

Court File No. CV-19-615862-00CL
CV-19-616077-00CL
CV-19-616779-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE

)

Tuesday , THE 15th

)

JUSTICE MCEWEN

)

DAY OF September , 2020



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

ORDER

(Appointing a Consultant to the Court-Appointed Mediator)

THIS MOTION, made by the Court-Appointed Mediator (as defined in the Initial Orders) for an order appointing Daniel Shapiro Legal Professional Corporation ("**Shapiro**") as consultant (the "**Consultant**") proceeded in writing.

1. **THIS COURT ORDERS** that Shapiro is hereby appointed as Consultant to the Court-Appointed Mediator to provide general advice and consulting services to support the Court-Appointed Mediator in connection with the fulfillment of its duties as specified in the Second Amended and Restated Initial Order of Rothmans, Benson & Hedges Inc. dated March 22, 2019, the Second Amended and Restated Initial Order of JTI- Macdonald Corp. dated March 8, 2019 and the Second Amended and Restated Initial Order of Imperial Tobacco Canada Limited and Imperial Tobacco Company Limited dated March 12, 2019, as may be amended (collectively, the

"Initial Orders") and as specified in any subsequent Orders issued by this Court, as such services may be requested from time to time by the Court-Appointed Mediator and agreed to by Shapiro.


2. **THIS COURT ORDERS** that Shapiro shall incur no liability or obligation as a result of its appointment by this Court as the Consultant to the Court-Appointed Mediator or in the carrying out of its services and obligations in connection with its appointment, save and except any gross negligence or wilful misconduct on Shapiro's part or on the part of its employees or representatives. Nothing in this Order shall derogate from the protections afforded to Shapiro at law or by statute, including, but not limited to, section 142 of the *Courts of Justice Act* (Ontario).

3. **THIS COURT ORDERS** that paragraphs 3 and 4 of the Court-Appointed Mediator Communication and Confidentiality Protocol endorsed by this Court on May 24, 2019 shall apply equally to Shapiro as they apply to the Court-Appointed Mediator as to any communication between Shapiro and the Court-Appointed Mediator.

McE T.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

SEP 15 2020

PER / PAR: 

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.
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SUPERIOR COURT OF JUSTICE
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PROCEEDING COMMEND AT TORONTO

ORDER APPOINTING CONSULTANT