

Monitor's Plan Implementation Date Certificate

Court File No. CV-17-11785-00CL

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 EXPRESS FASHION APPAREL
CANADA INC. AND EXPRESS CANADA GC GP, INC.

MONITOR'S PLAN IMPLEMENTATION DATE CERTIFICATE

RECITALS

- A. Pursuant to an Order of this Honourable Court dated May 4, 2017, these proceedings were commenced and Alvarez & Marsal Canada Inc. was appointed as Monitor (in such capacity and not in its personal or corporate capacity, the "**Monitor**") of Express Fashion Apparel Canada Inc. ("**Express Canada**"), Express Canada GC GP, Inc., and Express Canada GC, LP (collectively, the "**Express Canada Entities**").
- B. Pursuant to an Order of this Honourable Court dated September 27, 2017, the Joint Plan of Compromise and Arrangement of the Express Canada Entities dated September 27, 2017 (as amended, varied or supplemented from time to time in accordance with the terms thereof, and together with all schedules thereto, the "**Plan**") was sanctioned and approved.
- C. Section 8.3 of the Plan sets out the various conditions required to be fulfilled prior to implementation of the Plan (collectively, the "**Conditions Precedent**"). Section 8.3 further requires Express Canada to provide to the Monitor written notice of the satisfaction of the Conditions Precedent.

- D. Section 8.4 of the Plan provides that, upon receipt by the Monitor of written notice from Express Canada of the fulfilment of the Conditions Precedent, the Monitor is required to deliver this certificate to the Express Canada Entities and thereafter file it with the Court and post a copy on its website.

THE MONITOR CERTIFIES the following:

On October 19, 2017, Express Canada provided the Monitor with written notice of the satisfaction of the Conditions Precedent.

DATED at Toronto, this 19th day of October, 2017.

**ALVAREZ & MARSAL CANADA INC.,
in its capacity as Monitor of Express Fashion
Apparel Canada Inc., Express Canada GC
GP, Inc., and Express Canada GC, LP, and
not in its personal or corporate capacity**

Per: _____

Name:

Title:



ALAN J. HUTCHENS

SENIOR VICE-PRESIDENT