

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 **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 MOTION RECORD  
(QUEBEC CASH SECURITY DEPOSIT ORDERS)  
Returnable June 18, 2025**

June 11, 2025

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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 **IMPERIAL  
TOBACCO CANADA LIMITED AND IMPERIAL TOBACCO COMPANY LIMITED**

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Applicants

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**TAB 1**

Court File No. CV-19-616077-00CL  
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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

IN THE MATTER OF THE *COMPANIES' CREDITORS  
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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 NOTICE OF MOTION  
(QUEBEC CASH SECURITY DEPOSIT ORDERS)**

The "**Imperial and RBH Monitors**" being FTI Consulting Canada Inc., in its capacity as court-appointed monitor of Imperial Tobacco Canada Limited ("**ITCAN**") and Imperial Tobacco Company Limited (together with ITCAN, "**Imperial**") and Ernst & Young Inc., in its capacity as court-appointed monitor of Rothmans, Benson & Hedges Inc. ("**RBH**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. c-36, as amended (the "**CCAA**") will make a joint motion before Chief Justice Morawetz of the Ontario Superior Court of Justice (Commercial List) on June 18, 2025 at 9:00 a.m. (Eastern Time), or as soon after that time as the motion can be heard by Zoom video conference.

**THE MOTION IS FOR:<sup>1</sup>**

1. Orders ("**Quebec Cash Security Deposit Orders**") substantially in the forms at Tabs 2 and 3 of the Joint Motion Record, partially lifting the stays of proceedings granted in paragraph 18 of the Second Amended and Restated Initial Orders in respect of Imperial and RBH, each dated April 25, 2019, extended to the Effective Time by paragraph 54 of the Sanction Orders in

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<sup>1</sup> All capitalized terms used but not defined herein have the meanings given to them in the CCAA Plans (defined below).

respect of Imperial and RBH, each dated March 6, 2025, solely to the extent required to allow the Imperial and RBH Monitors, with the support of ITCAN, RBH and the Quebec Class Action Plaintiffs (the “**QCAPs**”), to bring applications to the Quebec Court of Appeal (the “**Quebec Applications**”) to secure the release of the funds paid by ITCAN and RBH into the Quebec Court of Appeal as Cash Security Deposits in connection with the appeal of the Quebec Judgment (defined below), for the purpose of depositing the funds into the Global Settlement Trust Account in accordance with the terms of the CCAA Plans;

2. If necessary, an Order abridging the time for service and filing of this Joint Notice of Motion, Joint Motion Record and Factum of the Imperial and RBH Monitors and dispensing with service on any person other than those served; and

3. Such further and other relief as counsel may advise and this CCAA Court may permit.

#### **THE GROUNDS FOR THE MOTION ARE:**

##### ***The CCAA Proceedings and the Stays of Proceedings***

1. These CCAA proceedings are coordinated with the CCAA proceeding of JTI-Macdonald Corp. (“**JTIM**”) in which Deloitte Restructuring Inc. is court-appointed monitor. The CCAA proceedings of Imperial, RBH and JTIM (the “**Tobacco Companies**”) are collectively referred to as the “**CCAA Proceedings**”.

2. The CCAA Proceedings were precipitated by the Quebec Superior Court of Justice rendering a \$13.5 billion-plus judgment against the Tobacco Companies on May 27, 2015 in respect of two class actions (the “**Quebec Judgment**”).

3. On October 27, 2015, the Quebec Court of Appeal ordered ITCAN to deposit approximately \$758 million and RBH to deposit approximately \$226 million as security in connection with the appeal of the Quebec Judgment (the “**Cash Security Deposits**”).<sup>2</sup>
4. ITCAN and RBH paid the Cash Security Deposits into the Quebec Court of Appeal in full.
5. The Cash Security Deposits remain subject to the October 27, 2015 Order of the Quebec Court of Appeal.
6. The Quebec Judgment was substantially upheld by the Quebec Court of Appeal on March 1, 2019.
7. The CCAA Court granted Imperial’s application for an Initial Order on March 12, 2019 and RBH’s application for an Initial Order on March 22, 2019. The Imperial and RBH Initial Orders, among other things, (i) stayed proceedings until and including April 11, 2019 or such later date as the CCAA Court may order (the “**Stay Period**”); and (ii) appointed the Imperial and RBH Monitor. The Initial Orders were each amended and restated on April 4, 2019 (in respect of RBH) and on April 5, 2019 (in respect of Imperial) and again on April 25, 2019 (in respect of both Imperial and RBH) (the “**Second Amended and Restated Initial Orders**”).
8. The stays of proceedings in paragraph 18 of the Second Amended and Restated Initial Orders provides in relevant part that “no proceeding ... shall be commenced ... affecting ... ***the funds deposited by the Applicants pursuant to the Deposit Posting Order, except with leave of this Court***” (emphasis added). The “Deposit Posting Order” is defined in the Second Amended and Restated Initial Orders as the Order of the Quebec Court of Appeal requiring ITCAN and RBH to make the Cash Security Deposits.

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<sup>2</sup> See *Imperial Tobacco Canada Ltd. c. Conseil québécois sur le tabac et la santé*, [2015 QCCA 1737](#).

***The CCAA Plans and the Sanction Orders***

9. On March 6, 2025, the CCAA Court issued a Sanction Order in each CCAA Proceeding, among other things:

- (a) sanctioning substantially identical individual plans of compromise or arrangement in respect of each Tobacco Company, which were most recently amended and restated on February 27, 2025 (the “**CCAA Plans**”);
- (b) authorizing and directing the Monitor to “take all steps and actions, and to do all things, necessary or appropriate to implement the CCAA Plan” (para. 15(a));
- (c) authorizing and empowering the Monitor “to apply to any court ... for the assistance in carrying out the terms” of the Sanction Order (para. 64); and
- (d) extending the Stay Period in each CCAA Proceeding until the Effective Time.

10. The Effective Time is defined in the CCAA Plans as a time on the Plan Implementation Date to be designated by the Court-Appointed Mediator and the Monitor, which requires the Plan Implementation Conditions and the conditions to other Definitive Documents to have been satisfied or waived and all transactions contemplated by the CCAA Plans, the Sanction Order and the Definitive Documents ready to be implemented.

***The CCAA Plans Require the Release of the Cash Security Deposits***

11. Under the CCAA Plans, the Tobacco Companies must pay an aggregate Global Settlement Amount of \$32.5 billion into three separate Global Settlement Trust Accounts over multiple years.

12. The CCAA Plans require that the Cash Security Deposits be released from the Quebec Court of Appeal and deposited into the Global Settlement Trust Accounts of Imperial and RBH as part of their Upfront Contributions of the Global Settlement Amount prior to the Effective Time on the Plan Implementation Date.

13. The relevant provisions of the CCAA Plans that address the Cash Security Deposits are as follows:

- (a) Section 5.4 provides that the Upfront Contributions shall equal the aggregate of each Tobacco Company's cash and cash equivalents generated from all sources by each Tobacco Company as at the month end prior to the Plan Implementation Date, including all amounts pledged by the Tobacco Companies to cash collateralize any outstanding letters of credit, surety or bonding obligations to the issuers thereof, ***plus the Cash Security Deposits***, less the sum of \$750 million which shall be deducted from the aggregate amount and retained by RBH (emphasis added);
- (b) Section 7.3 provides that the Cash Security Deposits, which form part of the Upfront Contributions, shall be released from suretyship prior to the Plan Implementation Date and shall be deposited into the Global Settlement Trust Account; and
- (c) Section 19.3(n) provides that the implementation of the CCAA Plans shall be conditional upon the satisfaction, prior to or at the Effective Time, of the condition precedent that the Cash Security Deposits are released from suretyship and deposited into the Global Settlement Trust Accounts.



***The CCAA Court Should Partially Lift the Stays of Proceedings***

14. In view of the language of paragraph 18 of the Second Amended and Restated Initial Orders concerning the commencement of a proceeding affecting the Cash Security Deposits, the Imperial and RBH Monitors have concluded that a partial lift of the stays of proceedings is required to seek the release of the Cash Security Deposits and thus comply with the terms of the CCAA Plans.

15. The Sanction Orders do not expressly authorize the release of the Cash Security Deposit. As a result, the Imperial and RBH Monitors have concluded that, without further Orders of this CCAA Court, any litigation steps with respect to the Cash Security Deposit, including the Quebec Applications, are subject to the stays of proceedings.

16. The CCAA Court should exercise its discretion to issue the Cash Security Deposit Orders and partially lift the stays of proceedings to allow the Imperial and RBH Monitor, with the support of ITCAN, RBH and the QCAPs, to bring the Quebec Applications.

17. The Quebec Applications are a necessary step to ensure the Cash Security Deposits form part of the Upfront Contribution of Imperial and RBH and is deposited into the Global Settlement Trust Account prior to the Effective Time in accordance with the CCAA Plans.

18. The Imperial and RBH Monitors do not expect any party will oppose the Quebec Applications.

19. The proposed partial lift of the stays of proceedings will not disturb the *status quo* and will facilitate the implementation of the CCAA Plans and in furtherance of the restructuring of Imperial and RBH.

20. The practical effect of the proposed partial lift of the stays will not place one stakeholder in a better position than other stakeholders. No party will be prejudiced by the Cash Security Deposit Orders. Imperial, RBH and the QCAPs consent to this joint motion and the Quebec Applications. The balance of convenience, the interests of justice and the merits of the Quebec Applications favour granting the Cash Security Deposit Orders.

***Additional Grounds***

21. Sections 11, 11.02 and the other provisions of the CCAA and the inherent and equitable jurisdiction of this CCAA Court.

22. Rules 1.04, 1.05, 2.03, 3.02, 10.01, 16, 37 and 59 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended and the *Courts of Justice Act*, R.S.O. 1990, c. C.43 as amended.

23. Such further and other grounds as counsel may advise and this CCAA Court may permit.

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

24. The Twenty-Ninth Report of the Imperial Monitor dated June 11, 2025;

25. The Twenty-Seventh Report of the RBH Monitor dated June 11, 2025; and

26. Such further and other evidence as counsel may advise and this CCAA Court may permit.

June 11, 2025

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**Lawyers for the RBH Monitor**

**TO: COMMON SERVICE LIST**

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.**

Court File No. CV-19-616077-00CL  
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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

PROCEEDING COMMENCED AT  
TORONTO

**JOINT NOTICE OF MOTION  
(Quebec Cash Security Deposit Orders)**

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**Lawyers for the RBH Monitor**

**TAB 2**

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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE CHIEF	)	WEDNESDAY, THE 18th
	)	
JUSTICE MORAWETZ	)	DAY OF JUNE, 2025

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  
**IMPERIAL TOBACCO CANADA LIMITED AND IMPERIAL TOBACCO COMPANY  
LIMITED**

**QUEBEC CASH SECURITY DEPOSIT  
ORDER**

**THIS JOINT MOTION** made by the “**Imperial and RBH Monitors**”, being FTI Consulting Canada Inc. in its capacity as court-appointed monitor (the “**Monitor**”) of Imperial Tobacco Canada Limited (“**ITCAN**”) and Imperial Tobacco Company Limited (together with ITCAN, “**Imperial**” or the “**Applicant**”) and Ernst & Young Inc. in its capacity as court-appointed monitor of Rothmans, Benson & Hedges Inc., pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), for an Order, among other things, partially lifting the stay of proceedings to allow the Monitor, with the support of ITCAN and the Quebec Class Action Plaintiffs, to commence an application in the Quebec Court of Appeal to release the funds paid by ITCAN into the Quebec Court of Appeal as a Cash Security Deposit pursuant to the Order dated October 27, 2015 in Court File No. 550-09-025384-154 (2015 QCCA 1737) to be deposited into the Global Settlement Trust Account (as defined in the Imperial CCAA Plan, defined below) (the “**Quebec Application**”)

was heard on June 18, 2025.

**ON READING** the Joint Motion Record of the Imperial and RBH Monitors dated June 11, 2025, the Twenty-Ninth Report of the Monitor dated June 11, 2025 (the “**Twenty-Ninth Report**”) and the Joint Factum of the Imperial and RBH Monitors dated June 11, 2025:

## **SERVICE**

1. **THIS COURT ORDERS** that the timing and method of service and filing of this motion is hereby abridged and validated such that this motion is properly determined in writing and that further service of this motion is hereby dispensed with.

## **INTERPRETATION**

2. **THIS COURT ORDERS** that capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Third Amended and Restated Plan of Compromise and Arrangement in respect of the Applicant dated February 27, 2025 (the “**Imperial CCAA Plan**”).

## **PARTIAL LIFT OF THE STAY OF PROCEEDINGS**

3. **THIS COURT ORDERS** that the stay of proceedings granted in paragraph 18 of Second Amended and Restated Initial Order dated April 25, 2019 and extended to the Effective Time (as defined in the Imperial CCAA Plan) by paragraph 54 of the Sanction Order dated March 6, 2025 (the “**Stay of Proceedings**”), is hereby partially lifted, solely to the extent required to allow the Monitor, with the support of ITCAN and the Quebec Class Action Plaintiffs, to commence the Quebec Application for the purpose of depositing the funds of

the Cash Security Deposit into the Global Settlement Trust Account in accordance with the provisions of the Imperial CCAA Plan.

4. **THIS COURT ORDERS** that, apart from the partial lift of the Stay of Proceedings as set forth in paragraph 3, the Stay of Proceedings remains in full force and effect, subject to further Order of this Court.

#### **GENERAL PROVISIONS**

5. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada, outside Canada and against all Persons against whom it may be enforceable.

6. **THIS COURT ORDERS** that the Applicant and the Monitor are authorized to seek an order of any court of competent jurisdiction to recognize this Order and to confirm this Order as binding and effective in any appropriate foreign jurisdiction.

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, or abroad, including but not limited to the courts in respect of the Pending Litigation and the Quebec Class Actions, to give effect to this Order and to assist the Applicant, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.



8. **THIS COURT ORDERS** that the Applicant and the Monitor shall be at liberty and are hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

9. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. on the date hereof and is enforceable without further need for entry or filing.

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*Chief Justice G.B. Morawetz*

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 IMPERIAL TOBACCO CANADA LIMITED AND  
IMPERIAL TOBACCO COMPANY LIMITED

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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**QUEBEC CASH SECURITY  
DEPOSIT ORDER**

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*Lawyers for FTI Consulting Canada Inc., in its capacity as  
the Court-appointed Monitor of Imperial Tobacco Canada  
Limited and Imperial Tobacco Company Limited*

**TAB 3**

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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE CHIEF	)	WEDNESDAY, THE 18 <sup>TH</sup>
	)	
JUSTICE MORAWETZ	)	DAY OF JUNE, 2025

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  
**ROTHMANS, BENSON & HEDGES INC.**

**QUEBEC CASH SECURITY DEPOSIT  
ORDER**

**THIS JOINT MOTION** made by the “**RBH and Imperial Monitors**”, being Ernst & Young Inc. in its capacity as court-appointed monitor (the “**Monitor**”) of Rothmans, Benson & Hedges Inc. (“**RBH**” or the “**Applicant**”) and FTI Consulting Canada Inc. in its capacity as court-appointed monitor of Imperial Tobacco Company Limited and Imperial Tobacco Canada Limited, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), for an Order, among other things, partially lifting the stay of proceedings to allow the Monitor, with the support of RBH and the Quebec Class Action Plaintiffs, to commence an application in the Quebec Court of Appeal to release the funds paid by RBH into the Quebec Court of Appeal as a Cash Security Deposit pursuant to the Order dated October 27, 2015 in Court File No. 550-09-025384-154 (2015 QCCA 1737) to be deposited into the Global Settlement Trust Account (as defined in the RBH CCAA Plan, defined below) (the “**Quebec Application**”) was heard on June 18, 2025.

**ON READING** the Joint Motion Record of the RBH and Imperial Monitors dated June 11,

2025, the Twenty-Seventh Report of the Monitor dated June 11, 2025 (the “**Twenty-Seventh Report**”) and the Joint Factum of the RBH and Imperial Monitor dated June 11, 2025:

#### **SERVICE**

1. **THIS COURT ORDERS** that the timing and method of service and filing of this motion is hereby abridged and validated such that this motion is properly determined in writing and that further service of this motion is hereby dispensed with.

#### **INTERPRETATION**

2. **THIS COURT ORDERS** that capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Third Amended and Restated Plan of Compromise and Arrangement in respect of the Applicant dated February 27, 2025 (the “**RBH CCAA Plan**”).

#### **PARTIAL LIFT OF THE STAY OF PROCEEDINGS**

3. **THIS COURT ORDERS** that the stay of proceedings granted in paragraph 18 of Second Amended and Restated Initial Order dated April 25, 2019 and extended to the Effective Time (as defined in the RBH CCAA Plan) by paragraph 54 of the Sanction Order dated March 6, 2025 (the “**Stay of Proceedings**”), is hereby partially lifted, solely to the extent required to allow the Monitor, with the support of RBH and the Quebec Class Action Plaintiffs, to commence the Quebec Application for the purpose of depositing the funds of the Cash Security Deposit into the Global Settlement Trust Account in accordance with the provisions of the RBH CCAA Plan.

4. **THIS COURT ORDERS** that, apart from the partial lift of the Stay of Proceedings as set forth in paragraph 3, the Stay of Proceedings remains in full force and effect, subject to further Order of this Court.

#### **GENERAL PROVISIONS**

5. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada, outside Canada and against all Persons against whom it may be enforceable.

6. **THIS COURT ORDERS** that the Applicant and the Monitor are authorized to seek an order of any court of competent jurisdiction to recognize this Order and to confirm this Order as binding and effective in any appropriate foreign jurisdiction.

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, or abroad, including but not limited to the courts in respect of the Pending Litigation and the Quebec Class Actions, to give effect to this Order and to assist the Applicant, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS** that the Applicant and the Monitor shall be at liberty and are hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

9. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. on the date hereof and is enforceable without further need for entry or filing.

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*Chief Justice G.B. Morawetz*

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 ROTHMANS, BENSON & HEDGES INC.

19

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(Commercial List)**

Proceeding commenced at Toronto

**QUEBEC CASH SECURITY DEPOSIT ORDER**

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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 **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.**

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