



CV-19-61586
Court File No. ~~CV-19-616077-00CL~~
CV-19-616077-00CL
CV-19-616779-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE) THURSDAY, THE 27th
)
JUSTICE MCEWEN) DAY OF JUNE, 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
(Appointing a Financial Advisor to the Court-Appointed Mediator)

THIS MOTION, made by the Court-Appointed Mediator, for an order appointing Alvarez & Marsal Canada Inc. (“**A&M**”) as his financial advisor was read this day at 330 University Avenue, Toronto, Ontario.

1. **THIS COURT ORDERS** that A&M is hereby appointed as the Financial Advisor to the Court-Appointed Mediator to provide financial and strategic advisory services to support the Court-Appointed Mediator in connection with the fulfillment of his duties as specified in the Second Amended and Restated Initial Order, dated March 12, 2019, and as specified in any

subsequent Orders issued by this Court, as such services may be requested from time to time by the Court-Appointed Mediator and agreed to by A&M.

2. **THIS COURT ORDERS** that A&M shall incur no liability or obligation as a result of its appointment by this Court as the Financial Advisor to the Court-Appointed Mediator or in the carrying out of its services and obligations in connection with its appointment, save and except any gross negligence or wilful misconduct on A&M's part or on the part of its employees or representatives. Nothing in this Order shall derogate from the protections afforded to A&M at law or by statute, including, but not limited to, section 142 of the *Courts of Justice Act* (Ontario).

3. **THIS COURT ORDERS** that paragraphs 3 and 4 of the Court-Appointed Mediator Communication and Confidentiality Protocol endorsed by this Court on May 24, 2019 shall apply equally to A&M as they apply to the Court-Appointed Mediator and as to any communication between A&M and the Court-Appointed Mediator.

A handwritten signature in black ink, appearing to be 'M. J. ...', written over a horizontal line.

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

JUL 02 2019

PER / PAR:

Handwritten initials in blue ink, possibly 'P' or 'A', next to the 'PER / PAR:' label.

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

ONTARIO

**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**PROCEEDING COMMENCED AT
TORONTO**

ORDER

(Appointing a Financial Advisor to the Court-Appointed Mediator)

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Lawyers for The Hon. Warren K. Winkler in his
capacity as The Court-Appointed Mediator

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