

**IN THE MATTER OF THE SECURITIES ACT  
R.S.O. 1990, c. S.5, AS AMENDED**

**- and -**

**IN THE MATTER OF  
SEARS CANADA INC.,  
SEARS HOLDINGS CORPORATION,  
AND SHLD ACQUISITION CORP.**

**NOTICE OF HEARING  
(Subsection 104(1) and section 127)**

**WHEREAS** Hawkeye Capital Management, LLC, Knott Partners Management LLC and Pershing Square Capital Management, L.P. (together, the “Applicants”) have requested that the Commission convene a hearing to consider matters in connection with the offer by SHLD Acquisition Corp., a wholly-owned subsidiary of Sears Holdings Corporation, to acquire the outstanding common shares of Sears Canada Inc.;

**TAKE NOTICE** that the Commission will hold a hearing pursuant to subsection 104(1) and section 127 of the Act at the Commission’s offices at 20 Queen Street West, 17th Floor Hearing Room, Toronto, Ontario commencing on Wednesday, July 5, 2006 at 10:00 a.m. and or as soon as possible after that time to consider whether the Commission should make an order under subsection 104(1) and/or section 127 of the Act, as the Commission deems appropriate.

**AND TAKE FURTHER NOTICE** that any party to the proceedings may be represented by counsel if he or she attends or submits evidence at the hearing;

**AND TAKE FURTHER NOTICE** upon failure of any party to attend at the time and place set for the hearing, the hearing may proceed in the absence of that party and the party is not entitled to any further notice of the proceeding.

**BY REASON OF** the application filed by the Applicants with the Office of the Secretary of the Ontario Securities Commission dated April 25, 2006.

**DATED** at Toronto, this 17<sup>th</sup> day of May, 2006.

**ONTARIO SECURITIES COMMISSION**

*“J. P. Stevenson”*

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Secretary to the Commission