

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE MR. ) TUESDAY, THE 14<sup>TH</sup>  
 )  
JUSTICE MCEWEN ) DAY OF MAY, 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.**

**ORDER**  
**(Professional Fee Disclosure)**

**THIS MOTION**, made by the Quebec Class Action Plaintiffs (“**QCAPs**”) for an order providing for the disclosure of professional fees, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON HEARING** the submissions of respective counsel for the Applicant, Deloitte Restructuring Inc. in its capacity as the Court-Appointed Monitor (“**Monitor**”), the QCAPs, and such other counsel as were present, no one else appearing:

**PROFESSIONAL FEES DISCLOSURE**

1. **THIS COURT ORDERS** that the Monitor shall provide to counsel to the QCAPs and to such other parties on the Service List (collectively, the “**Interested Parties**”), on written request, the following details regarding the restructuring fees of the Applicant:

- (a) on or before May <sup>17</sup>15, 2019, the fees and disbursements paid to each of the Monitor, the Monitor’s counsel, the Applicant’s counsel and any financial advisor of the Applicant retained in connection with this CCAA Proceedings, except for any financial advisor in respect of whose work the Applicant properly asserts solicitor-client, settlement, litigation or other privilege (collectively, the “**CCAA**

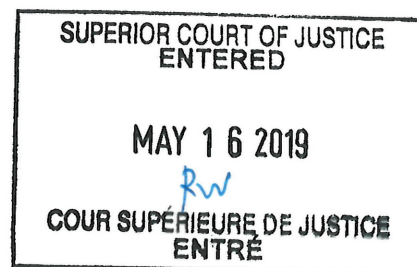
**Professionals**”), broken down by firm, during the period commencing on the date of the Initial Order and terminating on April 30, 2019; and

- (b) on or before the 15th day of each month commencing with the month of June 2019, the fees and disbursements paid to each of the CCAA Professionals, broken down by firm, for the immediately prior month.

2. **THIS COURT ORDERS** that to the extent the cashflows of the Applicant indicate aggregate restructuring costs in excess of the amounts paid to the CCAA Professionals (the “**Additional Restructuring Costs**”), this Order is without prejudice to an Interested Party’s right to seek disclosure, on a firm by firm basis, of the Additional Restructuring Costs paid to other advisors of the Applicant, other than the CCAA Professionals, from and after the date of the Initial Order. Any dispute with respect to such additional request for disclosure shall be referred to the Honourable Mr. Winkler in his capacity as Court-Appointed Mediator for resolution, failing which, the applicable parties shall be at liberty to seek advice and direction from the Court. Nothing in this Order entitles any Interested Party to information about the identity of or the fees paid to any other advisors of the Applicant in respect of whose work the Applicant properly asserts solicitor-client, settlement, litigation, or other privilege.

#### **GENERAL**

3. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.



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AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF JTI-MACDONALD CORP.

Court File No: CV-19-615862-00CL

**ONTARIO**  
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**(Commercial List)**

Proceeding Commenced at Toronto

**ORDER**  
**(Professional Fee Disclosure)**

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