

**PROOF OF CLAIM
AGAINST STERLING SHOES INC., STERLING SHOES GP INC. AND
STERLING SHOES LIMITED PARTNERSHIP**

(hereinafter referred to collectively as the “Petitioner Parties”)

Please read the enclosed Instruction Letter carefully prior to completing this Proof of Claim. Defined terms not defined within this Proof of Claim form shall have the meaning ascribed thereto in the Claims Process Order dated April 2, 2012, as may be amended, restated or supplemented from time to time.

1. Particulars of Creditor

(a) Please complete the following:

Full Legal Name: <i>(Full legal name should be the name of the original Creditor, regardless of whether an assignment of a Claim, or a portion thereof, has occurred prior to or following the Filing Date.)</i>	
Full Mailing Address: <i>(Full Mailing Address should be that of the Creditor not of the Assignee.)</i>	
Telephone Number:	
Facsimile Number:	
E-mail address:	
Attention (Contact Person):	

(b) Has the Claim been sold, transferred or assigned by the Creditor to another party (an “Assignee”)?

Yes:

No:

2. Particulars of Assignee(s) (If any):

- (a) Please complete the following if all or a portion of the Claim has been assigned. Insert full legal name of assignee(s) of the Claim. If there is more than one assignee, please attach a separate sheet with the required information:

Full Legal Name of Assignee(s):	
Full Mailing Address of Assignee(s):	
Telephone Number of Assignee(s):	
Facsimile Number of Assignee(s):	
E-mail address of Assignee(s):	
Attention (Contact Person):	

3. Proof of Claim:

I, _____ (*name of individual Creditor or Representative of corporate Creditor*), of _____ (*City, Province or State*) do hereby certify:

that I [____] am a Creditor; OR

[____] am _____ (*state position or title*) of _____ (*name of corporate Creditor*), which is a Creditor;

that I have knowledge of all the circumstances connected with the Claim referred to below;

that _____ (*name of applicable Petitioner Parties and/or Directors and/or Officers*) was and still is indebted to the Creditor as follows;

CLAIM (other than Restructuring Claim):

\$ _____ (insert \$ value of Claim)

RESTRUCTURING CLAIM:

\$ _____ (insert \$ value of Claim arising after the Filing Date resulting from the restructuring, disclaimer, resiliation, termination or breach after the Filing Date of any contract, employment agreement, lease or other agreement or arrangement of any nature whatsoever, whether written or oral);

that the Creditor's Claim and the Creditor's invoices, statements and/or supporting documents attached are denominated in:

- Canadian Dollars
- U.S. Dollars
- Other: _____ (stipulate other currency referenced)

A. TOTAL CLAIM(S) \$ _____

(Note: Claims in a currency other than Canadian Dollars will be converted to Canadian Dollars at the noon spot rate of the Bank of Canada as at the Filing Date, October 21, 2011.

4. Nature of Claim:

(Check and complete appropriate category)

A. UNSECURED CLAIM OF \$ _____. That in respect of this debt, no assets of any of the Petitioner Parties are pledged as security.

B. SECURED CLAIM OF \$ _____. That in respect of this debt, assets of _____ (insert name of applicable Petitioner Parties) valued at \$ _____ are pledged to me as security, particulars of which are as follows:

(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

5. Particulars of Claims:

Other than as already set out herein, the particulars of the undersigned's total Claim and/or Restructuring Claim are attached.

(Provide all particulars of the claims and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the claims, name of any guarantor which has guaranteed the claims, and amount of invoices, particulars of all credits, discounts, etc. claimed, description of the security, if any, granted by the Petitioner Parties to the Creditor and estimated value of such security. Where a claim is advanced against any Directors or Officers, please provide either a reference to a statutory authority for your claim or enclose a draft Notice of Civil Claim.)

6. Filing of Claims:

This Proof of Claim **must be received by the Monitor by no later than 5:00 p.m. (Vancouver time) on May 9, 2012** (the "Claims Bar Date") unless your claim is a Restructuring Claim.

Proofs of Claim for Restructuring Claims arising after the Filing Date resulting from a restructuring, disclaimer, resiliation, termination, or breach after the Filing Date of any contract, employment agreement, lease or other agreement or arrangement of any nature whatsoever, whether written or oral, **must be received by the Monitor by the later of: (a) the Claims Bar Date, and (b) by 5:00 p.m. (Vancouver time) on the day which is 10 days after the date of the applicable Notice of Disclaimer or Resiliation** (the "Restructuring Claims Bar Date").

FAILURE TO FILE YOUR PROOF OF CLAIM AS DIRECTED BY THE CLAIMS BAR DATE OR RESTRUCTURING CLAIMS BAR DATE, AS APPLICABLE, WILL RESULT IN YOUR CLAIM BEING FOREVER BARRED AND EXTINGUISHED, AND YOU WILL BE PROHIBITED FROM MAKING OR ENFORCING A CLAIM AGAINST ANY OF THE PETITIONER PARTIES AND/OR ANY OF THEIR DIRECTORS AND/OR OFFICERS.

This Proof of Claim must be delivered by prepaid registered mail, personal delivery, e-mail, courier or facsimile transmission at the following addresses:

Alvarez & Marsal Canada Inc.
Court-appointed Monitor of Sterling Shoes Inc. et al.
400 Burrard Street, Suite 1680
Vancouver, British Columbia V6C 3A6
Attention: Tom Powell
Telephone: 604.639.0853
Fax: 604.638.7441
Email: ssiclaims@alvarezandmarsal.com

DATED this _____ day of _____, 2012.

Witness:

Per: _____

Print name of Creditor:

*If Creditor is other than an individual, print
name and title of authorized signatory*

Name: _____

Title: _____