

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.**

Applicants

JOINT FACTUM OF THE MONITORS

**Joint Motion for Sanction Protocol Orders
(Returnable December 23, 2024)**

December 18, 2024

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TABLE OF CONTENTS

	Page No.
PART I – INTRODUCTION	1
PART II – SUMMARY OF FACTS	2
A. Significant Progress Has Been Achieved in These CCAA Proceedings	2
B. The Monitors Have Implemented the Claims Procedure as Directed	3
C. The Monitors Made Certain Minor Amendments to the CCAA Plans	5
D. The Amended CCAA Plans Were Approved at the Creditors' Meetings.....	5
E. The Proposed Sanction Protocol Orders Govern the Process for the Sanction Hearing.....	6
(i) Litigation Timetable and Conduct of Sanction Hearing	6
(ii) Omnibus Sanction Hearing Notice and Omnibus Sanction Hearing Notice Program.....	8
PART III – STATEMENT OF ISSUES, LAW & ARGUMENT	10
A. The Sanction Protocol Orders Will Ensure a Fair, Well-Informed, and Orderly Process for the Sanction Hearing	10
B. Granting of the Sanction Protocol Orders Would Be Consistent with the CCAA	11
PART IV – ORDERS REQUESTED	13

PART I – INTRODUCTION¹

1. The CCAA Plans in each of these three complex and coordinated CCAA Proceedings were approved at three separate, sequential meetings of Affected Creditors of Imperial (the “**Imperial Meeting**”), RBH (the “**RBH Meeting**”), and JTIM (the “**JTIM Meeting**” and, together with the Imperial Meeting and the RBH Meeting, the “**Meetings**”) on December 12, 2024. The next day, the Monitors reported the results of the Meetings to this Court.
2. In accordance with the CCAA Plans, the Monitors now move for Sanction Protocol Orders to establish a process to bring these CCAA Proceedings to the next step: the Sanction Hearing. In the opinion of the Monitors, the Sanction Protocol Orders are uncontroversial procedural orders that move these proceedings forward to that next step.
3. The Sanction Protocol Orders, among other things: (i) formally set the date and ratify the Litigation Timetable for the Sanction Hearing; (ii) establish a notice procedure to ensure all stakeholders have timely and accurate information about the Sanction Hearing; and (iii) in addition to the Litigation Timetable, establish a specific objection timetable for any Putative Miscellaneous Claimants.

¹ This Factum is jointly filed by (i) FTI Consulting Canada Inc. (“**FTI**”) in its capacity as Court-appointed monitor of Imperial Tobacco Canada Limited (“**ITCAN**”) and Imperial Tobacco Company Limited (together with ITCAN, “**Imperial**”); (ii) Ernst & Young Inc. (“**EY**”) in its capacity as monitor for Rothmans Benson & Hedges Inc. (“**RBH**”); and (iii) Deloitte Restructuring Inc. (“**Deloitte**”) in its capacity as monitor for JTI-Macdonald Corp. (“**JTIM**” and, together with Imperial and RBH, the “**Tobacco Companies**” or “**Applicants**”). FTI, EY, and Deloitte are hereinafter referred to as the “**Monitors**” in the above-captioned coordinated proceedings (the “**Proceedings**”) under the *Companies’ Creditors Arrangement Act*, R.S.C., 1985, c. C-36, as amended (“**CCAA**”). Capitalized terms not defined herein have the meanings given to them in the Joint Notice of Motion of the Monitors dated December 13, 2024 or the amended and restated plans of compromise or arrangement in respect of each Applicant dated December 5, 2024 (the “**Amended CCAA Plans**”). References to the “**CCAA Plans**” in this factum refer either to the initial plans of compromise or arrangement in respect of each Applicant dated October 17, 2024 or the Amended CCAA Plans, as the context requires.

4. Given the complexity of the proceedings and the number of stakeholders involved, the Sanction Protocol Orders ought to be granted to ensure a fair and orderly process for all stakeholders leading up to and during the Sanction Hearing.

PART II - SUMMARY OF FACTS

A. Significant Progress Has Been Achieved in These CCAA Proceedings

5. On October 17, 2024—after more than five years of mediation—the Monitors, acting in coordination with the Court-Appointed Mediator, proposed CCAA Plans that seek to achieve a pan-Canadian global settlement of the Tobacco Claims. Additional information about the CCAA Plans can be found in FTI's 20th Report, EY's 19th Report, and Deloitte's 18th Report.

6. On October 31, 2024, this Court granted a claims procedure order in the CCAA Proceedings of Imperial (the "**Imperial Claims Procedure Order**"), RBH (the "**RBH Claims Procedure Order**"), and JTIM (the "**JTIM Claims Procedure Order**" and, together with the Imperial Claims Procedure Order and the RBH Claims Procedure Order, the "**Claims Procedure Orders**"). On the same day, this Court also granted a meeting order in the CCAA Proceedings of Imperial (the "**Imperial Meeting Order**"), RBH (the "**RBH Meeting Order**") and JTIM (the "**JTIM Meeting Order**" and, together with the Imperial Meeting Order and the RBH Meeting Order, the "**Meeting Orders**").

7. Pursuant to the Meeting Orders, (i) the CCAA Plans were accepted for filing; (ii) the Affected Creditors were classified into a single creditors' class; and (iii) the Meetings were scheduled to be held sequentially and virtually on December 12, 2024.

8. Pursuant to the Claims Procedure Orders: (i) a negative notice claims procedure was established for disputing the value and number of votes attributed to the Affected Claims of the

Claimants;² and (ii) a Miscellaneous Claims Procedure was established for identifying claims of Putative Miscellaneous Claimants for the purpose of, among other things, voting on the CCAA Plans.³

9. While certain issues with respect to the CCAA Plans remained outstanding at the time that the Meeting Orders and Claims Procedure Orders were granted, the Court recognized that “there are no issues that ... cannot be solved”.⁴ The Court also reiterated its earlier directions in the endorsement dated October 5, 2023 for the “development of the CCAA Plans through the auspices of the Monitors and the Mediator”, emphasizing that “[t]hese directions remain in force and can provide the basis to resolve the outstanding issues.”⁵

10. The endorsement of the Court accompanying the Meeting Orders and Claims Procedure Orders contemplated that any sanction hearing should take place in January 2025, assuming that the CCAA Plans received the required creditor approvals.⁶

B. The Monitors Have Implemented the Claims Procedure as Directed

11. In accordance with the Claims Procedure Orders:

- (a) FTI, on November 1 and 4, 2024 and EY and Deloitte, on November 4, 2024, caused Negative Notice Claims Packages to be sent to each Claimant that

² [Imperial Claims Procedure Order](#) at para. 8; [RBH Claims Procedure Order](#) at para. 8; [JTIM Claims Procedure Order](#) at para. 8.

³ [Imperial Claims Procedure Order](#) at para. 12; [RBH Claims Procedure Order](#) at para. 12; [JTIM Claims Procedure Order](#) at para. 12.

⁴ *Imperial Tobacco Limited (Re)*, [2024 ONSC 6061](#) at [para. 53](#) (“**November 4, 2024 Endorsement**”).

⁵ November 4, 2024 Endorsement, *supra* at [para. 56](#).

⁶ November 4, 2024 Endorsement, *supra* at [para. 55](#).

included the value (for voting purposes only) of each applicable Claimant's Affected Claim and the number of votes associated with such Affected Claim;⁷ and

- (b) the Monitors caused to be published a condensed version of the Omnibus Notice in English and French, on November 7 and 14, 2024 in *The Globe and Mail* (National Edition), *National Post* (National Edition), and *Le Devoir* and by November 22, 2024 in 36 regional newspapers in each Province and Territory.⁸ No Claimants delivered a Notice of Dispute of Negative Notice Claim by the Negative Notice Bar Date.

12. As of December 5, 2024:

- (a) the Imperial Monitor had received Miscellaneous Claimant Proofs of Claim totalling \$525,938,855;
- (b) the RBH Monitor had received one Miscellaneous Claimant Proof of Claim totalling \$4,889,785 and US \$24,582.65; and
- (c) the JTIM Monitor had received one Miscellaneous Claimant Proof of Claim totalling \$4,922,726.

13. Among these Miscellaneous Claimant Proofs of Claim, one identical claim was submitted to each Tobacco Monitor on the basis of claimed joint and several liability between the Tobacco Companies. Additional information about these Miscellaneous Claims is provided in the 24th FTI Report, the 22nd EY Report and the 21st Deloitte Report.

⁷ [24th Monitor's Report of FTI](#) dated December 13, 2024 ("**FTI 24th Report**") at para. 7; [EY 22nd Report](#) dated December 13, 2024 ("**EY 22nd Report**") at para. 14; [Deloitte 21st Report](#) dated December 13, 2024 ("**Deloitte 21st Report**") at para. 7.

⁸ [FTI 24th Report](#) at paras. 9-10; [EY 22nd Report](#) at paras. 16-17; [Deloitte 21st Report](#) at paras. 9-10.

C. The Monitors Made Certain Minor Amendments to the CCAA Plans

14. On December 5, 2024, the Monitors served amended and restated CCAA Plans on the Common Service List, together with reports describing the three sets of minor amendments to the CCAA Plans.⁹ The amendments were made pursuant to section 20.4 of each of the Imperial CCAA Plan, the RBH CCAA Plan and the JTIM CCAA Plan, which sections permit the Court-Appointed Mediator and the applicable Monitor to make amendments concerning matters that are: (a) of an administrative nature required to better give effect to the implementation of the applicable CCAA Plan; and (b) to cure any errors, omissions or ambiguities, and are not materially adverse to the financial or economic interests of the Affected Creditors or the Unaffected Creditors.¹⁰

D. The Amended CCAA Plans Were Approved at the Creditors' Meetings

15. In accordance with the Meeting Orders, the Meetings were held virtually and sequentially on December 12, 2024.

16. At each of the three Meetings, the Eligible Voting Creditors voted unanimously in favour of the applicable CCAA Plan, thus representing 100% of the value of Voting Claims present and voting at each of the three Meetings.¹¹ In accordance with the Meeting Orders, the Monitors reported these results to the Court on December 13, 2024.¹²

⁹ [FTI 23rd Report](#); [EY 21st Report](#); [Deloitte 20th Report](#).

¹⁰ [FTI 23rd Report](#) at para. 6; [EY 21st Report](#) at para. 12; [Deloitte 20th Report](#) at para. 8.

¹¹ [FTI 24th Report](#) at Appendix A: Scrutineer's Report; [EY 22nd Report](#) at Appendix A: Scrutineer's Report; [Deloitte 21st Report](#) at Appendix A: Scrutineer's Report.

¹² [FTI 24th Report](#) at paras. 19-20; [EY 22nd Report](#) at Appendix A: Scrutineer's Report; [Deloitte 21st Report](#) at para. 25.

E. The Proposed Sanction Protocol Orders Govern the Process for the Sanction Hearing

17. Now that the required “double majority” of Eligible Voting Creditors have approved the CCAA Plans, in accordance with the CCAA Plans, the Monitors seek to move these CCAA Proceedings forward to the Sanction Hearing fairly and expeditiously.¹³ The Sanction Protocol Orders serve to achieve that goal.

(i) *Litigation Timetable and Conduct of Sanction Hearing*

18. The Sanction Protocol Orders:

(a) set the hearing date for the Sanction Hearing to take place at 10:00 am (Eastern Time) on January 29-31, 2025 in a hybrid format and ratify the Litigation Timetable for the Sanction Hearing; and

(b) require parties that intend to file materials in connection with the Sanction Hearing (and in accordance with the Litigation Timetable) or make submissions at the Sanction Hearing, including without limitation in connection with any issues of allocation of the Global Settlement Amount among the Tobacco Companies, any related party issues, and any unresolved issues related to the CCAA Plans, to advise the Monitors by January 3, 2025:

(i) whether they intend to file materials in connection with the Sanction Hearing; and

(ii) whether they intend to make submissions and the estimated time for such submissions, so the Monitors may prepare a draft Sanction Hearing

¹³ [CCAA Plans](#), s. 3.10.1.

Agenda to be updated and circulated by the Monitors to the Common Service List by no later than January 8, 2025.

19. On November 18, 2024, the Court approved a Litigation Timetable for the steps leading up to the Sanction Hearing, which will also be heard from January 29-31, 2025. The Litigation Timetable is attached as Schedule “A” to the draft Sanction Protocol Orders.

20. The steps in the Litigation Timetable specific to the Sanction Hearing and the proposed orders for sanction in respect of each Tobacco Company (collectively, the “**Plan Sanction Orders**” and each a “**Plan Sanction Order**”), are set out in the table below:

Date	Step
Wed., Jan. 15	Notice of Motion of the Monitors for Plan Sanction Orders
Wed., Jan. 15	Monitors’ Reports re: Plan Sanction Orders
Mon., Jan. 20	Responding Records to Motion for Plan Sanction Orders
Wed., Jan. 22	Factum of the Court-Appointed Mediator and Monitors for Plan Sanction Orders
Fri., Jan. 24	Responding Factums for Motion for Plan Sanction Orders
Mon., Jan. 27	Reply Factum of the Court-Appointed Mediator and Monitors for Plan Sanction Orders

21. The Sanction Protocol Orders require parties wishing to file materials in connection with the Sanction Hearing or make submissions at the Sanction Hearing, including without limitation in connection with any issues of allocation of the Global Settlement Amount among the Tobacco Companies, related party issues and any unresolved issues related to the CCAA Plans, to advise the Monitors and the Common Service List by January 3, 2025: (i) whether they intend to file materials in connection with the Sanction Hearing; and (ii) whether they intend to make submissions and estimated time for such submissions so that the Monitors may prepare a draft Sanction Hearing Agenda. In addition, the Sanction Protocol Orders require any Person who

wishes to attend the Sanction Hearing to register by Monday, January 27, 2025 and advise if they intend to make submissions or plan to attend in person or virtually.

(ii) ***Omnibus Sanction Hearing Notice and Omnibus Sanction Hearing Notice Program***

22. In accordance with the CCAA Plans, included at Schedule “B” to the Sanction Protocol Orders is a form of Omnibus Sanction Hearing Notice.¹⁴

23. The Omnibus Sanction Hearing Notice includes important details about the Sanction Hearing and the relief being sought. The Omnibus Sanction Hearing Notice:

- (a) specifies the date, time and mode of hearing of the Sanction Hearing;
- (b) advises that the Monitors will be seeking the Plan Sanction Orders and related ancillary relief;
- (c) advises that the CCAA Plans, Claims Procedure Orders, Meeting Orders and Sanction Protocol Orders in respect of each Tobacco Company are available for review on the Monitors’ websites;
- (d) advises that any Putative Miscellaneous Claimant who wishes to oppose the granting of the Plan Sanction Order must (i) deliver to the Monitor a Sanction Hearing Objection Notice in the form attached at Schedule “C” of the Sanction Protocol Orders, and it must be received by the Monitor no later than January 15, 2025 at 5:00 p.m. (Eastern time); and (ii) file with the Court and serve upon the Common Service List the court materials it intends to rely on by no later January 20, 2025 at 5:00 p.m. (Eastern time);¹⁵ and

¹⁴ See [CCAA Plans](#), ss. 3.10.2 and 3.10.3.

¹⁵ See [CCAA Plans](#), s. 3.10.2; [Draft Sanction Protocol Orders](#) at para. 14.

- (e) confirms, in accordance with the Litigation Timetable, that any Person, other than a Putative Miscellaneous Claimant, who intends to object to any Sanction Order must file with the Court and serve upon the Common Service List the materials it intends to rely on by no later than January 20, 2025 at 5:00 p.m. (Eastern Time).

24. The Omnibus Sanction Hearing Notice will be published in accordance with the Omnibus Sanction Hearing Notice Program. This procedure is the plan set out in paragraphs 7 to 11 of the Sanction Protocol Orders¹⁶, which is designed to effectively provide notice of the Sanction Hearing to as many Persons across Canada as possible, including Putative Miscellaneous Claimants, so that such Persons may fully understand their rights and options.¹⁷

25. Pursuant to the Omnibus Sanction Hearing Notice Program, by December 30, 2024, the Monitors shall:

- (a) cause to be posted to their respective websites a copy of the Sanction Protocol Orders, the Omnibus Sanction Hearing Notice and the Sanction Hearing Objection Notice in both French and English¹⁸; and
- (b) send the Omnibus Sanction Hearing Notice, the Sanction Hearing Objection Notice and a copy of the Sanction Hearing Objection Notice to: (i) each Person on the Common Service List; (ii) any Person known to the Tobacco Companies or their Monitors as having a potential Affected Claim that is not captured in any Negative Notice Claim or in any Miscellaneous Claimant Proof of Claim; and (iii) any Putative

¹⁶ See [CCAA Plans](#), s 1.1 “Sanction Hearing Notice Program”.

¹⁷ See [CCAA Plans](#), s 1.1, “Putative Miscellaneous Claimant”.

¹⁸ [Draft Sanction Protocol Orders of RBH, JTI and Imperial](#) as Schedules “A”, “B” and “C” to the Joint Notice of Motion of the Monitors dated December 13, 2024 (the “**Draft Sanction Protocol Orders**”) at para. 7.

Miscellaneous Claimant who has identified itself in writing to the Monitors by the Miscellaneous Claims Bar Date.¹⁹

26. The Omnibus Sanction Hearing Notice will also be (i) issued by way of press release on Cision Newswire, no later than December 24, 2024,²⁰ and (ii) published in *The Globe and Mail* (National Edition), *National Post* (National Edition), and *Le Devoir* newspapers no later than January 10, 2025.²¹

PART III – STATEMENT OF ISSUES, LAW & ARGUMENT

27. The sole issue on this joint motion is whether the Court should grant the Sanction Protocol Orders. For the reasons set out below, the answer is “yes”.

A. The Sanction Protocol Orders Will Ensure a Fair, Well-Informed, and Orderly Process for the Sanction Hearing

28. As this Court has observed, these CCAA Proceedings are among the most complex insolvency proceedings in Canadian history.²² Given the complexity of these CCAA Proceedings and the number of stakeholders involved, the Sanction Protocol Orders are important in ensuring a fair, well-informed, and orderly process for all stakeholders leading up to and during the Sanction Hearing.

29. The Sanction Protocol Orders accurately reflect the requirements under the CCAA Plans, set out above. This motion also reflects the requirement in the CCAA Plans that the Monitors seek the granting of the Sanction Protocol Orders.²³

¹⁹ [Draft Sanction Protocol Orders](#) at para. 8.

²⁰ [Draft Sanction Protocol Orders](#) at para. 10.

²¹ [Draft Sanction Protocol Orders](#) at para. 9.

²² November 4, 2024 Endorsement, *supra* at [para. 14](#).

²³ See [CCAA Plans](#), s. 3.10.

30. The Sanction Protocol Orders have been developed by the Court-Appointed Mediator and the Monitors with the goal of setting an appropriate timeline to allow the parties to prepare for the Sanction Hearing. The Omnibus Sanction Hearing Notice and Omnibus Sanction Hearing Notice Program provide wide notice to ensure that all potential stakeholders will have the opportunity to inform themselves of their rights and options for participating in advance of the Sanction Hearing. The Omnibus Sanction Hearing Notice Program has been designed to reach as many Persons across Canada as possible, including any Putative Miscellaneous Claimants.

31. The Sanction Protocol Orders are appropriate in circumstances such as these where sanction will be sought of three separate CCAA Plans in coordinated proceedings with overlapping stakeholders. The Sanction Hearing is a critical step toward the conclusion of these CCAA Proceedings that have spanned over five years. It is in the best interests of all parties that fair notice be given with respect to the Sanction Hearing process.

B. Granting of the Sanction Protocol Orders Would Be Consistent with the CCAA

32. As the Court recognized in the November 4, 2024 Endorsement, the decision to empower the Monitors and Court-Appointed Mediator to develop the CCAA Plans and to move for their approval by creditors was an exercise of the Court's jurisdiction under sections 11 and 23(1)(k) of the CCAA.²⁴ Just as sections 11 and 23(1)(k) empowered the Monitors and Court-Appointed Mediator to move for approval of the Meetings Orders and Claims Procedure Orders, so too do these provisions empower the Monitors to move for approval of the Sanction Protocol Orders.

33. Section 23(1)(k) of the CCAA provides that the monitor shall "carry out any other functions in relation to the company that the court may direct".²⁵ Under that provision, "the court has broad discretion to empower the Monitor to take steps to facilitate the restructuring or to advance the

²⁴ November 4, 2024 Endorsement, *supra* at [para. 37](#).

²⁵ CCAA, *supra*, [s. 23\(1\)\(k\)](#).

goals of the CCAA.”²⁶ The appropriateness of such orders is gauged against “what is needed in the circumstances, when considering the objectives of the CCAA”.²⁷ These objectives include facilitating the reorganization of a debtor company;²⁸ providing for timely, efficient, and impartial resolution of a debtor’s insolvency; and ensuring the fair and equitable treatment of the claims against a debtor.²⁹

34. Section 11 similarly “confers jurisdiction on the court in the broadest of terms” and enables the Court to “make any order that it considers appropriate in the circumstances”.³⁰ As the Supreme Court has explained, the “vast” power conferred by section 11 “is constrained only by restrictions set out in the CCAA itself, and the requirement that the order made be ‘appropriate in the circumstances’”.³¹ The appropriateness of a section 11 order is also assessed in relation to its grounding in the well-established remedial objectives of the CCAA.

35. The Sanction Hearing is a key step during any CCAA proceeding, during which the Court will undergo its section 6 analysis, including an assessment of whether the CCAA Plans are fair and reasonable.³² The present motion is, in the opinion of the Monitors, an uncontroversial procedural step that provides structure in the lead-up to the Sanction Hearing.

36. On this motion, the Monitors simply ask the Court to grant the technical and procedural safeguards to move these CCAA Proceedings forward to the Sanction Hearing in a fair and

²⁶ *Urbancorp Cumberland 2 GP Inc., (Re)*, [2017 ONSC 7649](#) at [para. 20](#) [*Urbancorp*].

²⁷ *Inca One Gold Corp. (Re)*, [2024 BCSC 1478](#) at [para. 36](#).

²⁸ *Canadian Airlines Corp. (Re)*, [2000 ABQB 442](#) at [para. 95](#).

²⁹ *9354-9186 Quebec inc. v. Callidus Capital Corp.*, [2020 SCC 10](#) at [para. 40](#) [*Callidus*].

³⁰ *Harte Gold Corp. (Re)*, [2022 ONSC 653](#) at [para. 18](#); CCAA, *supra*, [s. 11](#).

³¹ *Canada v. Canada North Group Inc.*, [2021 SCC 30](#) at [para. 21](#), *per* Côté J., for the plurality; *Callidus, supra* at [para. 67](#).

³² CCAA, *supra*, [s 6](#). *Callidus, supra* at [para. 57](#).

transparent way. Granting this motion will “facilitate the restructuring” and “advance the goals of the CCAA” in these CCAA Proceedings.³³

PART IV – ORDERS REQUESTED

37. For these reasons, the Monitors respectfully request that the Court grant the Sanction Protocol Orders in the forms attached at Schedules “A”, “B” and “C” to the Joint Notice of Motion of the Monitors dated December 13, 2024.

ALL OF WHICH IS RESPECTFULLY SUBMITTED this 18th day of December, 2024.



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³³ *Urbancorp, supra* at [para. 20](#).

SCHEDULE "A"

LIST OF AUTHORITIES

1. *9354-9186 Quebec inc. v. Callidus Capital Corp.*, [2020 SCC 10](#).
2. *Canada v. Canada North Group Inc.*, [2021 SCC 30](#).
3. *Canadian Airlines Corp. (Re)*, [2000 ABQB 442](#).
4. *Harte Gold Corp. (Re)*, [2022 ONSC 653](#).
5. *Imperial Tobacco Limited (Re)*, [2024 ONSC 6061](#).
6. *Inca One Gold Corp. (Re)*, [2024 BCSC 1478](#).
7. *Urbancorp Cumberland 2 GP Inc., (Re)*, [2017 ONSC 7649](#).

SCHEDULE “B”

TEXT OF STATUTES, REGULATIONS & BY – LAWS

Companies’ Creditors Arrangement Act (R.S.C., 1985, c. C-36)

Compromises to be sanctioned by court

6 (1) If a majority in number representing two thirds in value of the creditors, or the class of creditors, as the case may be — other than, unless the court orders otherwise, a class of creditors having equity claims, — present and voting either in person or by proxy at the meeting or meetings of creditors respectively held under sections 4 and 5, or either of those sections, agree to any compromise or arrangement either as proposed or as altered or modified at the meeting or meetings, the compromise or arrangement may be sanctioned by the court and, if so sanctioned, is binding

(a) on all the creditors or the class of creditors, as the case may be, and on any trustee for that class of creditors, whether secured or unsecured, as the case may be, and on the company; and

(b) in the case of a company that has made an authorized assignment or against which a bankruptcy order has been made under the *Bankruptcy and Insolvency Act* or is in the course of being wound up under the *Winding-up and Restructuring Act*, on the trustee in bankruptcy or liquidator and contributories of the company.

[...]

General power of court

11 Despite anything in the *Bankruptcy and Insolvency Act* or the *Winding-up and Restructuring Act*, if an application is made under this Act in respect of a debtor company, the court, on the application of any person interested in the matter, may, subject to the restrictions set out in this Act, on notice to any other person or without notice as it may see fit, make any order that it considers appropriate in the circumstances.

[...]

Duties and functions

23 (1) The monitor shall

[...]

(k) carry out any other functions in relation to the company that the court may direct.

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PROCEEDING COMMENCED AT
TORONTO

**JOINT FACTUM OF THE MONITORS
Joint Motion for Sanction Protocol Orders
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