

**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 PROPOSED PLAN OF COMPROMISE OR
ARRANGEMENT OF ROTHMANS, BENSON & HEDGES INC.**

MOTION RECORD OF THE APPLICANT

**(Motion For Stay Extension)
(Returnable March 30, 2021)**

March 19, 2021

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Lawyers for the Applicant

**ONTARIO
SUPERIOR COURT OF JUSTICE
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INDEX

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1.	Notice of Motion
2.	Affidavit of Peter Luongo, sworn March 18, 2021
3.	Draft Order

Tab 1

**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 PROPOSED PLAN OF COMPROMISE OR
ARRANGEMENT OF ROTHMANS, BENSON & HEDGES INC.**

**NOTICE OF MOTION
(Returnable March 30, 2021)**

Rothmans, Benson & Hedges Inc. (the “**Applicant**” or “**RBH**”) will make a motion before the Honourable Mr. Justice McEwen of the Ontario Superior Court of Justice (Commercial List) on March 30, 2021 at 2:00 p.m. or as soon after that time as the motion can be heard, by judicial videoconference via Zoom at Toronto, Ontario due to the COVID-19 pandemic. Please refer to the virtual hearing protocol attached as Schedule “A” hereto in order to attend.

THE MOTION IS FOR:

- (a) an order extending the Stay Period (as defined in the order of Justice Pattillo dated March 22, 2019, as amended and restated (the “**Initial Order**”)), up to and including September 30, 2021; and
- (b) such other relief as this Honourable Court may allow.

THE GROUNDS FOR THE MOTION ARE:

1. The facts in support of this motion are as set out in the affidavit of Peter Luongo sworn March 18, 2021 (the “**Luongo Affidavit**”). Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Luongo Affidavit.
2. On March 22, 2019, Justice Pattillo granted the Initial Order in these proceedings pursuant to the CCAA that, among other things, imposed a stay of proceedings with a Stay

Period up to and including April 5, 2019, which Stay Period has been extended up to and including March 31, 2021.

3. In the time since the Stay Period was last extended, RBH has acted in good faith and with due diligence. Among other things, RBH has:

- (a) continued to operate its cash flow positive Business in the normal course in accordance with the Initial Order;
- (b) met with and provided business updates and information to the Monitor as requested by it;
- (c) actively engaged in the mediation process, including RBH counsel participating in multiple discussions with the Court-Appointed Mediator;
- (d) continued to manage and populate the RBH Data Room to assist the Claimants in the mediation process; and
- (e) communicated with counsel for ITCAN and JTIM and their respective monitors, where appropriate, to ensure the parties' respective CCAA proceedings are procedurally coordinated.

4. RBH is seeking an extension of the Stay Period up to and including September 30, 2021 to allow the multi-party mediation process directed by the Court-Appointed Mediator to continue, with the goal of negotiating a global resolution of the Tobacco Claims. An extension of the Stay Period up to and including September 30, 2021 would provide a reasonable period of time to allow for meaningful progress in the mediation, having regard to the complexity of issues subject to mediation and the number of parties.

5. At the same time, RBH will continue to operate its cash flow positive Business in the normal course, in accordance with the Initial Order, generating positive cash flow for the benefit of Stakeholders. RBH will have sufficient funds available to continue operations throughout the requested extension of the Stay Period.

6. The Monitor supports the extension of the Stay Period as requested.

7. RBH also relies upon the following:

- (f) section 11.02 and other provisions of the CCAA and the inherent and equitable jurisdiction of this Court; and
- (g) such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (h) the Affidavit of Peter Luongo, sworn March 18, 2021;
- (i) the Seventh Report of the Monitor, to be filed; and
- (j) such further and other materials as counsel may advise and this Court may permit.

March 19, 2021

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Lawyers for the Applicant

TO: THE SERVICE LIST

Schedule “A” – Virtual Hearing Protocol

Please see attached.

PROTOCOL FOR MOTION BY ZOOM VIDEO CONFERENCE

Scheduling and Specific Requirements

1. Any person on the Service List that wishes to appear virtually on the motion, (“Participants”) must register by 4:00 p.m. three (3) business days in advance of the hearing (Thursday, March 25, 2021 for the motion scheduled Tuesday, March 30, 2021), by emailing Veritext Litigation Solutions Canada, Inc. (scheduling@neesonsreporting.com) and copying each Monitor’s counsel (mpercy@dwpv.com, msassi@casselsbrock.com, nancy.thompson@blakes.com) and also advise if they intend to make submissions. All Participants will provide contact information, including a name, who they are acting for, an email address and phone number for the counsel slip.
2. Subject to the Court’s overriding discretion over all matters, Monitors’ counsel will coordinate with Participants and the Court to develop an agenda for the hearing.
3. Participants will appear by video. Monitors’ counsel will distribute the Zoom link and the sync.com link to Participants. Participants are not permitted to forward or share either the Zoom link or the sync.com link. No person should have access to the hearing on Zoom other than Participants. If a Participant is unable to attend by video, they should contact Monitors’ counsel.
4. Counsel is not required to gown for the hearing. Instead, business attire is required for all Participants appearing by video.
5. For access by the general public, a YouTube link will be posted on each of the Monitors’ websites by 10:00 a.m. not less than two (2) business days prior to the hearing. The YouTube link will allow the general public to view a livestream of the hearing, but not participate in the hearing. For greater clarity, individuals viewing the livestream via YouTube will not be heard or seen by the Court, Judge or Participants.
6. No recording of any part of the hearing (including audio) may be made unless authorized in advance by the Court.
7. For greater certainty, notice and service requirements are set out in the Rules of Civil Procedure, and the various orders and endorsements in the proceedings. For ease of reference, we have included paragraphs 58-63 of the Second Amended and Restated Initial Order dated March 8, 2019 in the JTIM proceedings, attached as Appendix “A”. It should be noted that similar notice and service requirements have been set out in various orders and endorsements in the

parallel proceedings of Imperial and RBH. Nothing in this protocol modifies or amends Orders of the Court related to service requirements, the Rules of Civil Procedure, any Commercial List Practice Direction or other applicable rules.

8. Participants will be placed into a virtual waiting room upon entering the Zoom meeting.

Technical Requirements

9. Participants will require a device with a working microphone and camera. The device can be a computer (desktop or laptop), tablet or smartphone. The device must be connected to an internet connection that is sufficient to send and receive video and audio.

10. Each Participant is responsible for ensuring that they have suitable equipment to participate in the hearing and that such equipment works properly. Participants must test such equipment well in advance of the scheduled hearing to ensure:

- (a) that they are familiar with how to use such equipment;
- (b) the compatibility and functioning of such equipment; and
- (c) that the remote location has adequate internet bandwidth to support the use of the Zoom without interruption.

11. Each Participant is also responsible for ensuring that they are familiar with the features and operation of Zoom. Participants must ensure that they have downloaded any necessary software, and practiced using Zoom, well in advance of the scheduled hearing.

12. Participants should log on using the Zoom link provided approximately 30 minutes before the hearing is scheduled to begin. During this time, Participants should speak to each other to determine if there are any audio/visual/connection issues.

13. It is suggested that Participants use the “gallery view” mode, rather than the “active speaker” mode, available on Zoom.

14. Should a Participant become disconnected from Zoom or experience technical difficulties during the hearing, they should immediately inform the Court by sending an email to Veritext Litigation Solutions Canada, Inc. (scheduling@neesonsreporting.com).

APPENDIX "A"

58. **THIS COURT ORDERS** that, subject to paragraph 59, all motions in this proceeding are to be brought on not less than seven (7) calendar days' notice to all persons on the Service List. Each Notice of Motion shall specify a date (the "**Return Date**") and time for the hearing.

59. **THIS COURT ORDERS** that motions for relief on an urgent basis need not comply with the notice protocol described herein.

60. **THIS COURT ORDERS** that any interested Person wishing to object to the relief sought in a motion must serve responding motion material or, if they do not intend to file material, a notice in all cases stating the objection to the motion and the grounds for such objection in writing (the "**Responding Material**") to the moving party, the Applicant and the Monitor, with a copy to all Persons on the Service List, no later than 5 p.m. on the date that is four (4) calendar days prior to the Return Date (the "**Objection Deadline**").

61. **THIS COURT ORDERS** that, if no Responding Materials are served by the Objection Deadline, the judge having carriage of the motion (the "**Presiding Judge**") may determine:

- (a) whether a hearing is necessary;
- (b) whether such hearing will be in person, by telephone or by written submissions only; and
- (c) the parties from whom submissions are required

(collectively, the "**Hearing Details**"). In the absence of any such determination, a hearing will be held in the ordinary course.

62. **THIS COURT ORDERS** that, if no Responding Materials are served by the Objection Deadline, the Monitor shall communicate with the Presiding Judge regarding whether a determination has been made by the Presiding Judge concerning the Hearing Details. The Monitor shall thereafter advise the Service List of the Hearing Details and the Monitor shall report

upon its dissemination of the Hearing Details to the Court in a timely manner, which may be contained in the Monitor's next report in the proceeding.

63. **THIS COURT ORDERS** that if any party objects to the motion proceeding on the Return Date or believes that the Objection Deadline does not provide sufficient time to respond to the motion, such objecting party shall, promptly upon receipt of the Notice of Motion and in any event prior to the Objection Deadline, contact the moving party and the Monitor (together with the objecting party and any other party who has served Responding Materials, the "**Interested Parties**") to advise of such objection and the reasons therefor. If the Interested Parties are unable to resolve the objection to the timing and schedule for the motion following good faith consultations, the Interested Parties may seek a scheduling appointment before the Presiding Judge to be held prior to the Return Date or on such other date as may be mutually agreed by the Interested Parties or as directed by the Presiding Judge to establish a schedule for the motion. At the scheduling appointment, the Presiding Judge may provide directions including a schedule for the delivery of any further materials and the hearing of the contested motion, and may address such other matters, including interim relief, as the Court may see fit. Notwithstanding the foregoing, the Presiding Judge may require the Interested Parties to proceed with the contested motion on the Return Date or on any other date as may be directed by the Presiding Judge or as may be mutually agreed by the Interested Parties, if otherwise satisfactory to the Presiding Judge.

APPENDIX "B"

1. All Participants will have their microphones muted and may only unmute their own microphones when they are addressing the Court. When parties are not muted, they must avoid making extraneous noise (including for example, typing and shuffling papers) as these noises may interfere with the hearing.
2. Participants must ensure that they participate in the Zoom hearing from a well-lit room so that they are easily visible. Participants must also ensure that no filters are active that may distort or otherwise conceal their appearance.
3. Participants must ensure that they participate in the Zoom hearing from a quiet location where they (and the Court) will not be interrupted or disturbed during the hearing.
4. All mobile devices must be turned off or put on silent mode during the hearing.
5. Participants must refrain from speaking over other Participants.
6. Participants should make submissions in accordance with the order set out in the agenda. If there is a need to make submissions out of sequence, Participants should make a request in a manner directed by the Court. The Court may ask Participants to signal when they intend to address the Court by raising their hand (either by physically raising their hand or by using the virtual "raise hand" feature in Zoom).
7. Participants must state their name and who they represent before addressing the Court.
8. Upon entry into the virtual waiting room, each Participant joining by video should identify themselves, including any person off camera that may be viewing the video feed. This also allows any audio or visual issues to be identified. Each Participant is obligated to immediately notify the presiding judge if any additional person joins them in viewing the video feed.
9. If a Participant intends to rely on any documents, the materials you intend to rely on must be served and shared on the Monitors' sync.com link and all references during the hearing should reference the folder structure uploaded to sync.com.
10. If a party wishes to share certain documents during the hearing, the documents should be provided to the Monitors in advance so that it can be added to the agenda and a method for sharing can be set up.

**ONTARIO
SUPERIOR COURT OF JUSTICE -
COMMERCIAL LIST**

Proceeding commenced at Toronto

**NOTICE OF MOTION
(Returnable March 30, 2021)**

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Lawyers for the Applicant

Tab 2

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

**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 PROPOSED PLAN OF COMPROMISE OR
ARRANGEMENT OF ROTHMANS, BENSON & HEDGES INC.**

Applicant

**AFFIDAVIT OF PETER LUONGO
(Sworn March 18, 2021)**

I, Peter Luongo, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

1. I am the Managing Director of Rothmans, Benson & Hedges Inc. ("**RBH**"). I have been employed within the "**PMI Group**", consisting of RBH's ultimate parent, Philip Morris International Inc. ("**PMI**") and its affiliates, including RBH, for approximately 8 years. Throughout this time I have been employed by Philip Morris International Management S.A. I have been in my present role since December 1, 2016. From June 2013 to November 2016, I was the Vice President, Treasury and Planning for PMI. Before that, I was a partner at Centerview Partners, an investment banking advisory firm. Through my current role as Managing Director of RBH, I am familiar with RBH operations, financial results and strategies and, as such, I have personal knowledge of the matters to which I depose in this affidavit. Where I do not possess personal knowledge, I have stated the source of my knowledge and believe it to be true.

2. This affidavit is sworn in support of a motion by RBH for an Order substantially in the form attached at Tab 3 of the Applicant's Motion Record:

- (a) extending the Stay Period, as defined in the Order of Justice Pattillo dated March 22, 2019 as amended and restated on April 5, 2019 and April 26, 2019 (the "**Initial Order**"), from March 31, 2021 to and including September 30, 2021 (the "**Stay Extension Period**"); and

(b) granting such further and other relief as counsel may request.

3. Capitalized terms used but not defined herein have the meanings ascribed thereto in the Initial Order.

Background

4. On March 22, 2019 Justice Pattillo granted an Initial Order pursuant to the *Companies' Creditors Arrangement Act* ("CCAA") that, among other things, appointed Ernst & Young Inc. as Monitor of RBH (the "**Monitor**") and imposed a stay of proceedings up to and including April 19, 2019 in relation to any Tobacco Claims as against RBH or the Monitor and any proceedings in Canada relating in any way to a Tobacco Claim as against the PMI Group.

5. On April 5, 2019, Justice McEwen granted an amended and restated Initial Order (the "**First Amended and Restated Initial Order**") and an order extending the Stay Period up to and including June 28, 2019. Justice McEwen granted a second amended and restated Initial Order on April 26, 2019 and subsequently extended the Stay Period by orders dated June 26, 2019, October 2, 2019, February 20, 2020 and September 29, 2020. The Stay Period presently expires on March 31, 2021.

Engagement with Mediation Process, Court-Appointed Mediator and Monitor

6. In the First Amended and Restated Initial Order, Justice McEwen appointed the Hon. Warren K. Winkler Q.C. (the "**Court-Appointed Mediator**") as an officer of the court to act as a neutral third party to mediate a global settlement of the Tobacco Claims. Among other things, the Court-Appointed Mediator is empowered to do the following carrying out his mandate:

- (a) adopt processes which, in his discretion, he considers appropriate to facilitate negotiation of a global settlement; and
- (b) consult with all Persons with Tobacco Claims, the Monitor, the Applicant, the Co-Defendants, other creditors and stakeholders of the Applicant and/or the Co-Defendants and any other persons the Court-Appointed Mediator considers appropriate.

7. Further to that order, the Court-Appointed Mediator has established and is implementing a process that he considers appropriate to facilitate the resolution of issues in this complex case. To date, this has included asking the parties to submit mediation briefs, directing the establishment of data rooms and meetings with parties, individually, in groups, and in plenary sessions. RBH has actively engaged and complied with each step.

8. Pursuant to the endorsement of Justice McEwen dated May 24, 2019, the mediation is confidential and all statements, discussions, offers made and documents produced by any of the parties in the course of the mediation process shall not be disclosed. Accordingly, the description of the activities of RBH and the mediation process below is general in nature.

A. Mediation Brief

9. In accordance with the procedure and timelines established by the Court-Appointed Mediator, RBH delivered its mediation brief on August 1, 2019. Mediation briefs were concurrently delivered by Imperial Tobacco Canada Limited (“**ITCAN**”), JTI-Macdonald Corp. (“**JTIM**”) and the various other parties that are participating in the mediation process (the “**Claimants**”).

10. The parties were provided with an opportunity to deliver reply briefs by September 12, 2019. Reply briefs were filed by certain Claimants.

B. Data Room and NDAs

11. At the request and under the direction of the Court-Appointed Mediator, RBH worked cooperatively with the Monitor to establish a data room to assist the Claimants in the mediation process (the “**RBH Data Room**”). RBH worked with the Monitor to review information requests and compile numerous documents and other information to populate the RBH Data Room for its launch.

12. Similar data rooms were also established by the monitors of ITCAN and JTIM (collectively with the RBH Data Room, the “**Data Rooms**”).

13. Since the launch of the RBH Data Room, RBH has worked with the Monitor to supplement the original information in the RBH Data Room from time to time, as appropriate, in relation to the progress of the mediation.

14. The information in the Data Rooms is strictly confidential and to be used for the sole purpose of the mediation process and no other purpose. As such, counsel for RBH participated in discussions with the Claimants that have expressed an interest in accessing the RBH Data Room, along with their legal and financial advisors, to establish the terms and conditions for access to the RBH Data Room in the form of Non-Disclosure Agreements (“NDAs”). On August 16, 2019, the Data Rooms first went “live” to be accessed by parties who had executed NDAs and the Data Rooms continue to be used for the purposes of the mediation process.

C. Mediation Sessions

15. The Court-Appointed Mediator scheduled a plenary session including RBH, ITCAN, JTIM, their respective monitors, and the Claimants on October 8, 2019. RBH participated in that plenary session along with the other parties.

16. Since that plenary session, at the request of the Court-Appointed Mediator, RBH has participated in numerous meetings with the Court-Appointed Mediator and others, as requested by him, and has prepared information from time to time as part of the mediation process.

D. Ongoing Engagement with Court-Appointed Mediator and Monitor

17. In addition to many mediation meetings during the past few months, I am advised by R. Paul Steep of McCarthy Tétrault LLP that counsel for RBH has also been in frequent contact with the Court-Appointed Mediator and the Monitor.

E. Commitment to Mediation

18. RBH is committed to engaging in the CCAA process and taking meaningful steps to seek to develop and implement a global resolution of the Tobacco Claims. To that end, RBH has actively participated in the mediation sessions led by the Court-Appointed Mediator and is committed to continuing to do so.

Other Matters

19. As set out in previous affidavits filed in these proceedings, RBH is the limited risk distributor of reduced-risk products of Philip Morris Products S. A. (“**PMP**”) in the territory of Canada. Under the initial arrangements between PMP and RBH, RBH earned a profit margin based on a percentage of operating costs which ensured that RBH would be compensated for its initial launch costs during the start-up phase of the launch of Heat-Not-Burn products. As reduced-risk products are transitioning to full commercialization, PMP is transitioning to the remuneration of distributors based on a return on sales model which would allow RBH to earn a profit margin based on a percentage of net sales. The return on sales model is an acceptable compensation method for limited risk distributors.

20. As of November 2021, plain packaging regulations will require all cigarettes in Canada to be sold in slide and shell packaging. This requires specific machinery that is not used in any other facility operated by affiliates of RBH. As a result, and in light of the continuing COVID-19 pandemic and the potential for further facility closures related to this unprecedented public health situation, RBH has recently begun to take steps to diversify the production of conventional cigarettes for the Canadian market to reduce the risk of future supply disruptions. Some machinery required for slide and shell packaging will be installed at a facility in Mexico operated by an affiliate of RBH and, beginning in the fourth quarter of 2021, RBH will begin to source approximately 25% of the conventional cigarettes for the Canadian market from this facility. RBH anticipates that this resourcing will result in a reduction of 20-30 employees at its Quebec City facility with estimated severance costs of approximately \$4.5 million to \$5.5 million in aggregate. Aside from these severance costs, RBH estimates that this change will be relatively cost neutral to it.

21. The previous Collective Labour Agreement (“**CLA**”) with respect to the unionized employees of RBH at the Quebec City facility expired in March 2020. A new CLA was negotiated during 2020 and an agreement on a new CLA for the period 2020 through 2024 (the “**2020 CLA**”) was reached on December 13, 2020. The material provisions in the 2020 CLA are in line with the previous CLA. The 2020 CLA was formally signed and registration with the Ministry of Labour, Employment and Social Solidarity took place on March 10, 2021.

Extension of the Stay Period

22. In the time since the Stay Period was last extended, RBH has acted in good faith and with due diligence including, among other things:

- (a) continuing to operate its cash-flow positive Business in the normal course in accordance with the Initial Order;
- (b) meeting with and providing business updates and information to the Monitor as requested by it;
- (c) actively engaging with the mediation process, including by RBH counsel participating in multiple discussions with the Court-Appointed Mediator;
- (d) continuing to manage and populate the RBH Data Room to assist the Claimants in the mediation process; and
- (e) communicating with counsel for ITCAN and JTIM and their respective monitors, where appropriate, to ensure the parties' respective CCAA proceedings are procedurally coordinated.

23. The Stay Period presently expires on March 31, 2021.

24. Mediation sessions are ongoing and it is difficult to provide any firm estimate of the time required to complete the mediation and to develop and implement a CCAA plan. Given the number of parties and scope of the issues, RBH anticipates that the ongoing mediation will require numerous additional meetings between the Court-Appointed Mediator and the various parties to continue to explore positions, develop a resolution and create consensus in respect thereof. Meaningful progress has been made already with the exchange of mediation briefs, the population of the Data Rooms, the completion of a plenary session, and participation in numerous mediation sessions led by the Court-Appointed Mediator.

25. RBH is of the view that positive progress has been made in the mediation, but the complex process to complete the mediation and to develop and implement a CCAA plan requires more time.

At this stage, RBH is seeking an extension of the Stay Period up to and including September 30, 2021.

26. The extension of the Stay Period is necessary for the multi-party mediation process directed by the Court-Appointed Mediator to continue, with the goal of negotiating a global resolution of the Tobacco Claims. RBH believes that it is critical to give this process the time and attention required by the Court-Appointed Mediator to ensure the best chances of achieving a successful resolution.

27. A stay extension until September 30, 2021 would provide a reasonable period of time to allow for additional meaningful progress in the mediation, having regard to the complexity of issues subject to mediation and the number of parties. At the same time, RBH has and will continue to operate the Business and generate positive cash flow for the benefit of its Stakeholders.


28. The requested extension of the stay of proceedings is important to keep RBH's litigation creditors and contingent creditors on an equal footing while it explores a plan of compromise or arrangement with its creditors.

29. RBH has sufficient funds to continue operating the Business throughout the Stay Extension Period in accordance with the Initial Order, as set out in the cash flow forecast to be delivered by the Monitor. I understand that JTIM and ITCAN will be seeking similar extensions of the stay period in each of their respective CCAA proceedings.

30. I also understand that the Monitor supports the extension of the Stay Period as requested and will provide further information in a report to the Court, to be filed.

SWORN remotely over videoconference on this 18th day of March, 2021. The affiant was located in the City of Toronto, in the Province of Ontario, and the Commissioner was located in the Town of Whitchurch-Stouffville, in the Province of Ontario. This affidavit was commissioned remotely in accordance with O. Reg. 431/20, *Administering Oath or Declaration Remotely*.




PETER LUONGO
Managing Director

ONTARIO
SUPERIOR COURT OF JUSTICE -
COMMERCIAL LIST
Proceeding commenced at Toronto

AFFIDAVIT OF PETER LUONGO
(Sworn March 18, 2021)

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Lawyers for the Applicant

MT DOCS 21280034

Tab 3

Court File No.: CV-19-616779-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE)	THURSDAY, THE 30TH
)	
MR. JUSTICE MCEWEN)	DAY OF MARCH, 2021
)	

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

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

Applicant

**ORDER
(Stay Extension)**

THIS MOTION, made by Rothmans, Benson & Hedges Inc. (the "**Applicant**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended for an order extending the Stay Period (as defined herein) was heard this day by judicial videoconference via Zoom in Toronto, Ontario due to the COVID-19 pandemic.

ON READING the Notice of Motion of the Applicant dated March 19, 2021, the affidavit of Peter Luongo sworn March 18, 2021 and the Seventh Report of Ernst & Young Inc. in its capacity as Monitor of the Applicant (the "**Monitor**"); and on hearing the submissions of counsel for the Applicant, the Monitor, and such other counsel as were present, no one else appearing although duly served as appears from the affidavit of service, filed.

EXTENSION OF STAY PERIOD

1. **THIS COURT ORDERS** that the Stay Period as defined in the order of Justice Pattillo dated March 22, 2019, as amended and restated, is hereby extended up to and including September 30, 2021.

ONTARIO
SUPERIOR COURT OF JUSTICE -
COMMERCIAL LIST
Proceeding commenced at Toronto

ORDER

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