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Mark E. Dendinger

*Attorney for FTI Consulting Canada Inc.
In its Capacity as Court Appointed Monitor and Authorized Foreign Representative for the Debtor*

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

<p>In re:</p> <p>IMPERIAL TOBACCO CANADA LIMITED,</p> <p style="text-align: center;">Debtor in a Foreign Proceeding.</p>	<p>Chapter 15</p> <p>Case No. 19-10771(SCC)</p>
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MOTION TO WITHDRAW AS COUNSEL

Pursuant to Local Rule 2090-1(e), Bracewell LLP (“Bracewell”) hereby moves for entry of an order permitting Bracewell’s, and Mark E. Dendinger of Bracewell’s, withdrawal as counsel for FTI Consulting Canada Inc., in its capacity as the Court-appointed monitor (the “Monitor”) and authorized foreign representative for the Debtor. In support thereof, it is hereby stated:

1. Jennifer Feldsher, formerly of Bracewell and now with the law firm of Morgan, Lewis & Bockius LLP, has filed a notice of change to contact information on behalf of the Monitor. Ms. Feldsher will continue to represent the Monitor in this action.
2. Bracewell will no longer be handling this matter, and will no longer be participating in this case.
3. Bracewell is aware of no party who objects to the relief sought herein.



WHEREFORE, it is respectfully requested that the Court authorize the withdrawal of Bracewell, and Mark E. Dendinger of Bracewell, as counsel of record for Monitor, and instruct the Clerk of the Court to remove Bracewell and Mr. Dendinger from any applicable service list in the above-captioned case. A proposed order is attached as Exhibit A.

Dated: September 3, 2019

Respectfully submitted:

/s/ Mark E. Dendinger

Mark E. Dendinger

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EXHIBIT “A”

Proposed Order

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

In re:

IMPERIAL TOBACCO CANADA LIMITED,

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 19-10771(SCC)

ORDER GRANTING MOTION TO WITHDRAW AS COUNSEL

THIS MATTER having been brought before the Court by Bracewell LLP (“Bracewell”) seeking entry of an order permitting Bracewell’s, and Mark E. Dendinger of Bracewell’s, withdrawal as counsel for the Court-appointed Monitor (the “Monitor”) and authorized foreign representative of the Debtor, and granting related relief (the “Motion”); and the Court having jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157; and due and sufficient notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and a hearing, if any, having been held to consider the relief requested in the Motion; and the Court having reviewed the Motion, and after due deliberation and sufficient cause appearing;

IT IS HEREBY ORDERED that

1. The Motion is granted;
2. Bracewell is authorized to withdraw as counsel for Monitor; and
3. This Court shall retain jurisdiction with respect to the enforcement, implementation

or interpretation of this Order.

Dated: _____, 2019
New York, New York

UNITED STATES BANKRUPTCY JUDGE