

CITATION: Nordstrom Canada Retail, Inc., 2024 ONSC 3679

COURT FILE NO.: CV-23-00695619-00CL

DATE: 2024-06-26

SUPERIOR COURT OF JUSTICE - ONTARIO

RE: 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 **NORDSTROM CANADA RETAIL, INC., NORDSTROM CANADA HOLDINGS, LLC** and **NORDSTROM CANADA HOLDINGS II, LLC**

APPLICANTS

BEFORE: Chief Justice Geoffrey B. Morawetz

COUNSEL: *Jeremy Dacks and Hannah Davis*, for the Applicant, Nordstrom Canada Retail Inc.

Brendan O'Neill and Bradley Wiffen, for the Monitor, Alvarez & Marsal Canada Inc.

Susan Ursel and Karen Ensslen, for the Represented Employees

HEARD: June 26, 2024

ENDORSEMENT

[1] Nordstrom Canada Retail, Inc., Nordstrom Canada Holdings, LLC and Nordstrom Canada Holdings II, LLC (the "Applicants"), seek an Order:

- (a) extending the Stay Period (and by extension, the Co-Tenancy Stay) until and including December 20, 2024; and
- (b) approving the fees and disbursements of the Monitor and its counsel, and the reports of the Monitor and its activities described therein.

[2] The evidentiary support for the relief is set out in the Affidavit of Misti Heckel, sworn June 19, 2024 and in the Tenth Report of the Alvarez & Marsal Canada Inc. (the "Monitor").

[3] The motion was not opposed.

[4] On March 19, 2024, the Court granted an order (the "Sanction Order") which sanctioned the Plan and authorized the Applicant and Nordstrom Canada Leasing LP (together with the

Applicants, the “Nordstrom Canada Entities”) and the Monitor to implement it, and extended the Stay Period until and including June 28, 2024.

[5] The Applicants are seeking to extend the Stay Period until and including December 20, 2024. The Applicants submit that an extension of the Stay Period is necessary to permit the Nordstrom Canada Entities, with the assistance of the Monitor, to continue to implement the Plan, resolve the remaining Claims in the Claims Process including the CRA Marker Claim, make additional distributions to Affected Creditors, and prepare for the termination of these CCAA proceedings.

[6] With respect to the Co-Tenancy Stay, no party has alleged any prejudice as a result the Co-Tenancy Stay. The Applicants submit that maintaining the Co-Tenancy Stay while the Applicants are resolving Claims and implementing the Plan will continue to provide stability to the CCAA proceedings.

[7] Having reviewed the evidence, I am satisfied that the Nordstrom Canada Entities have acted, and continue to act, in good faith and with due diligence in these CCAA proceedings. The Nordstrom Canada Entities have made significant progress in these CCAA proceedings, including by implementing the Plan. An initial distribution was made in the amount of approximately 72% of Proven Claims of Affected Creditors (other than Other Priority Claim Creditors, Convenience Class Creditors and Supporting Rack Landlords, who were paid their entitlements under the Plan in full). It is still anticipated such Affected Creditors will receive a total distribution of 72-75% of their Proven Claims.

[8] The Applicants have advised that they intend to bring a motion seeking a Discharge and Termination Order before the end of 2024.

[9] The Monitor supports the proposed Stay Extension. The Applicants and the Monitor are of the view that the Stay Extension is in the best interests of the Nordstrom Canada Entities and their stakeholders. The Applicants and the Monitor have confirmed that the Nordstrom Canada Entities will have sufficient cash resources to continue their wind down during the proposed Stay Extension.

[10] I am satisfied that it is appropriate to extend the Stay Period until and including December 20, 2024.

[11] The Monitor has requested approval of the Fifth, Sixth, Seventh, Eighth, Ninth and Tenth Reports. The Monitor reports that no adverse comment has been received in respect of these reports. I am satisfied that these reports, together with the activities described therein, should be approved.

[12] I am also satisfied that the fees and disbursements of the Monitor and its counsel, as set out in the Tenth Report and the fee affidavits, are reasonable in the circumstances and should be approved.

[13] The motion is granted. The Order giving effect to the foregoing has been signed.


Chief Justice Geoffrey B. Morawetz

Date: June 26, 2024