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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

IMPERIAL TOBACCO CANADA LIMITED,

Debtor in a Foreign Proceeding.¹

Chapter 15

Case No. 19-10771 (SCC)

**CERTIFICATE OF NO OBJECTION TO
MONITOR’S MOTION FOR ORDER RECOGNIZING
CANADIAN COURT’S COURT-TO-COURT COMMUNICATIONS ORDER**

**TO THE HONORABLE SHELLEY C. CHAPMAN,
UNITED STATES BANKRUPTCY JUDGE:**

The undersigned counsel respectfully states that:

1. On August 8, 2019, FTI Consulting Canada Inc. (the “Monitor”), as the foreign representative for Imperial Tobacco Canada Limited (the “Debtor”) as defined by section 101(24) of title 11 of the United States Code (the “Bankruptcy Code”), filed and served the Monitor’s Motion for Order Recognizing Canadian Court’s Court-to-Court Communications Order (the “Motion,” Dkt. No. 54).

¹ The last four digits of the Debtor’s taxpayer identification number is 4374. The Debtor’s registered office is located at 30 Pedigree Court, Brampton (Ontario) Canada L6T 5T8.



2. The deadline for filing a response to the Motion was set for August 29, 2019 at 4:00 p.m., prevailing Eastern Time, and a hearing on the Motion is scheduled for September 5, 2019 at 11:30 a.m., prevailing Eastern Time (the "Hearing").

3. The undersigned counsel hereby certifies that, as of the date hereof, no response or objection to the Motion has been received. The undersigned counsel further certifies that counsel has reviewed the docket in this case and no answer, objection or other response to the Motion appears thereon.

4. In accordance with Rule 9075-2 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, this certificate is being filed at least forty-eight (48) hours after expiration of the deadline for parties to file and serve any answer, objection or response to the Motion.

5. Due to the foregoing, it is respectfully requested that the Court enter the proposed Order, attached hereto as Exhibit A (which was also attached as Exhibit A to the Motion), granting the Motion and enter a notice indicating that the Hearing on the Motion is cancelled.

Dated: New York, New York
September 3, 2019

MORGAN, LEWIS & BOCKIUS LLP

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EXHIBIT A

Proposed Order

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

IMPERIAL TOBACCO CANADA LIMITED,

Debtor in a Foreign Proceeding.¹

Chapter 15

Case No. 19-10771 (SCC)

**ORDER RECOGNIZING CANADIAN COURT'S
COURT-TO-COURT COMMUNICATIONS ORDER**

Upon the motion (the "Motion")² of FTI Consulting Canada Inc., in its capacity as the Court appointed monitor (the "Monitor") and authorized foreign representative for Imperial Tobacco Canada Limited (the "Debtor"),³ for the entry of an order (this "Order"), pursuant to sections 105, 1525 and 1527 of title 11 of the United States Code (the "Bankruptcy Code"), recognizing the *Order (Court-to-Court Communications)* entered by the Canadian Court on July 9, 2019 (the "Court-to-Court Communications Order"), which is attached hereto as **Exhibit 1**, and

¹ The last four digits of the Debtor's taxpayer identification number is 4374. The Debtor's registered office is located at 30 Pedigree Court, Brampton (Ontario) Canada L6T 5T8.

² Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

³ FTI Consulting Canada Inc. was appointed as Monitor and foreign representative for the Debtor pursuant to Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, by order dated March 12, 2019.

implementing the Court-to-Court Communications Order in this Chapter 15 case, all as more fully described in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice need be provided; and upon the record of any hearing held on the Motion; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtor, its creditors, and all parties in interest, and that just cause exists for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

It is hereby ORDERED that:

1. The Motion is hereby **GRANTED**.
2. The Court-to-Court Communications Order attached hereto as **Exhibit 1** is hereby recognized in all respects and shall be implemented in the Debtor's Chapter 15 case.
3. This Court shall retain jurisdiction with respect to the enforcement, implementation or interpretation of this Order.

Dated: _____, 2019
New York, New York

HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

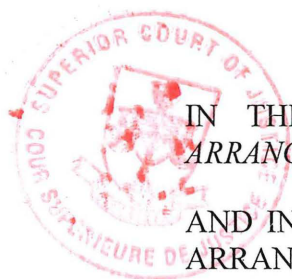
EXHIBIT 1

Court-to-Court Communications Order

Court File No. CV-19-615862-00CL
CV-19-616077-00CL
CV-19-616779-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) TUESDAY, THE 9TH
)
JUSTICE MCEWEN) DAY OF JULY, 2019



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 JTI-MACDONALD CORP.

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF IMPERIAL TOBACCO CANADA
LIMITED AND IMPERIAL TOBACCO COMPANY LIMITED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF ROTHMANS, BENSON & HEDGES
INC.

APPLICANTS

**ORDER
(Court-to-Court Communications)**

WHEREAS THIS COURT wishes to provide for court-to-court communications between this Court and i) any other court in any province or territory of Canada (collectively, the “**Canadian Courts**”) in which the Pending Litigation (as defined in the Second Amended and Restated Initial Order dated April 25, 2019 and issued in Court File No. CV-19-616077-00CL) was commenced or appealed, and ii) the United States Bankruptcy Court for the Southern District of New York having jurisdiction over the proceedings commenced in respect of Imperial Tobacco Canada Limited and Imperial Tobacco Company Limited under Chapter 15 of the U.S.

Bankruptcy Code (the “U.S. Bankruptcy Court”),


ON HEARING the submissions of counsel for the Monitors, the Applicants, and such other counsel as were present, no one else appearing:

1. **THIS COURT ORDERS** that, for the efficient administration of these CCAA proceedings (the “**CCAA Proceedings**”), this Court, the Canadian Courts and the U.S. Bankruptcy Court may coordinate and communicate with one another, with or without counsel present, but always in the presence of this Court.
2. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories of Canada.
3. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order.



ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

JUL 09 2019

PER / PAR 

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

Court File No. CV-19-615862-00CL
CV-19-616077-00CL
CV-19-616779-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF JTI-MACDONALD CORP.

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF IMPERIAL TOBACCO CANADA LIMITED AND
IMPERIAL TOBACCO COMPANY LIMITED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF ROTHMANS, BENSON & HEDGES INC.

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

ORDER
(Court-to-Court Communications)

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