

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

(collectively, the "Applicants")

ENDORSEMENT
Dated June [#], 2019

The Common Service Protocol attached to this Endorsement as Exhibit A is hereby approved in each of the three above noted proceedings.

McEwen, J.

EXHIBIT A

Common Service Protocol

June [*], 2019

WHEREAS on March 8, 2019, JTI-Macdonald Corp. (“**JTIM**”) sought and obtained protection under the *Companies’ Creditors Arrangement Act* (Canada) (the “**CCAA**”), commencing a proceeding bearing Court File No. CV-19-615862-00CL (the “**JTIM Proceedings**”). Deloitte Restructuring Inc. (“**Deloitte**”) was appointed as monitor in the JTIM Proceedings.

AND WHEREAS on March 12, 2019, Imperial Tobacco Canada Limited and Imperial Tobacco Company Limited (together, “**ITL**”) sought and obtained protection under the CCAA, commencing a proceeding bearing Court File No. CV-19-616077-00CL (the “**ITL Proceedings**”). FTI Consulting Canada Inc. (“**FTI**”) was appointed as monitor in the ITL Proceedings.

AND WHEREAS on March 22, 2019, Rothmans, Benson & Hedges Inc. (“**RBH**”, together with JTIM and ITL, the “**Applicants**”) sought and obtained protection under the CCAA, commencing a proceeding bearing Court File No. CV-19-616779-00CL (the “**RBH Proceedings**”, together with the JTIM Proceedings and the ITL Proceedings, the “**Tobacco Proceedings**”). Ernst & Young Inc. (“**EY**”, together with Deloitte and FTI, each in their capacity as monitors, the “**Monitors**”) was appointed as monitor in the RBH Proceedings.

AND WHEREAS the initial orders granted in each of the three Tobacco Proceedings (as each may be amended and restated, collectively, the “**Initial Orders**”) require that the applicable Monitors create, maintain and update as necessary a list of all persons appearing in person and by counsel in the applicable proceedings (the “**Service List**”), and the applicable Monitors are required to post and update from time to time their respective Services Lists on their case websites.

AND WHEREAS there is significant overlap in the parties on each of the Service Lists in the three Tobacco Proceedings, with the majority of parties on any one Service List also appearing on each of the other two. Parties wishing to serve materials in the Tobacco Proceedings often seek to do so in all three of the Tobacco Proceedings. This has resulted in certain circumstances of email service of substantially the same materials being sent to substantially the same parties, three times.

NOW THEREFORE, in the interest of administratively streamlining the service process, the following common service protocol (the “**Common Service Protocol**”) is hereby implemented:

1. The Monitors shall coordinate with each other to combine the existing Service Lists in each of the three Tobacco Proceedings, to produce one common service list made up of every party on each of the three Service Lists (the “**Common Service List**”).
2. The Monitors shall each publish the Common Service List on each of their respective case websites.

3. Any party not currently on one of the Service Lists in each of the three Tobacco Proceedings and wishing to be added to the Common Service List shall serve on the Common Service List a Notice of Appearance (Form 38A) in accordance with Rule 38.07 of the *Rules of Civil Procedure* or a Request for Electronic Service in accordance with Paragraph 23 of the Commercial List E-Service Guide (the “**Guide**”) indicating the Tobacco Proceeding or Tobacco Proceedings in which such party is appearing, and shall file such Notice of Appearance or Request for Electronic Service with the Court in the applicable Tobacco Proceeding(s). A party who serves and files a Notice of Appearance or Request for Electronic Service (in respect of one or more of the Tobacco Proceedings) shall be added to the Common Service List.
4. Parties who wish to be removed from the Common Service List shall send an email to the Common Service List requesting to be removed. Any party who requests to be removed from the Common Service List shall be removed from the Service Lists in each of the Tobacco Proceedings.
5. The Monitors shall coordinate to update the Common Service List from time to time with the names and contact information of any parties added to any Service List pursuant to paragraph 3 hereof.
6. Service of any document on the Common Service List in accordance with the Guide and this Common Service Protocol shall constitute valid and effective service on the Service Lists in each of the three Tobacco Proceedings or any one of them.
7. Motion records, pleadings, facts and other materials common to more than one of the Tobacco Proceedings may be served once, and will also be effective in each of the applicable Tobacco Proceedings, provided that they (a) are styled in the applicable combined style of cause (including all applicable Court File Numbers and titles of proceedings), and (b) are served on the Common Service List.
8. Nothing in this Common Service Protocol restricts or derogates from service requirements in the *Rules of Civil Procedure*, the Guide, the Initial Orders or any other Order of the Court regarding the timing of service of documents.
9. This Common Service Protocol is intended only to increase the administrative efficiency of service of documents in the Tobacco Proceedings, and is not, nor shall it be deemed to be, a procedural, substantive or other consolidation of the Tobacco Proceedings. The Tobacco Proceedings are, and shall continue to be following the implementation of this Common Service Protocol, separate and distinct legal proceedings.
10. With unanimous consent of the Monitors, the Monitors may amend or supplement this Common Service Protocol in non-material ways to achieve greater administrative or procedural efficiencies.
11. The Applicants, the Monitors or any other interested party shall be entitled, on not less than seven calendar days notice on the Common Service List, to seek advice and directions from the Court regarding any matter pertaining to this Common Service Protocol.

12. The Monitors shall have no liability in respect of the accuracy of or the timeliness of making any changes to the Common Service List.