

**CITATION:** Imperial Tobacco Limited, 2024 ONSC 6528  
**COURT FILE NOS.:** CV-19-615862-00CL, CV-19-616077-00CL and CV-19-616779-00CL  
**DATE:** 2024-11-22

**SUPERIOR COURT OF JUSTICE - ONTARIO**

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**RE:           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**

**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.**

**IN WRITING:** November 22, 2024

**ENDORSEMENT**

[1] This endorsement relates to all three Applicants, JTI-Macdonald Corp. ("JTI"), Imperial Tobacco Canada Limited and Imperial Tobacco Company Limited (collectively, "Imperial") and Rothmans, Benson & Hedges Inc. ("RBH").

[2] JTI brought a cross-motion returnable on October 31, 2024 in respect of proposed amendments to the Representative Counsel Orders dated December 9, 2019. This cross-motion was adjourned with an expectation that it be dealt with in writing.

[3] On November 13, 2024, the Common Service List was informed that Deloitte Restructuring Inc. ("Deloitte"), Monitor of JTI, FTI Consulting Canada Inc. ("FTI"), Monitor of Imperial and Ernst & Young Inc. ("E&Y"), Monitor of RBH, would be bringing a Joint Motion on November 22, 2024, for a revised order amending and restating Representative Counsel Orders dated December 9, 2019, to be determined in writing. The Common Service List was also informed that any responding submissions must be served on the Common Service List and filed with the Court prior to 5:00 p.m. (EST) on November 19, 2024.

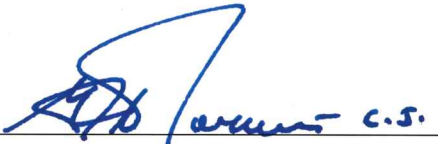
[4] The Joint Motion supersedes JTI's cross-motion.

[5] No objections were received by the objection deadline.

[6] The evidentiary support for the requested relief is set out in the Nineteenth Report of Deloitte, the Twentieth Report of E&Y and the Twenty-Second Report of FTI (collectively, the "Reports"). Capitalized terms herein are as defined in the Reports.

[7] I am satisfied that the proposed amendments to the Representative Counsel Orders are necessary to ensure consistency between the Representative Counsel Orders and the CCAA Plans and specifically to: (i) update certain definitions and provisions to reflect the current scope of the mandate of the The Law Practice Wagner & Associates Inc. ("Wagner"); and (ii) provide for the continued services of the PCC Representative Counsel, if the CCAA plans are implemented, along with the payment of the Wagner's costs post-implementation.

[8] The Joint Motion is granted and Orders have been signed in each proceeding.

  
Chief Justice Geoffrey B. Morawetz

**Date:** November 22, 2024