canadian Place Suite 6200 100 King St W Toronto, ON M5X 1B8 <i>Counsel for Pathlight Capital</i>	Marc Wasserman Tel: 416 862-4908 Email: mwasserman@osler.com David Rosenblat Tel: 416 862-5673 Email: drosenblat@osler.com Jeremy Dacks Tel: 416 862-4923 Email: JDacks@osler.com Justin Kanji Tel: 416 862-6642 Email: jkanji@osler.com
OSLER, HOSKIN & HARCOURT LLP Suite 2700, Brookfield Place 225 – 6th Avenue S.W. Calgary AB T2P 1N <i>Counsel for Neo Capital</i>	Emily Paplawski Tel: 403 260-7071 Email: epaplawski@osler.com
REFLECT ADVISORS, LLC <i>Financial Advisors for the Applicants</i>	Adam Zalev Tel: 949 416-1163 Email: azalev@reflectadvisors.com Darcy Eveleigh Tel: 289 221-1684 Email: develeigh@reflectadvisors.com Yaara Avitzur Email: yavitzur@reflectadvisors.com
GOODMANS LLP Bay-Adelaide Centre 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7 <i>Counsel for RioCan Real estate Investment Trust</i>	Robert J. Chadwick Tel: 416 597-4285 Email: rchadwick@goodmans.ca Joseph Pasquariello Tel: 416 597-4216 Email: jpasquariello@goodmans.ca Andrew Harmes Tel: 416 849-6923 Email: aharmes@goodmans.ca

GOODMANS LLP Bay-Adelaide Centre 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7 <i>Counsel for Maple Leaf Sports & Entertainment Partnership</i>	Chris Armstrong Tel: (416) 979-2211 Email: carmstrong@goodmans.ca
URSEL PHILLIPS FELLOWS HOPKINSON LLP 555 Richmond St. W., Suite 1200, Toronto, ON M5V 3B1 <i>Proposed Employees Representative Counsel</i>	Susan Ursel Tel: 416 969-3515 Email: sursel@upfhlaw.ca Karen Ensslen Tel: 416 969-3518 Email: kensslen@upfhlaw.ca
DENTONS CANADA LLP 77 King Street West, Suite 400 Toronto-Dominion Centre, Toronto, ON M5K 0A1 <i>Counsel for Urban Outfitters, Inc., a vendor and creditor of Hudson's Bay Company ULC</i>	Michael Beeforth Tel: 416 367-6779 Email: michael.beeforth@dentons.com
DENTONS CANADA LLP 77 King Street West, Suite 400 Toronto-Dominion Centre, Toronto, ON M5K 0A1 <i>Counsel for Bugatti Group Inc.</i>	Ken Kraft Tel: 416 863-4374 Email: kenneth.kraft@dentons.com Roger P. Simard Tel: 514 878-5834 Email: roger.simard@dentons.com Anthony Rudman Tel: 514 673-7423 Email: anthony.rudman@dentons.com
DENTONS CANADA LLP 77 King Street West, Suite 400 Toronto-Dominion Centre, Toronto, ON M5K 0A1 <i>Counsel for Amazon Web Services</i>	Ken Kraft Tel: 416 863-4374 Email: kenneth.kraft@dentons.com Roger P. Simard Tel: 514 878-5834 Email: roger.simard@dentons.com Andreas Dhaene Tel: 514 673-7466 Email: andreas.dhaene@dentons.com

CHAITONS LLP 5000 Yonge St. 10th Floor Toronto, ON M2N 7E9 <i>Counsel for Nike Retail Services Inc., and PVH Canada Inc.</i>	Harvey Chaiton Tel: 416 218-1129 Email: harvey@chaitons.com George Benchetrit Tel: 416 218-1141 Email: george@chaitons.com
CHAITONS LLP 5000 Yonge St. 10th Floor Toronto, ON M2N 7E9 <i>Counsel for Ever New Melbourne Ltd.</i>	Maya Poliak Tel: 416 218-1161 Email: Maya@chaitons.com Lynda Christodoulou Email: Lyndac@chaitons.com
AIRD & BERLIS LLP Barristers and Solicitors Brookfield Place Suite 1800, Box 754 181 Bay Street Toronto, ON M5J 2T9 <i>Counsel for The Toronto-Dominion Bank</i>	D. Robb English Tel: 416 865-4748 Email: renglish@airdberlis.com Calvin Horsten Tel: 416 865-3077 Email: chorsten@airdberlis.com
AIRD & BERLIS LLP Barristers and Solicitors Brookfield Place Suite 1800, Box 754 181 Bay Street Toronto, ON M5J 2T9 <i>Counsel for Suppliers and Saks Global Enterprises LLC.</i>	Steven Graff Tel: 416 865-7726 Email: sgraff@airdberlis.com Cristian Delfino Tel: 416 865-7748 Email: cdelfino@airdberlis.com Kyle Plunkett Tel: 416 865-3406 Email: kplunkett@airdberlis.com
AIRD & BERLIS LLP Brookfield Place 181 Bay Street, Suite 1800 Toronto, ON M5J 2T9 <i>Counsel for Manulife Financial and Manufacturers Life Insurance Company</i>	Ian Aversa Tel: 416 865-3082 Email: iaversa@airdberlis.com Matilda Lici Tel: 416 865-3428 Email: mlici@airdberlis.com
AIRD & BERLIS LLP Barristers and Solicitors Brookfield Place Suite 1800, Box 754 181 Bay Street Toronto, ON M5J 2T9 <i>Counsel for Richemont Canada, Inc.</i>	Sanjeev P.R. Mitra Tel: 416 865-3085 Email: smitra@airdberlis.com Shaun Parsons Tel: 416 637-7982 Email: sparsons@airdberlis.com

MILLER THOMSON LLP Scotia Plaza 40 King Street West, Suite 5800 P.O. Box 1011 Toronto ON M5H 3S1 <i>Counsel for The Trustees of the Congregation of Knox's Church, Toronto</i>	David S. Ward Tel: 416 595-8625 Email: dward@millerthomson.com Matthew Cressatti Tel: 416 597-4311 Email: mcressatti@millerthomson.com
MILLER THOMSON LLP Scotia Plaza 40 King Street West, Suite 5800 P.O. Box 1011 Toronto ON M5H 3S1 <i>Counsel for United Parcel Services Canada Ltd.</i>	Mitchell Lightowler Tel: 416 595-7938 Email: mlightowler@millerthomson.com Craig Mills Tel: 416 595-8596 Email: cmills@millerthomson.com
MILLER THOMSON LLP Scotia Plaza 40 King Street West, Suite 6600 P.O. Box 1011 Toronto ON M5H 3S1 <i>Counsel for Indo Count Industries India Limited</i>	Jeffrey Carhart Tel: 416 595-8615 Email: jcarhart@millerthomson.com Craig Mills Tel: 416 595-8596 Email: cmills@millerthomson.com
GORDON BROTHERS CANADA ULC 101 Huntington Ave, Suite 1100 Boston, MA 02199	Rick Edwards Email: redwards@gordonbrothers.com
ATTORNEY GENERAL OF CANADA Department of Justice Canada Ontario Regional Office 120 Adelaide Street West, Suite 400 Toronto, ON M5H 1T1 Fax: 416-973-0942 <i>Counsel for His Majesty the King in Right of Canada as represented by the Minister of National Revenue</i>	Kelly Smith Wayland Tel: 647 533-7183 Email: kelly.smithwayland@justice.gc.ca Edward Park Tel: 647 292-9368 Email: edward.park@justice.gc.ca General Enquiries Email: agc-pgc.toronto-tax- fiscal@justice.gc.ca
ATTORNEY GENERAL OF CANADA Service Canada Ontario Regional Office 120 Adelaide Street West, Suite 400 Toronto, ON M5H 1T1	Asad Moten Tel: 437 423-6426 Email: asad.moten@justice.gc.ca Walter Kravchuk Email: Walter.Kravchuk@justice.gc.ca

MINISTRY OF FINANCE (ONTARIO) Legal Services Branch 11-777 Bay Street Toronto, ON M5G 2C8	Steven Groeneveld Email: Steven.Groeneveld@ontario.ca Insolvency Unit Email: insolvency.unit@ontario.ca
MINISTRY OF THE ATTORNEY GENERAL (BRITISH COLUMBIA) Legal Services Branch, Revenue & Taxation PO Box 9280 Stn Prov Govt Victoria, BC V8W 9J7	Deputy Attorney General Ministry of Attorney General Email: AGLSBRevTaxInsolvency@gov.bc.ca Cindy Cheuk Legal Counsel Email: cindy.cheuk@gov.bc.ca Aaron Welch Legal Counsel Tel: 250 356-8589 Email: aaron.welch@gov.bc.ca
MINISTRY OF JUSTICE AND SOLICITOR GENERAL (ALBERTA) Legal Services 2 nd Floor, Peace Hills Trust Tower 10011 – 109 Street Edmonton, AB T5J 3S8	General Enquiries Tel: 780 427-2711 Email: jsg.servicehmk@gov.ab.ca
MINISTRY OF FINANCE (ALBERTA) Tax And Revenue Administration 9811-109 St NW Edmonton, AB T5K 2L5	General Enquiries Tel: 780 427-3044 Email: tra.revenue@gov.ab.ca
DEPARTMENT OF JUSTICE (MANITOBA) Civil Legal Services 730 - 405 Broadway Winnipeg, MB R3C 3L6	Vivian Li Tel: 431-844-4593 Email: vivian.li@gov.mb.ca Shelley Haner Tel: 202 792-6471 Email: shelley.haner@gov.mb.ca
DEPARTMENT OF FINANCE (MANITOBA) Taxation Division 101- 401 York Avenue Manitoba, MB R3C 0P8	General Enquiries Tel: 204 945-6444 Email: mbtax@gov.mb.ca
MINISTRY OF JUSTICE AND ATTORNEY GENERAL (SASKATCHEWAN) Room 355 2405 Legislative Drive Regina, SK S4S 0B3	Tel: 306 787-5353 Email: jus.minister@gov.sk.ca

MINISTRY OF FINANCE (SASKATCHEWAN) 2350 Albert Street, 5 th Floor Regina, SK S4P 4A6	Max Hendricks Tel: 306 787-6621 Email: max.hendricks@gov.sk.ca General Enquiries Tel: 306 787-6060 Email: fin.minister@gov.sk.ca
MINISTRY OF THE ATTORNEY GENERAL (NOVA SCOTIA) 1690 Hollis Street, PO Box 7 Halifax, Nova Scotia B3J 2L6	General Enquiries Tel: 902 424-4030 Email: justweb@gov.ns.ca Edward Gores Email: Edward.Gores@novascotia.ca
MINISTRY OF FINANCE (NOVA SCOTIA) 1690 Hollis Street, PO Box 187 Halifax, Nova Scotia B3J 2N3	General Inquiries: Email: FinanceWeb@novascotia.ca
REVENU QUÉBEC 3, Complexe Desjardins, secteur D221LC C.P. 5000, succursale Place-Desjardins, 22 ^e étage Montréal (Québec) H5B 1A7 <i>Counsel for Revenu Québec</i>	Me Sarah Pinsonneault Legal Counsel Tel: 514 287-8235 Email: Sarah.Pinonnault@revenuquebec.ca Copy to: Me Daniel Cantin Legal Counsel Email: DanielCantin@revenuquebec.ca Patrick Magen Email: Patrick.Magen@revenuquebec.ca Email: notif-quebec@revenuquebec.ca Copy to: Email: notif-montreal@revenuquebec.ca
CANADA REVENUE AGENCY 1 Front Street West Toronto, ON M5J 2X6	Email: agc-pgc.toronto-tax-fiscal@justice.gc.ca
ATTORNEY GENERAL FOR ONTARIO Crown Law Office - Civil 8-720 Bay Street Toronto, ON M7A 2S9	Ananthan Sinnadurai Tel: 416-910-8789 Email: ananthan.sinnadurai@ontario.ca

FINANCIAL SERVICES REGULATORY AUTHORITY (FSRA) 25 Sheppard Avenue West Suite 100 Toronto, ON M2N 6S6	Jordan Solway Email: jordan.solway@fsrao.ca <i>Executive Vice President Legal & Enforcement and General Counsel</i> Elissa Sinha Email: elissa.sinha@fsrao.ca <i>Director, Litigation and Enforcement</i> Michael Scott Email: michael.scott@fsrao.ca <i>Senior Counsel</i>
FASKEN MARTINEAU DuMOULIN LLP Barristers and Solicitors 333 Bay Street, Suite 2400 Bay Adelaide Centre, Box 20 Toronto, ON M5H 2T6 <i>Counsel for Royal Bank of Canada, as lender</i>	Stuart Brotman Tel: 416 865-5419 Email: sbrotman@fasken.com Mitch Stephenson Tel: 416 868-3502 Email: mstephenson@fasken.com Jennifer L. Caruso Tel: 416 865-4471 Email: jcaruso@fasken.com
FASKEN MARTINEAU DuMOULIN LLP 350 7th Avenue SW, Suite 3400, Calgary, Alberta T2P 3N9 <i>Counsel for Direct Energy Marketing Limited</i>	Victoria Baylis Tel: +1 403 261 6153 Email: vbaylis@fasken.com
GOWLING WLG 100 King St W Suite 1600 Toronto, ON M5X 1G5 <i>Counsel for Cominar Real Estate Investment Trust</i>	Ilias Hmimas Tel: 514 877-3966 Email: ilias.hmimas@gowlingwlg.com Francois Viau Tel: 514 392-9530 Email: francois.viau@gowlingwlg.com Alexandre Forest Tel: 514 392-9424 Email: alexandre.forest@gowlingwlg.com Haddon Murray Tel: 416 862-3604 Email: haddon.murray@gowlingwlg.com

GOWLING WLG (CANADA) LLP 1 First Canadian Place, Suite 1600 100 King Street West Toronto ON M5X 1G5 <i>Solicitor for Chanel ULC</i>	E. Patrick Shea, KC Tel: 416 369-7399 Fax: 416 862-7661 Email: patrick.shea@gowlingwlg.com
Gowling WLG (Canada) LLP One Main Street West Hamilton ON L8P 4Z5 <i>Counsel to the export insurer for the following unsecured creditors: Huizhou Shenglian Knitting Enterprise Limited; Jiangsu Etex Textile Corp.; Shandong Wonder Group Co., Ltd.; Shanghai Sunwin Industry Group Co., Ltd.; Shuang Yu (Tianjin) International Trade Co., Ltd.; Teammann Co., Ltd. / China Manufacturing Solution Limited; Zhejiang Kata Technology Co., Ltd.</i>	Louis Frapporti Tel: 905 540-3262 Email: Louis.Frapporti@gowlingwlg.com Chris Heinemann Tel: 905 540-2465 Email: christoph.heinemann@gowlingwlg.com
Gowling WLG (Canada) 160 Elgin Street Suite 2600 Ottawa Ontario K1P 1C3 and to: 3700-1, Place Ville Marie Montréal Québec H3B 3P4 Canada <i>Counsel for Pendleton Woolen Mills</i>	Martha Savoy Tel: 613-786-0180 Email: martha.savoy@gowlingwlg.com Valerie Dilena Tel: 514- 877-3981 Email: valerie.dilena@gowlingwlg.com
THORNTON GROUT FINNIGAN LLP 100 Wellington Street West, Suite 3200 Toronto, ON M5K 1K7 <i>Counsel for Oxford Properties Group, OMERS Realty Management Corporation, Yorkdale Shopping Centre Holdings Inc., Scarborough Town Centre Holdings Inc., Montez Hillcrest Inc. and Hillcrest Holdings Inc., Kingsway Garden Holdings Inc., Oxford Properties Retail Holdings Inc., Oxford Properties Retail Holdings II Inc., OMERS Realty Corporation, Oxford Properties Retail Limited Partnership, CPPIB Upper Canada Mall Inc., CPP Investment Board Real Estate Holdings Inc.</i>	D.J. Miller Tel: 416 304-0559 Email: djmiller@tgf.ca Andrew Nesbitt Tel: 416 307-2413 Email: anesbitt@tgf.ca

DAOUST VUKOVICH LLP 20 Queen Street West, Suite 3000 Toronto, ON M5H 3R3	Brian Parker Tel: 416 591-3036 Email: bparker@dv-law.com
TYR LLP 488 Wellington Street W, Suite 300-302 Toronto, ON M5V 1E3 <i>Counsel for Ivanhoe Cambridge Inc.</i>	James D. Bunting Tel: 647 519-6607 Email: jbunting@tyrllp.com
TORYS LLP 79 Wellington St W #3300 Toronto, ON M5K 1N2 <i>Counsel for Cadillac Fairview</i>	David Bish Tel: 416 865-7353 Email: dbish@torys.com Alec Angle Tel: 416 865-7534 Email: aangle@torys.com Jeremy Opolsky Tel: 416 865-8117 Email: jopolsky@torys.com
PURE INDUSTRIAL 121 King Street W, Suite 1200 PO Box 112 Toronto, ON M5H 3T9 <i>on behalf of</i> <i>PIRET (18111 Blundell Road) Holdings Inc.</i>	Yohan Li Email: yli@pureindustrial.ca Andrée Lemay-Roux Email: alemayroux@pureindustrial.ca
SIMON PROPERTY GROUP Group 225 West Washington Street Indianapolis, Indiana 46204- 3438 USA <i>on behalf of</i> <i>HALTON HILLS SHOPPING CENTRE</i> <i>PARTNERSHIP</i>	Email: bankruptcy@simon.com
BLANEY MCMURTRY LLP 2 Queen Street East, Suite 1500 Toronto, ON M5C 3G5 <i>Counsel for EY in the Receivership of</i> <i>Woodbine Mall Holdings Inc.</i>	Eric Golden Tel: 416 593-3927 Email: egolden@blaney.com Chad Kopach Tel: 416 593-2985 Email: ckopach@blaney.com

BLANEY MCMURTRY LLP 2 Queen Street East, Suite 1500 Toronto, ON M5C 3G5 <i>Counsel for TK Elevator (Canada) Ltd. and Schindler Elevator Corporation</i>	Lou Brzezinski Tel: 416 593-2952 Email: lbrzezin@blaney.com Nadav Amar Tel: 416 593-3903 Email: namar@blaney.com Alexandra Teodorescu Tel: 416 596-4279 Email: ateodorescu@blaney.com
BLANEY MCMURTRY LLP 2 Queen Street East, Suite 1500 Toronto, ON M5C 3G5 <i>Counsel for BentallGreenOak (Canada) LP, QuadReal Property Group and Primaris Real Estate Investment Trust</i>	John C. Wolf Tel: 416 593-2994 Email: jwolf@blaney.com David T. Ullmann Tel: 416 596-4289 Email: dullmann@blaney.com Brendan Jones Tel: 416 593-2997 Email: bjones@blaney.com
BLANEY MCMURTRY LLP 2 Queen Street East, Suite 1500 Toronto, ON M5C 3G5 <i>Counsel for SMCP Canada Inc.</i>	John C. Wolf Tel: 416 593-2994 Email: jwolf@blaney.com
DICKSON WRIGHT LLP 199 Bay Street, Suite 2200 Commerce Court West Toronto, ON M5L 1G4	Stephen Posen Tel: 416 369-4103 Email: sposen@dickinsonwright.com David Preger Tel: 416 646-4606 Email: DPreger@dickinsonwright.com Blair G. McRadu Tel: 416 777-4039 Email: bmcradu@dickinsonwright.com

LAX O’SULLIVAN LISUS GOTTLIEB LLP Counsel Suite 2750, 145 King Street West Toronto, ON M5H 1J8 <i>Counsel for KingSett Capital Inc.</i>	Matthew P. Gottlieb Tel: 416 644-5353 Email: mgottlieb@lolg.ca Andrew Winton Tel: 416 644-5342 Email: awinton@lolg.ca Annecy Pang Tel: 416 956-5098 Email: apang@lolg.ca KingSett Capital Inc. contacts Theresa Warnaar Email: TWarnaar@kingsettcapital.com Trina Ravindrakumar Email: TRavindrakumar@kingsettcapital.com
CAMELINO GALESSIERE LLP Barristers and Solicitors 65 Queen Street West, Suite 440 Toronto, ON M5H 2M5 <i>Counsel for (i) Ivanhoe Cambridge II Inc./Jones Lang LaSalle Incorporated as landlord and/or authorized agent and manager for the landlords of its retail stores leased to one or more of the Applicants; (ii) Morguard Investments Limited as authorized agent and manager for the landlords of its retail stores leased to one or more of the Applicants; (iii) Cushman & Wakefield Asset Services ULC as authorized agent and manager for 4239474 Canada Inc. (general partner of Mic Mac Mall Limited Partnership), Aberdeen Kamloops Mall Limited, Cornwall Centre Inc. and EMTC Holdings Inc.; (iv) Salthill Property Management Inc. as authorized agent and manager for the landlords of its retail stores leased to one or more of the Applicants; and (v) PIRET (18111 Blundell Road) Holdings Inc.</i>	Linda Galessiere Tel: 416 306-3827 Email: lgalessiere@cglegal.ca Gustavo F. Camelino Tel: 416 306-3834 Email: gcamelino@cglegal.ca

MCMILLAN LLP Brookfield Place 181 Bay Street Suite 4400 Toronto, ON M5J 2T3 <i>Counsel for BH Multi Com Corporation, BH Multi Color Corporation and Richline Group Canada Ltd.</i>	Tushara Weerasooriya Tel: 416 865-7890 Email: Tushara.Weerasooriya@mcmillan.ca Jeffrey Levine Tel: 416 865-7791 Email: jeffrey.levine@mcmillan.ca Guneev Bhinder Tel: 416 307-4067 Email: guneev.bhinder@mcmillan.ca
MCMILLAN LLP Suite 4400, 181 Bay Street Toronto ON M5J 2T3 <i>Counsel for Cherry Lane Shopping Centre Holdings Inc. and TBC Nominee Inc.</i>	Mitch Kocerginski Tel: 416 307-4067 Email: mitch.kocerginski@mcmillan.ca Brett Harrison Tel: 416-865-7932 Email: brett.harrison@mcmillan.ca
MCMILLAN LLP 1700, 421 - 7th Avenue S.W. Calgary, Alberta T2P 4K9 <i>Counsel for Ralph Lauren Corporation</i>	Kourtney Rylands Tel: 403 355-3326 Email: Kourtney.Rylands@mcmillan.ca Adam Maerov Tel: 403 215-2752 Email: adam.maerov@mcmillan.ca Craig Harkness Tel: 403-215-2759 Email: craig.harkness@mcmillan.ca Contact Information for Ralph Lauren Corporation: Email: cris.navarro@ralphlauren.com Email: rowena.ricalde@ralphlauren.com Email: randy.samson@ralphlauren.com Email: brian.fenelli@ralphlauren.com

PALIARE ROLAND ROSENBERG ROTHSTEIN LLP 155 Wellington Street West, 35th Floor Toronto, ON M5V 3H1	Ken Rosenberg Tel: 416 646-4304 Email: ken.rosenberg@paliareroland.com Max Starnino Tel: 416 646-7431 Email: max.starnino@paliareroland.com Emily Lawrence Tel: 416 646-7475 Email: emily.lawrence@paliareroland.com Evan Snyder Tel: 416 646-6320 Email: evan.snyder@paliareroland.com
CALEYWRAY 70 Creditview Rd Woodbridge, ON L4L 9N4 <i>Counsel for the United Food and Commercial Workers Canada, Local 1006A.</i>	Micheil M Russell Tel: 416 775-4679 Email: russellm@caleywrap.com Yiwei Jin Tel: 416 775-4693 Email: jiny@caleywrap.com
UNIFOR 308-720 Spadina Avenue Toronto, ON M5S2T9	Dwayne E Gunness Tel: 416 972-7662 Email: uniforlocal40@gmail.com Dayle Steadman Email: Dayle.Steadman@unifor.org
UNIFOR 115 Gordon Baker Road Toronto, ON M2H 0A8 <i>Unifor National Servicing Representative that works with Unifor Local 40 in Toronto, Ontario</i>	Justin Connolly Tel: 647 237-2691 Email: justin.connolly@unifor.org
UNITED FOOD AND COMMERCIAL WORKERS LOCAL 1518 350 Columbia St. New Westminster, BC V3L 1A6	Ashley Campbell Tel: 604 526-1518 Email: ACampbell@ufcw1518.com Email: reception@ufcw1518.com

UNIFOR LOCAL 40 308 – 720 Spadina Ave Toronto, ON M5S 2T9 And UNIFOR LEGAL DEPARTMENT 115 Gordon Baker Road Toronto, ON M2H 0A8 <i>Counsels for Unifor Local 40</i>	Farah Baloo Tel: 416 917-7749 Fax: (416) 495-3786 Email: farah.baloo@unifor.org Blake Scott Tel: 604 353-8769 Fax: (416) 495-3786 Email: blake.scott@unifor.org
UNITED STEELWORKERS OF AMERICA LOCAL 1-417 181 Vernon Avenue Kamloops, BC V2B 1L7	Tel: 250 554-3167 Email: Joardan@usw1417.ca
UNIFOR LOCAL 240 2345 Central Avenue Windsor, ON N8W 4J1	Dana Dunphy Tel: 519 253-8720 Email: Dana.Dunphy@unifor.org Jodi Nesbitt Email: jodi@uniforlocal240.ca
UNIFOR LOCAL 240 3400 Somme Ave Windsor, ON N8W 1V4 And UNIFOR LEGAL DEPARTMENT 115 Gordon Baker Road Toronto, ON M2H 0A8	Farah Baloo Tel: 416 917-7749 Email: farah.baloo@unifor.org Blake Scott Tel: 604 353-8769 Fax: (416) 495-3786 Email: blake.scott@unifor.org
UNITED FOOD AND COMMERCIAL WORKERS, INTERNATIONAL UNION, LOCAL 1006A 70 Creditview Rd Woodbridge, ON L4L 9N4	Winston Gordon - And - Joshua Robichaud Tel: 905 850-0096 Email: ufcw@ufcw1006a.ca
TEAMSTERS LOCAL 31 1 Grosvenor Square Delta, BC V3M 5S1	Mark Bethel Tel: 604 227-6719 Email: mbethel@teamsters31.ca

BANK OF MONTREAL, 250 Yonge Street, 11th Floor Toronto, ON M5B 2L7 <i>Administrative Agent</i>	Attention: Client Services, Corporate & Commercial Lending Operations Email: steven.mackinnon@bmo.com Email: David.Check@bmo.com Email: Raza.Qureshi@bmo.com Email: MichaelM.Johnson@bmo.com Email: jonathan.noble@bmo.com
MCCARTHY TÉTRAULT LLP Suite 5300, Toronto Dominion Bank Tower Toronto ON M5K 1E6 <i>Counsel to Bank of Montreal, as Administrative Agent</i> - And - <i>Counsel to Desjardins Financial Security Life Assurance Company</i>	Heather Meredith Tel: 416 601-8342 Email: hmeredith@mccarthy.ca Trevor Courtis Tel: 416 601-7643 Email: tcourtis@mccarthy.ca
MCCARTHY TETRAULT LLP 66 Wellington St W Suite 5300 Toronto, ON M5K 1E6 <i>Counsel for Investment Management Corporation of Ontario</i>	Sam Rogers Tel: 416 601-7726 Email: sbrogers@mccarthy.ca Lance Williams Tel: 604 643-7154 Email: lwilliams@mccarthy.ca Ashley Bowron Tel: 604 643-7973 Email: abowron@mccarthy.ca Sue Danielisz Tel: 604 643-5904 Email: sdanielisz@mccarthy.ca
MCCARTHY TÉTRAULT LLP Suite 5300, TD Bank Tower Toronto, ON M5K 1E6 <i>Counsel for the Respondents, Toronto-Dominion Bank and Canada Life Assurance Company, as mortgagees of Oakville Place</i>	Michael Kershaw Tel: 416 601-8171 Email: mkershaw@mccarthy.ca James Gage Tel: 416 601-7539 Email: jgage@mccarthy.ca Meena Alnajar Tel: 416-601-8116 Email: malnajar@mccarthy.ca

MCCARTHY TÉTRAULT LLP Suite 5300, TD Bank Tower Toronto, ON M5K 1E6 <i>Counsel for the Respondents, Royal Bank of Canada, as administrative agent and lender with respect to the financing of the Yorkdale Shopping Centre JV Head Lease</i>	George Plummer Tel: 416 601-7796 Email: gaplummer@mccarthy.ca John Currie Tel: 416 601-8154 Email: jcurrie@mccarthy.ca
DESJARDINS FINANCIAL SECURITY LIFE ASSURANCE COMPANY 95 St. Clair Avenue West, Suite 700 Toronto, ON M4V 1N7	Attention: Mortgage Administration Email: Toronto@desjam.com
RC HOLDING II LP 2300 Yonge Street, Suite 500 Toronto, ON M4P 1E4	J. Suess Email: Jsuess@riocan.com R. Frasca Email: rfrasca@riocan.com
ROYAL BANK OF CANADA Royal Bank of Canada 200 Bay Street, South Tower 19th Floor Toronto, Ontario M5J 2J5 and to: AGENCY SERVICES GROUP 155 Wellington Street West, 8th Floor Toronto, Ontario M5V 3H1	Attention: Stephen McLeese Email: stephen.mcleese@rbc.com Scott Bridges Email: scott.bridges@rbc.com and to: Attention: Drake Guo Email: drake.guo@rbccm.com
THE CANADA LIFE ASSURANCE COMPANY TORONTO-DOMINION BANK Toronto-Dominion Bank Tower, 14th Floor 66 Wellington Street West Toronto, Ontario M5K 1A2 and to: THE CANADA LIFE ASSURANCE COMPANY 330 University Avenue Toronto, Ontario M5G 1R8	Attention: Vice-President, Commercial Mortgage Group Email: td.cmgcommmtg@td.com and to Attention: Managing Director, Mortgage Investments Email: cl_commercial.mortgage@canadalife.com

HSBC BANK CANADA, as Administrative Agent and Sole Lead Arranger HSBC Bank Canada 600 – 885 West Georgia Street Vancouver, BC V6C 3G1 <i>HSBC Bank Canada, Canadian Western Bank, United Overseas Bank Limited Industrial & Commercial Bank of China (Canada)</i>	Attention: Chris Golding Facsimile No.: (604) 641-1169 Email: chris.golding@rbc.com
Mary Turner Tel: 416 670-3060 Email: Maryjaneturner@icloud.com	
Evelyn Reynolds Tel: 416 520- 9837 Email: evelyn.reynolds@rogers.com	
Wayne Drummond Tel: 905 460-4690 Email: wadrummond6@gmail.com	
Kerry Mader Tel: 416 436-0110 Email: Kerry.mader@live.com	
Alison Coville Tel: 416 523-3177 Email: alisoncoville480@gmail.com	
LERNERS LLP 85 Dufferin Ave P.O. Box 2335 London, Ontario N6A 4G4 <i>Counsel for Bastian Solutions, LLC</i>	Lianne J. Armstrong Tel: 519 640-6320 Email: larmstrong@lernalers.ca
DLA PIPER (CANADA) LLP Suite 2700 10220 - 103rd Ave NW Edmonton, AB T5J 0K4 <i>Counsel for LVMH Moët Hennessy Louis Vuitton SA</i>	Jerritt Pawlyk Email: Jerritt.Pawlyk@ca.dlapiper.com Isaac Belland Email: isaac.belland@ca.dlapiper.com

METCALFE, BLAINEY & BURNS LLP #202 – 18 Crown Steel Drive Markham, ON L3R 9X8 <i>Litigation counsel for Browne Group Inc.</i>	Janet Lee Email: janetlee@mbb.ca Tel: 905 475-7676 ext 338 Micah Ryu Email: micahryu@mbb.ca Tel: 905 475-7676 ext 319 Veronica Cai Email: VeronicaCai@mbb.ca
SPORTS INDUSTRY CREDIT ASSOCIATION 245 Victoria Avenue, Suite 800 Westmount, Quebec, H3Z 2M6	William Anidjar Director of Credit - North America Email: william@sica.ca Brian Dabarno President Email: brian@sica.ca
RICKETTS HARRIS LLP 250 Yonge Street Suite 2200 Toronto ON M5B 2L7 <i>Counsel for Samsonite Canada Inc.</i>	Pavle Masic Tel: 416 846-2536 Email: pmasic@rickettsharris.com Martin Wasserman Tel: 647 644-6238 Email: mwasserman@rickettsharris.com
Cozen O'Connor LLP Bay Adelaide Centre North Tower 40 Temperance St. Suite 2700 Toronto, ON, M5H 0B4 <i>Counsel to Ferragamo Canada, Inc.</i>	Steven Weisz Tel: 647 417-5334 Email: sweisz@cozen.com Dilina Lallani Tel: 647 417-5349 Email: DLallani@cozen.com
ALICE + OLIVIA INTERNATIONAL LLC 111 Secaucus Road Secaucus, NJ 07094	Igor Mershon Email: igor.mershon@aliceandolivia.com
Centric Brands LLC and its subsidiaries Legal Department 350 Fifth Avenue, 6th floor New York, NY 10118	Attention: Centric Brands Legal Department Email: legal@centricbrands.com
WESTDELL DEVELOPMENT CORP. 1105 Wellington Road London, Ontario N6E 1V4 <i>Representative of White Oaks Shopping Centre</i>	Jeff Wilson Email: jwilson@westdellcorp.com

KOSKIE MINSKY LLP 20 Queen Street West, Suite 900, Box 52 Toronto, ON M5H 3R3 <i>Counsel for Chesley Boucher, Lucio Cammisa, Orazio Mazzotta, Mozac Mohammed-Ali, and certain other employees and retirees</i>	Andrew J. Hatnay Tel: 416 595-2083 Email: ahatnay@kmlaw.ca James Harnum Tel: 416 542-6285 Email: jharnum@kmlaw.ca Robert Drake Tel: 416 595-2095 Email: rdrake@kmlaw.ca Abir Shamim Tel: 416 354-7758 Email: ashamim@kmlaw.ca
Manis Law 2300 Yonge Street, Suite 1600 Toronto, ON M4P 1E4 <i>Counsel for Villeroy & Boch</i>	Howard F. Manis Tel: 416 417-7257 Email: hmanis@manislaw.ca
LEYAD CORPORATION 511 Place d'Armes, #800 Montreal, Quebec H2Y 2W7 <i>Representative for Londonderry Shopping Centre</i>	Daniel Prudkov Tel: 514 923-8230 Email: daniel@leyad.ca
STRADLEY RONON STEVENS & YOUNG, LLP 2005 Market Street, Suite 2600 Philadelphia, PA 19103 <i>Representative for Rithum Corporation (successor to creditors, ChannelAdvisor Corporation and Commerce Technologies, LLC)</i>	Daniel M. Pereira Email: dpereira@stradley.com
FIELD LAW 2500-10175 101 St. NW Edmonton, AB T51 0H3 <i>Counsel to West Edmonton Mall Property Inc./West Edmonton Mall Ltd./Triple Five</i>	Lindsey Miller Tel: 780 423-7649 Email: lmiller@fieldlaw.com
STINSON LLP 50 South Sixth Street, Suite 2600 Minneapolis, MN 55402 <i>Counsel to Target Corporation</i>	C.J. Harayda Tel: 612 335-1928 Email: cj.harayda@stinson.com

TIGER CAPITAL GROUP 60 State Street, 11th Floor Boston, MA 02109	Bradley W. Snyder Tel: 617 699-1744 Email: BSnyder@TigerGroup.com
ADIDAS CANADA LIMITED 8100 Highway 27 Woodbridge, ON L4H 3N2	Matt Rossetti Director, Legal Counsel (Canada) Email: matt.rossetti@adidas.com
MCMILLAN LLP Suite 4400, 181 Bay Street Toronto, ON M5J 2T3 <i>Counsel for the Respondent, Diesel Canada Inc.</i>	Stephen Brown-Okruhlik Tel: 416 865-7043 Email: stephen.brown-okruhlik@mcmillan.ca
GOWLING WLG (CANADA) LLP Suite 1600, 1 First Canadian Place 100 King Street West Toronto, ON M5X 1G5 <i>Counsel to certain HBC retirees and pensioners</i>	Clifton P. Prophet Tel: 416 862-3509 Email: clifton.prophet@gowlingwlg.com Patryk Sawicki Tel: 416 369-7246 Email: patryk.sawicki@gowlingwlg.com
SISLEY COSMETICS USA	Caroline Mallet Leclercq Vice President Finance & Operations Tel: 917 340-3383 Email: caroline.mallet@sisley.fr Michelle Therriault Email: michelle.therriault@sisley.fr Heather Soss Email: heather.soss@sisley.fr
Selvet Disha 315-3388 Morrey Crt N Burnaby, BC V3J 7Y5	Email: kodraliu@yahoo.com
SOTOS LLP 55 University Ave., Suite 600 Toronto, ON M5J 2H7 <i>Counsel for Secrets Shhh (Canada) LTD.</i>	Jason Brisebois Tel: 416 572-7323 Email: jbrisebois@sotos.ca

COOLEY LLP 1299 Pennsylvania Avenue NW, Suite 700 Washington, DC 20004-2400 <i>Counsel for G-III Apparel Group, Ltd.</i>	Cullen Drescher Speckhart Tel: +1 202 776-2052 Email: cspeckhart@cooley.com Olya Antle Tel: +1 202 776-2056 Email: oantle@cooley.com Dale Davis Tel: +1 202 776-2257 Email: dale.davis@cooley.com
Teplitsky LLP 70 Bond St, Suite 200 Toronto, Ontario M5B 1X3 <i>Counsel for Roadies Shunt Services Ltd.</i>	Jonathan Kulathungam Tel: 416 865-5318 Email: jkulathungam@teplitskyllp.com
INTELLIGENT AUDIT 365 West Passaic Street, 4th Floor Rochelle Park, NJ 07662	Michael Testani Chief Financial Officer Tel: 551 294-7475 Email: mtestani@intelligentaudit.com
KPMG MANAGEMENT SERVICES LP 333 Bay Street, Suite 4600 Toronto, ON M5H 2S5	Walter Sisti Tel: +1 416 777-3920 Email: wsisti@kpmg.ca Seema Agnihotri Tel: +1 416 777-3923 Email: sagnihotri@kpmg.ca Carl Paul Tel: +1 416 468-7302 Email: carlpaul@kpmg.ca
GOLDBLATT PARTNERS LLP 20 Dundas Street West, Suite 1039 Toronto ON M5G 2C2 <i>Counsel for the Respondent United Steelworkers Local 1-417</i>	Charles Sinclair Tel: 416 979-4234 Email: csinclair@goldblattpartners.com

DE GRANDPRÉ CHAIT LLP. 800 boul. René-Lévesque Ouest, 26e étage Montréal (Québec) H3B 1X9 <i>Counsel for LEYAD</i>	Matthew Maloley Tel: 514 878-3243 Email: mmaloley@dgchait.com Aviad M. Grunbaum Tel: 514 878-8672 Email: agrunbaum@dgchait.com Audréanne Noël Tel: 514 878-7621 Email: anoel@dgchait.com
CRAWFORD & COMPANY (CANADA) INC. 5335 Triangle Parkway Peachtree Corners, GA 30092	Elizabeth Robertson Email: Elizabeth_Robertson@us.crawco.com Todd Harris Email: Todd.Harris@crawco.ca Keio Irvin Email: Lakeio_Irvin@us.crawco.com
SERPENTINA SILVER INC. Attention: Lianna Dooks Email: liannadooks@serpentinasilver.ca	
LOOPSTRA NIXON LLP 130 Adelaide St. West – Suite 130 Toronto, ON M5H 3P5 <i>Counsel to Royal Appliance Mfg. Co. d/b/a TTI Floor Care North America</i>	Graham Phoenix Tel: 416 748-4776 Fax: 416 746-8319 Email: gphoenix@LN.law
RECONSTRUCT LLP 80 Richmond Street West Suite 1700 Toronto, ON M5H 2A4 <i>Counsel for Levi Strauss & Co.</i>	Caitlin Fell Tel: 416 613-8282 Email: cfell@reconllp.com Gabrielle Schachter Tel: 416 613-4881 Email: gschachter@reconllp.com Fax: 416 613-8290
HASTINGS LABOUR LAW OFFICE, LLP 3066 Arbutus Street Vancouver, BC V6J 3Z2 <i>Counsel for UFCW 1518</i>	Chris Buchanan Tel: 604 632-9644 Email: cb@hllo.ca

RORY MCGOVERN PROFESSIONAL CORPORATION 25 Adelaide St. E, Suite 1910 Toronto, Ontario, M5C 3A1 Counsel to 9139-7240 Quebec Inc. and The Time Shop Inc.	Rory McGovern Tel: 416 938-7679 Email: rory@rorymcgovernpc.com
TORONTO HYDRO 14 Carlton St, 8th Floor Toronto, ON M5B 1K5	Tamie Dolny Senior Manager, Litigation & Privacy (Secondment) Tel: 416 542-3100 ex.30305 Email: TDolny@TorontoHydro.com Methura Sinnadurai Tel: 416 542-3100 ext 53052 Email: MSinnadurai@TorontoHydro.com
AEFFE S.P.A. Via delle Querce, 51 San Giovanni in Marignano (RN) 47842 - Italy	Cristian Mastrangelo Credit Management dept. Tel: +39 0541 965-523 Email: cristian.mastrangelo@aeffe.com
John P. O'Neill Email: jponeill@jpent.com <i>Representative for J.P. Logistics</i>	
INDUSTRIAL PIPING & PLUMBING LTD 29 Van Stassen Blvd. Toronto, ON M6S 2N2	William (Bill) Dimopoulos President Tel: 416 419-6515 Email: ipp1@rogers.com
STEIN & STEIN INC. 4101 Sherbrooke St. West Montreal, Quebec, H3Z 1A7 <i>Representative for ISG Sales & Development Inc.</i>	Krystyn Pietras Tel: (514) 866-9806 ext. 214 Email: kpietras@steinandstein.com
BORDEN LADNER GERVAIS LLP 1000 Rue De la Gauchetière O #900, Montreal, Quebec H3B 5H4 <i>Counsel for Bell Mobility</i>	François D. Gagnon Tel: 514 954-2553 Email: FGagnon@blg.com Alex Fernet-Brochu Tel: 514 954-3181 Email: AFernetbrochu@blg.com Eugénie Lefebvre Tel: 514 954-3120 Email: ELefebvre@blg.com

TELUS HEALTH (CANADA) LTD. <i>Administrator of the Hudson's Bay Company Pension Plan</i>	Tejash Modi Tel: 416 383-6471 Email: tejash.modi@telushealth.com John Hnatiw Tel: 416 355-5207 Email: john.hnatiw@telushealth.com
MINTZ 200 Bay St, South Tower, Suite 2800 Toronto, ON M5J 2J3 <i>Counsel for TELUS Health (Canada) Ltd. in its capacity as Administrator of the Hudson's Bay Company Pension Plan</i>	Mitch Frazer Tel: 647 499-2570 Email: MFrazer@mintz.com Emily Y. Fan Tel: 647 499-0614 Email: efan@mintz.com Patrick Denroche Tel: 647 499-0544 Email: PDenroche@mintz.com Angela Hou Email: AHou@mintz.com
WEIRFOULDS LLP Barristers and Solicitors 66 Wellington Street West, Suite 4100 P.O. Box 35, Toronto-Dominion Centre, Toronto, ON M5K 1B7 <i>Counsel for Macy's Merchandising Group LLC</i>	Philip Cho Tel: 416 365-1110 Email: pcho@weirfoulds.com
CHARNESS, CHARNESS & CHARNESS 215 rue St. Jacques, Suite 800 Montreal, Quebec H2Y 1M6 <i>Counsel for Newtimes Development Ltd. and Newtimes Canada Ltd</i>	Dov B. Charness Tel: 514 878-1808 Email: dov@charnesslaw.com Miranda Bohns Tel: 514 878-1808 Email: miranda@charnesslaw.com
SQUIRE PATTON BOGGS (US) LLP 2550 M Street, NW Washington, DC 20037	Mark A. Salzberg Tel: +1 202 457-5242 Email: mark.salzberg@squirepb.com
OSLER, HOSKIN & HARCOURT LLP Box 50, 1 First Canadian Place Toronto, Ontario, Canada M5X 1B8 <i>Canadian counsel to METRO AG</i>	Shawn T Irving Tel: 416 862-4733 Email: SIrving@osler.com

NCR Voyix Corporation 864 Spring Street NW Atlanta, GA 30308	Ashley S. Thompson Tel: 770 212-5034 Email: ashley.thompson@ncrvoyix.com
SIMCOPAK INC 4150 Ste. Catherine St. West, Suite 520 Westmount, Quebec H3Z 2Y5	Stephen Simco Email: stephen@simcopak.com Kelly X Email: kellyx@simcopak.com
FOX LLP Head Office – Redwood 79 Redwood Meadows Drive Redwood Meadows, AB. T3Z 1A3 <i>Counsel for the Assembly of Manitoba Chiefs</i>	Carly Fox Tel: 403 907-0982 Email: cfox@foxllp.ca
AMAN IMPORTS <i>President of Aman Imports</i>	Attention: anil@amanimports.com Tel: 201 362-9500
ABSOLUTE LAW PROFESSIONAL CORPORATION 7250 Keele Street, Suite 393 "Entrance K" Vaughan, ON L4K 1Z8 <i>Counsel for Master Sofa Industries Sdn Bhd and EcoComfort Holdings</i>	Kashif Tahir Student at Law Tel: 416.748.0030 Email: info@absolutelaw.ca
LAWSON LUNDELL LLP 225-6th Avenue S.W. Calgary, AB T2P 1N2 <i>Counsel for Cool Air Rentals</i>	Angad Bedi Tel: 403-218-7554 Email: abedi@lawsonlundell.com
THREEBYONE USA LLC 13323 W Washington Blvd Suite 100, Los Angeles, CA 90066 Postal: 13157 Mindanao Way #638 Marina Del Rey, CA 90292	Carlo Hizon Email: carlo.hizon@threebyone.com
NAYMARK LAW 30 Duncan Street, 5th Floor Toronto, ON M5V 2C3 <i>Counsel for Savino Del Bene Corp. (Canada)</i>	Daniel Naymark Tel: 416 640- 6078 Email: dnaymark@naymarklaw.com
Zuhair Murad 87, Charles Helou Avenue Beirut, Lebanon	Sabine Hajj Moussa Managing Director Tel: + 961 1 575 222 / 333 / 444

	Email: sabine.hajj@zuhairmurad.com
--	--

THOMAS GOLD PETTINGILL LLP 150 York Street, Suite 1800 Toronto, Ontario Canada M5H 3S5 <i>Counsel for TransX Ltd.</i>	Eric Blain Tel: 416 507 1836 Email: eblain@tgplawyers.com
LOWENSTEIN SANDLER LLP 1251 Avenue of the Americas New York, New York 10020 <i>Counsel for Hilledun Corporation</i>	Bruce S. Nathan Tel: +1 212.204.8686 Email: bnathan@lowenstein.com Elizabeth Lawler Tel: 973 422-6412 Email: ELawler@lowenstein.com
ServiceMaster Restore of Calgary A Division of Ordman Corporation 920 26 Street NE Calgary, AB T2A 2M4	Bailey Nickel, Project Coordinator Cell: 403 471 7726 Email: bailey.nickel@smcalgary.com Scott Lyall Manager of Accounting & Business Services Cell: 403 560 3111 Email: scott.lyall@smcalgary.com General Office: 403 287 7700
TORY BURCH	AMANDA SACHS General Counsel Tel: 646 723 3186 Email: ASachs@toryburch.com
NORTON ROSE FULBRIGHT CANADA LLP	Noah Zucker Tel: +1 514 847 6076 Email: noah.zucker@nortonrosefulbright.com Trevor Zeyl Tel: +1 416 216 4792 Email: trevor.zeyl@nortonrosefulbright.com Elizabeth Williams Tel: +1 403 267 8383 Email: elizabeth.williams@nortonrosefulbright.com
WILSON VUKELICH LLP 60 Columbia Way 7th Floor Markham, ON L3R 0C9	Cara Shames Tel: 905 940-2719 Email: cshames@wvllp.ca

ABTEK LTD. 860 Rutherford Road, Maple, ON, L6A 1S2	Jack Malcolm Email: Jack.malcolm@abtekltd.com
L'ORÉAL CANADA INC 600-1500, boul. Robert-Bourassa, Montréal, Québec, H3A 3S7 Attention: the General Counsel (Legal Affairs)	Philippe Charette Tel: Email: Philippe.charette@loreal.com Alexandre Dubé Tel: +1 (438) 462-5384 Email: alexandre.dube@loreal.com
REISS LIMITED Reiss Building, 12 Picton Place, London, England, W1U 1BW	David Evans Email: david.evans@reiss.com Vincent Grell Email: Vincent.Grell@reiss.com
MARTHA'S MASTER CLEANERS 1403 8 St SW #2 Calgary, AB T2R 1B8	April Lam Tel: 403 244-4349 Email: tlam1@yahoo.ca
FISERV	Attention: Ian D. Winchester Tel: 332-345-5247 Email: ian.winchester@fiserv.com
MLT AIKINS LLP 1500 - 1874 Scarth Street Regina, SK S4P 4E9 <i>Counsel for Ochapowace First Nation</i>	Michael W. Marschal Tel: (306) 347-8632 Email: mmarschal@mltaikins.com
ADAM L. ROSEN PLLC 1051 Port Washington Blvd. PO Box 552 Port Washington, NY 11050 o- 516-407-3756 c- 917-763-9015 <i>Counsel for AIG Insurance Company of Canada</i>	Adam L. Rosen PLLC Email: adam.rosen@ALRcounsel.com
FTI CONSULTING CANADA INC. 79 Wellington Street West Suite 2010, P.O. Box 104 Toronto, ON M5K 1G8 <i>Receiver of RioCan-HBC Limited Partnership et al.</i>	Jim Robinson Email: jim.robinson@fticonsulting.com Tel: 416.649.8070

E-Service List:

ataylor@stikeman.com; lpillon@stikeman.com; mkonyukhova@stikeman.com;
JMann@stikeman.com; pyang@stikeman.com; bketwaroo@stikeman.com;
ahutchens@alvarezandmarsal.com; gkarpel@alvarezandmarsal.com;
zgold@alvarezandmarsal.com; jkarayannopoulos@alvarezandmarsal.com;
mbinder@alvarezandmarsal.com; sdedic@alvarezandmarsal.com;
ZweigS@bennettjones.com; GillP@bennettjones.com; ShakraM@bennettjones.com;
GrayT@bennettjones.com; fraserrichardsonl@bennettjones.com; linc.rogers@blakes.com;
aimee.yee@blakes.com; caitlin.mcintyre@blakes.com; Gregg.Galardi@ropesgray.com;
Max.Silverstein@ropesgray.com; skukulowicz@cassels.com; msassi@cassels.com;
evan.cobb@nortonrosefulbright.com; mwasserman@osler.com;
azalev@reflectadvisors.com; develeigh@reflectadvisors.com;
redwards@gordonbrothers.com; kelly.smithwayland@justice.gc.ca;
edward.park@justice.gc.ca; agc-pgc.toronto-tax-fiscal@justice.gc.ca;
Steven.Groeneveld@ontario.ca; insolvency.unit@ontario.ca; cindy.cheuk@gov.bc.ca;
AGLSBRevTaxInsolvency@gov.bc.ca; aaron.welch@gov.bc.ca; jsg.servicehmk@gov.ab.ca;
tra.revenue@gov.ab.ca; shelley.haner@gov.mb.ca; mbtax@gov.mb.ca;
jus.minister@gov.sk.ca; max.hendricks@gov.sk.ca; fin.minister@gov.sk.ca;
justweb@gov.ns.ca; FinanceWeb@novascotia.ca; notif-quebec@revenuquebec.ca; notif-montreal@revenuquebec.ca;
lgalessiere@cglegal.ca; djmiller@tgf.ca; anesbitt@tgf.ca;
ilias.hmimas@gowlingwlq.com; francois.viau@gowlingwlq.com;
haddon.murray@gowlingwlq.com; alexandre.forest@gowlingwlq.com; bparker@dv-law.com;
jbunting@tyrllp.com; dbish@torys.com; egolden@blaney.com; ckopach@blaney.com;
yli@pureindustrial.ca; alemayroux@pureindustrial.ca; rchadwick@goodmans.ca;
jpasquariello@goodmans.ca; aharmes@goodmans.ca; bankruptcy@simon.com;
justin.connolly@unifor.org; uniforlocal40@gmail.com; Dayle.Steadman@unifor.org;
ACampbell@ufcw1518.com; reception@ufcw1518.com; Joardan@usw1417.ca;
Dana.Dunphy@unifor.org; jodi@uniforlocal240.ca; mbethel@teamsters31.ca;
ufcw@ufcw1006a.ca; gbenchaya@richterconsulting.com;
Sarah.Pinonnault@revenuquebec.ca; DanielCantin@revenuquebec.ca;
michael.beeforth@dentons.com; harvey@chaitons.com; mwu@richterconsulting.com;
mgottlieb@lolg.ca; awinton@lolg.ca; apang@lolg.ca; TVarnaar@kingsettcapital.com;
TRavindrakumar@kingsettcapital.com; renglish@airdberlis.com; chorsten@airdberlis.com;
dward@millerthomson.com; mcressatti@millerthomson.com; gcamelino@cglegal.ca;
Tushara.Weerasooriya@mcmillan.ca; guneev.bhinder@mcmillan.ca;
jeffrey.levine@mcmillan.ca; Toronto@desjam.com; rkim@riocan.com;
stephen.mcleese@rbc.com; cl_commercial.mortgage@canadalife.com;
td.cmgcommmtg@td.com; chris.golding@rbc.com; drake.guo@rbccm.com;
evelyn.reynolds@rogers.com; Maryjaneturner@icloud.com; sposen@dickinsonwright.com;
lbrzezin@blaney.com; namar@blaney.com; george@chaitons.com; jwolf@blaney.com;
dullmann@blaney.com; bjones@blaney.com; jcaruso@fasken.com;
mstephenson@fasken.com; sbrotman@fasken.com; ken.rosenberg@paliarerland.com;
max.starnino@paliarerland.com; emily.lawrence@paliarerland.com;
wadrummond6@gmail.com; larmstrong@lerner.ca; Jerritt.Pawlyk@ca.dlapiper.com;
isaac.belland@ca.dlapiper.com; Kerry.mader@live.com; sbrogers@mccarthy.ca;
lwilliams@mccarthy.ca; abowron@mccarthy.ca; sdanielisz@mccarthy.ca;
csherman@cassels.com; Maya@chaitons.com; Lyndac@chaitons.com;
hmeredith@mccarthy.ca; tcourtis@mccarthy.ca; patrick.shea@gowlingwlq.com;
russellm@caleywrap.com; evan.snyder@paliarerland.com; alisoncoville480@gmail.com;
steven.mackinnon@bmo.com; David.Check@bmo.com; Raza.Qureshi@bmo.com;
MichaelM.Johnson@bmo.com; micahryu@mbb.ca; VeronicaCai@mbb.ca; janetlee@mbb.ca;

william@sica.ca; brian@sica.ca; pmasic@rickettsharris.com;
mwasserman@rickettsharris.com; drosenblat@osler.com; mitch.koczerginski@mcmillan.ca;
ateodorescu@blaney.com; sweisz@cozen.com; DLallani@cozen.com;
igor.mershon@aliceandolivia.com; legal@centricbrands.com; mkershaw@mccarthy.ca;
gaplummer@mccarthy.ca; jwilson@westdellcorp.com; DPreger@dickinsonwright.com;
mclarksonmaciel@cassels.com; jmarks@alvarezandmarsal.com; ahatnay@kmlaw.ca;
jharum@kmlaw.ca; rdrake@kmlaw.ca; ashamim@kmlaw.ca; jcurrie@mccarthy.ca;
jkanji@osler.com; jiny@caleywrap.com; cmills@millerthomson.com;
milightowler@millerthomson.com; hmanis@manislaw.ca; daniel@leyad.ca;
dpereira@stradley.com; lmiller@fieldlaw.com; cj.harayda@stinson.com;
BSnyder@TigerGroup.com; cdelfino@airdberlis.com; sgraff@airdberlis.com;
Jsuess@riocan.com; rfrasca@riocan.com; matt.rossetti@adidas.com;
Edward.Gores@novascotia.ca; Patrick.Magen@revenuequebec.ca; iaversa@airdberlis.com;
mlici@airdberlis.com; stephen.brown-okruhlik@mcmillan.ca;
clifton.prophet@gowlingwlq.com; patryk.sawicki@gowlingwlq.com; caroline.mallet@sisley.fr;
michelle.therriault@sisley.fr; heather.soss@sisley.fr; farah.baloo@unifor.org;
blake.scott@unifor.org; jbrisebois@sotos.ca; oantle@cooley.com; cspeckhart@cooley.com;
dale.davis@cooley.com; jkulathungam@teplitskyllp.com; cmills@millerthomson.com;
jcarhart@millerthomson.com; mtestani@intelligentaudit.com; Asad.Moten@justice.gc.ca;
Walter.Kravchuk@justice.gc.ca; JDacks@osler.com; wsisti@kpmg.ca; sagnihotri@kpmg.ca;
carlpaul@kpmg.ca; jgage@mccarthy.ca; yavitzur@reflectadvisors.com;
Kourtney.Rylands@mcmillan.ca; cris.navarro@ralphlauren.com;
rowena.ricalde@ralphlauren.com; randy.samson@ralphlauren.com;
brian.fenelli@ralphlauren.com; scott.bridges@rbc.com; csinclair@goldblattpartners.com;
mmaloley@dgchait.com; agrunbaum@dgchait.com; anoel@dgchait.com;
Elizabeth.Robertson@us.crawco.com; liannadooks@serpentinasilver.ca;
Lakeio.Irvin@us.crawco.com; Todd.Harris@crawco.ca; gphoenix@LN.law;
cfell@reconllp.com; gschachter@reconllp.com; cb@hlllo.ca;
Louis.Frapporti@gowlingwlq.com; christoph.heinemann@gowlingwlq.com;
rory@rorymcgovernpc.com; MSinnadurai@TorontoHydro.com; TDolny@TorontoHydro.com;
sparsons@airdberlis.com; smitra@airdberlis.com; cristian.mastrangelo@aefte.com;
jponeill@jpent.com; ipp1@rogers.com; kpietras@steinandstein.com; ELefebvre@blg.com;
AFernetbrochu@blg.com; SBarbusci@blg.com; tejash.modi@telushealth.com;
john.hnatiw@telushealth.com; pcho@weirfoulds.com; dov@charnesslaw.com;
miranda@charnesslaw.com; mark.salzberg@squirepb.com; Slrving@osler.com;
ashley.thompson@ncrvoyix.com; MFrazer@mintz.com; efan@mintz.com;
PDenroche@mintz.com; sursel@upfhlaw.ca; kensslen@upfhlaw.ca;
kplunkett@airdberlis.com; epaplawski@osler.com; kellyx@simcopak.com;
stephen@simcopak.com; cfox@foxllp.ca; anil@amanimports.com;
carmstrong@goodmans.ca; info@absolutelaw.ca; Namya.Tandon@gowlingwlq.com;
abedi@lawsonlundell.com; michael.scott@fsrao.ca; elissa.sinha@fsrao.ca;
jordan.solway@fsrao.ca; kenneth.kraft@dentons.com; roger.simard@dentons.com;
anthony.rudman@dentons.com; dhaene@dentons.com; carlo.hizon@threebyone.com;
dnyamark@naymarklaw.com; sabine.hajj@zuhairmurad.com; ebtain@tgplawyers.com;
malnajar@mccarthy.ca; ELawler@lowenstein.com; bnathan@lowenstein.com;
bailey.nickel@smcalgary.com; ASachs@toryburch.com; ananthan.sinnadurai@ontario.ca;
noah.zucker@nortonrosefulbright.com; elizabeth.williams@nortonrosefulbright.com;
trevor.zeyl@nortonrosefulbright.com; Jack.malcolm@abtekltd.com; cshames@wvllp.ca;
bmcradu@dickinsonwright.com; alexandre.dube@loreal.com; Philippe.charette@loreal.com;
valerie.dilena@gowlingwlq.com; martha.savoy@gowlingwlq.com; david.evans@reiss.com;
Vincent.Grell@reiss.com; AHou@mintz.com; vivian.li@gov.mb.ca; tllam1@yahoo.ca;

brett.harrison@mcmillan.ca; Craig.Harkness@mcmillan.ca; Adam.Maerov@mcmillan.ca;
ian.winchester@fiserv.com; [kodrani@yahoo.com](mailto:kodraniu@yahoo.com); ybaylis@fasken.com; aangle@torys.com;
jopolsky@torys.com; jonathan.noble@bmo.com; mmarschal@mltaikins.com;
adam.rosen@ALRcounsel.com; jim.robinson@fticonsulting.com; scott.lyall@smcalgary.com

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

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
HUDSON'S BAY COMPANY ULC COMPAGNIE DE LA BAIE D'HUDSON SRI, HBC
CANADA PARENT HOLDINGS INC., HBC CANADA PARENT HOLDINGS 2 INC.,
HBC BAY HOLDINGS I INC., HBC BAY HOLDINGS II ULC, THE BAY HOLDINGS
ULC, HBC CETERPOINT GP INC., HBC YSS 1 LP INC., HBC YSS 2 LP INC., HBC
HOLDINGS GP INC., SNOSPMIS LIMITED, 2472596 ONTARIO INC., and 2472598
ONTARIO INC.**

Applicant

**SUPPLEMENTARY MOTION RECORD
I N D E X**

Tab	Description	Page
1.	Affidavit of Jake Harris dated July 10, 2025	1
A.	Exhibit "A": Notice of Acceleration and Demand for Repayment dated March 6, 2025	3
B.	Confidential Exhibit "B": Central Walk APA	9

TAB 1

Court File No. CV-25-00738613-00CL

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

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
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ULC, HBC CETERPOINT GP INC., HBC YSS 1 LP INC., HBC YSS 2 LP INC., HBC
HOLDINGS GP INC., SNOSPMIS LIMITED, 2472596 ONTARIO INC., and 2472598
ONTARIO INC.**

Applicants

AFFIDAVIT OF JAKE HARRIS

I, JAKE HARRIS, of the City of Toronto, in the Province of Ontario, MAKE
OATH AND SAY:

1. I am an associate in the employ of Blake, Cassels & Graydon LLP, lawyers for ReStore Capital, LLC, in its capacity as agent (the "**FILO Agent**") on behalf of a syndicate of lenders (the "**FILO Lenders**"), who are the senior secured creditors of the Applicants in this proceeding, and as such have knowledge of the matters hereinafter deposed to. Capitalized terms not otherwise defined herein have the meanings given to them in the Affidavit of Ian Fredericks sworn July 8, 2025.
2. Attached hereto as **Exhibit "A"** is a copy of the Notice of Acceleration and Demand for Repayment sent by the FILO Agent to HBC on March 6, 2025.

3. Attached hereto as **Confidential Exhibit “B”** is a copy of the Central Walk APA, in respect of which a sealing order is being sought.
4. This affidavit is sworn to supplement the Affidavit of Ian Fredericks, sworn July 8, 2025, in support of the Motion of the FILO Agent, returnable July 15, 2025, for, amongst other things, the expansion of the powers of Alvarez and Marsal Canada Inc. in its capacity as Monitor of HBC and the termination of the Central Walk APA (and the transaction subject thereto) and for no other purpose.

SWORN BEFORE ME)
☐ in person OR ☒ by video conference)
by Jake Harris, of the City of Toronto, before)
me at the City of Burlington, in the Regional)
Municipality of Halton, on July 10, 2024, in)
accordance with O.Reg.431/20, Administering)
Oath or Declaration Remotely)

)
A Commissioner for Taking Affidavits, etc.) )
JAKE HARRIS

Caitlin McIntyre, LSO #72306R

TAB A

This is **Exhibit “A”** referred to in the

Affidavit of Jake Harris

sworn before me by video conference
this 10th day of July, 2025



A Commissioner, etc.

Caitlin McIntyre, LSO #72306R

BANK OF AMERICA, N.A.
 100 Federal Street, 9th Floor
 Boston, Massachusetts 02110

RESTORE CAPITAL, LLC
 5 Revere Drive, Suite 206
 Northbrook, IL 60062

March 6, 2025

BY E-MAIL

c/o Hudson's Bay Company ULC
 401 Bay Street, Suite 500
 Toronto, Ontario M5H 2Y4
 Attn: Michael Culhane, Chief Financial Officer Hudson's Bay Company
 Tel:
 Email: michael.culhane@hbc.com and hbctreasuryservices@hbc.com

with a copy to:

c/o Hudson's Bay Company ULC
 225 Liberty Street, 31st Floor
 New York, NY 10281
 Attn: Thomas Obersteiner, Senior Vice President and General Counsel
 Tel: (646) 866-3397
 Email: thomas.obersteiner@hbc.com

and a copy to :

c/o Hudson's Bay Company ULC
 401 Bay Street, Suite 500
 Toronto, Ontario M5H 2Y4
 Tel: (416) 937-1231
 Email: charla.parkinson@hbc.com

with a copy to (which such copy shall not constitute notice):

Stikeman Elliott LLP
 5300 Commerce Court West
 199 Bay Street
 Toronto, ON M5L 1B9
 Attn: Jennifer G. Legge
 Tel: (416) 869-5660
 Email: jlegge@stikeman.com

Re: Notice of Event of Default; Acceleration of Obligations; Termination of Commitments and Demand for Repayment of Obligations, including Payment of Applicable FILO Premium

Reference is made to that certain Second Amended and Restated Credit Agreement, dated as of December 23, 2024 (as amended by that certain First Amendment to Second Amended and Restated Credit

Agreement, dated as of February 28, 2025, that certain Second Amendment to Second Amended and Restated Credit Agreement, dated as of March 3, 2025, and as the same may be further amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Credit Agreement”; all capitalized terms used but not defined herein have the meanings assigned to such terms in the Credit Agreement), by and among HUDSON’S BAY COMPANY ULC, an unlimited liability company organized under the laws of the Province of British Columbia, as the Lead Borrower, the other Loan Parties from time to time party thereto, the Lenders from time to time party thereto, BANK OF AMERICA, N.A., as the Administrative Agent and Collateral Agent (the “Agent”), and RESTORE CAPITAL, LLC, as FILO Agent.

As the Loan Parties are aware, the Borrowing Base Certificate delivered on and dated March 5, 2025 demonstrated that an Event of Default under the Credit Agreement has occurred and is continuing under Section 8.01(b) of the Credit Agreement as a result of Availability being less than the Minimum Excess Availability Amount (such Event of Default, the “Specified Event of Default”). The Specified Event of Default shall not be construed as an exhaustive list of all Defaults and Events of Default that have occurred and are continuing.

The FILO Agent, on behalf of itself and each FILO Lender, directs the Agent to take the following steps, and the Agent, at the direction of the Required Lenders, hereby notifies the Loan Parties of the following:

1. The Aggregate Commitments are hereby terminated in accordance with Section 8.02 of the Credit Agreement and the Applicable FILO Premium with respect to the terminated FILO Term Loan Commitments shall be, and hereby is, added to the outstanding amount of the FILO Obligations and all FILO Obligations shall bear interest at the Default Rate to the fullest extent permitted by applicable Law in accordance with Section 2.08(b) of the Credit Agreement.
2. The principal amount of all outstanding Loans are hereby accelerated in accordance with Section 8.02 of the Credit Agreement and the Applicable FILO Premium with respect to such accelerated FILO Term Loans shall be, and hereby is, added to the outstanding amount of the FILO Obligations and all such FILO Obligations shall bear interest at the Default Rate to the fullest extent permitted by applicable Law in accordance with Section 2.08(b) of the Credit Agreement.
3. An Applicable FILO Premium Trigger Event has occurred as a result of the termination of the Aggregate FILO Commitments and acceleration of the outstanding FILO Term Loans.

Accordingly, the Loan Parties are hereby further notified that all of the Obligations, including, without limitation, the Applicable FILO Premium, all outstanding principal and all accrued but unpaid interest and fees under the Loan Documents, are immediately due and payable, and the Agent and FILO Agent hereby demand that the Loan Parties immediately Cash Collateralize the L/C Obligations in an amount equal to 104% of the L/C Obligations, Cash Collateralize the Bank Product obligations and cash management obligations and repay the Obligations in full in cash, including, without limitation, the Applicable FILO Premium.

As of March 5, 2025, the following FILO Obligations were outstanding, due and owing under the Loan Documents (plus any and unpaid fees, expenses and other FILO Obligations not expressly listed below):

Outstanding FILO Term C\$136,847,000.00

Loans:

Applicable FILO Premium: C\$28,151,800.72

Accrued and unpaid C\$331,387.94

Interest on the FILO Term

Loans and Delayed Draw

FILO Term Loan Fee

(pursuant to Section

2.09(d) of the Credit

Agreement):

TOTAL: C\$165,330,188.66

Subject to application in accordance with Section 8.03 of the Credit Agreement, the Obligations, together with any additional accrued unpaid interest, fees, costs and expenses, including, without limitation, attorneys' fees and expenses, should be remitted to the Agent or FILO Agent, as applicable, in accordance with the Credit Agreement.

The Agent, the FILO Agent and the Lenders expressly reserve all of their respective rights, powers, privileges and remedies under the Loan Documents and applicable law, including, without limitation, the right at any time, as applicable, (i) to pursue legal or other action to collect any or all of the Obligations from Loan Parties and any other Person liable therefor and/or any Collateral, (ii) to foreclose or otherwise liquidate or realize on any or all of the Collateral and/or as appropriate, set-off or apply to the payment of any or all of the obligations, any or all of the Collateral, (iii) to take any other enforcement action or otherwise exercise any or all rights and remedies provided for by any or all of the Loan Documents or under applicable law, and (iv) to reject any forbearance, financial restructuring or other proposal made by or on behalf of the Loan Parties, any creditor or equity holder. No oral representations or course of dealing on the part of the Agent, the FILO Agent or any Lender or any of their respective officers, employees or agents, and no failure or delay by the Agent, the FILO Agent or any Lender with respect to the exercise of any right, power, privilege or remedy under any of the Loan Documents or applicable law shall operate as a waiver thereof, and the single or partial exercise of any such right, power, privilege or remedy shall not preclude any later exercise of any other right, power, privilege or remedy.

[Signature Pages Follow]

Sincerely,

Bank of America, N.A., as administrative agent and collateral agent

By: 
Nam Joseph Burt
Title: Senior Vice President

ReStore Capital, LLC, as FILO Agent

By: _____
Nam T. Kellan Grant
Title: EVP Commercial Counsel

Sincerely,

Bank of America, N.A., as administrative agent and collateral agent

By: _____
Nam Joseph Burt
Title: Senior Vice President

ReStore Capital, LLC, as FILO Agent

By: 
Nam T. Kellan Grant
Title: EVP Commercial Counsel

TAB B

This is **Confidential Exhibit “B”** referred to in the

Affidavit of Jake Harris

sworn before me by video conference
this 10th day of July, 2025



A Commissioner, etc.

Caitlin McIntyre, LSO #72306R

Court File No. CV-25-00738613-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
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**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
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Applicants

CONFIDENTIAL EXHIBIT

CONFIDENTIAL EXHIBIT B

CENTRAL WALK APA

TO BE FILED SEPARATELY WITH THE COURT

Court File No.: CV-25-00738613-00CL

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

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

Proceeding Commenced at Toronto

**AFFIDAVIT OF JAKE HARRIS
Sworn July 10, 2025**

BLAKE, CASSELS & GRAYDON LLP

Barristers and Solicitors

199 Bay Street

Suite 4000, Commerce Court West

Toronto, Ontario M5L 1A9

Linc Rogers, LSO #43562N

Tel: 416-863-4168

Email: linc.rogers@blakes.com

Caitlin McIntyre, LSO #72306R

Tel: 416-863-4174

Email: caitlin.mcintyre@blakes.com

Jake Harris, LSO#: 85481T

Tel: (416) 863-2523

Email: jake.harris@blakes.com

Lawyers for the FILO Agent

Court File No.: CV-25-00738613-00CL

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

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COMPAGNIE DE LA BAIE D'HUDSON SRI et al.

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

Proceeding Commenced at Toronto

**SUPPLEMENTARY MOTION RECORD
(Returnable July 15, 2025)**

BLAKE, CASSELS & GRAYDON LLP

Barristers and Solicitors

199 Bay Street

Suite 4000, Commerce Court West

Toronto, Ontario M5L 1A9

Linc Rogers, LSO #43562N

Tel: 416-863-4168

Email: linc.rogers@blakes.com

Caitlin McIntyre, LSO #72306R

Tel: 416-863-4174

Email: caitlin.mcintyre@blakes.com

Jake Harris, LSO #85481T

Tel: 416-863-2523

Email: jake.harris@blakes.com

Lawyers for the FILO Agent