

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

JTI-MACDONALD CORP.,

Debtor.

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) Chapter 15
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) Case No. 25-11530 (JPM)
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**ORDER RECOGNIZING FOREIGN MAIN
PROCEEDING AND GRANTING RELATED RELIEF**

This matter was brought by William E. Aziz of BlueTree Advisors Inc., in his capacity as the duly authorized foreign representative (the “Foreign Representative”) of JTI-Macdonald Corp. (the “Debtor”), upon his filing, on behalf of the Debtor, of the *Verified Chapter 15 Petition for Recognition of Foreign Main Proceeding* (the “Verified Petition”)¹ (ECF Docket No. 2) pursuant to Sections 105(a), 1504, 1507, 1510, 1515, 1516, 1517, 1520 and 1521 of title 11 of the United States Code (the “Bankruptcy Code”), commencing the above-captioned Chapter 15 case (the “Chapter 15 Case”).

The Court has reviewed the Verified Petition along with the other papers, pleadings and exhibits submitted by the Foreign Representative in support of the Verified Petition including, among other things, (a) the Declaration of William E. Aziz in Support of the Verified Petition for Recognition of Foreign Main Proceeding and Related Relief and (b) the Memorandum of Law

¹ Capitalized terms used but not otherwise defined herein have the meaning ascribed to them in the Verified Petition.

filed in support of the Verified Petition; and no objections having been received by July 31, 2025 at 5:00 p.m.; and upon the *Certificate of No Objection* (ECF Docket No. 9).

For good cause shown, the Court finds and concludes as follows:

- A. This Court has jurisdiction over this matter pursuant to 28 U. S.C. §§ 157 and 1334.
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P).
- C. Venue is proper before this Court pursuant to 28 U. S.C. § 1410.
- D. Good, sufficient, appropriate and timely notice of the filing of the Verified Petition and the hearing with respect to the Verified Petition has been given pursuant to Local Rules 2002-4 and 9078-1 and Rule 2002(q)(1) of the Federal Rules of Bankruptcy Procedure.
- E. The Chapter 15 Case was properly commenced pursuant to sections 1504, 1509 and 1515 of the Bankruptcy Code.
- F. Pursuant to section 1517(a)(2) of the Bankruptcy Code, the Foreign Representative is a “person” within the meaning of section 101(41) of the Bankruptcy Code, and the Foreign Representative is the duly appointed “foreign representative” of the Debtor within the meaning of section 101(24) of the Bankruptcy Code.
- G. The Canadian Proceeding currently pending before the Canadian Court is a “foreign proceeding” within the meaning of section 101(23) of the Bankruptcy Code.
- H. The Canadian Proceeding is pending in Canada, where the Debtor’s “center of main interests,” as that term is used in section 1517(b)(1) of the Bankruptcy Code, is located, and, accordingly, the Canadian Proceeding is a “foreign main proceeding” pursuant to section 1502(4) of the Bankruptcy Code and is entitled to recognition pursuant to sections 1517(a) and 1517(b)(1) of the Bankruptcy Code.

I. The Debtor is entitled to all of the relief provided under sections 1520 and 1521 of the Bankruptcy Code, without limitation, because those protections are necessary to effectuate the purposes of Chapter 15 of the Bankruptcy Code and to protect the assets of the Debtor and the interests of the Debtor's creditors and stakeholders.

Therefore, it is hereby ordered that:

1. The Verified Petition is **GRANTED**, and any objections thereto are overruled with prejudice.

2. The Verified Petition meets the requirements of section 1515 of the Bankruptcy Code and Bankruptcy Rule 1007(a)(4).

3. The Canadian Proceeding is a court-supervised proceeding governed in accordance with applicable Canadian law, as it may be amended from time to time, and is granted recognition as a "foreign main proceeding" as defined in section 1502(4) of the Bankruptcy Code and pursuant to section 1517 of the Bankruptcy Code is entitled to the protections of sections 1520 and 1521 of the Bankruptcy Code.

4. The Foreign Representative is recognized, on a final basis, as the "foreign representative" as defined in section 101(24) of the Bankruptcy Code.

5. All relief afforded foreign main proceedings pursuant to section 1520 of the Bankruptcy Code is hereby granted, including, without limitation, the application of the protection afforded by the automatic stay under section 362 of the Bankruptcy Code to the Debtor and to the Debtor's property that is within the territorial jurisdiction of the United States.

6. The relief granted hereby is necessary and appropriate, in the interest of the public and of international comity, not inconsistent with any public policy of the United States, warranted pursuant to sections 1507(a), 1509(b)(2)-(3), 1520, 1521(a) and 1522 of the Bankruptcy Code, and

will not cause hardship to creditors of the Debtor, or to any other parties in interest, in each case that is not outweighed by the benefits of granting such relief.

7. The Canadian Proceeding, the Canadian Order for Relief, the CCAA Plan and the Sanction Order, including any and all existing and future extensions, amendments, restatements, or supplements authorized by the Canadian Court, are hereby recognized, granted comity, and given full force and effect in the United States, on a final basis, and are binding on and enforceable against all persons, entities and parties in the United States whether or not they actually voted in favor of the CCAA Plan.

8. Upon entry of this Order, all persons, entities and parties are permanently enjoined and restrained, in each case to the extent not inconsistent with the CCAA Plan, from:

- (ii) taking or continuing any act to obtain possession of, or exercise control over, including but not limited to, attaching, repossessing, seizing, or disposing of, as applicable, the Debtor, or any of their property (including intangible property) that is located within the territorial jurisdiction of the United States or any proceeds thereof (collectively, the “Property”);
- (iii) transferring, encumbering, relinquishing or disposing of any Property other than to the Foreign Representative;
- (iv) commencing, continuing, or enforcing any action or legal proceeding within the territorial jurisdiction of the United States (including, without limitation, arbitration, mediation or any judicial, quasi-judicial, administrative or regulatory action, proceedings or process whatsoever), including by way of counterclaim, (each individually, an “Action”) against the Debtor or any of the Property in respect of any claims;

- (v) any judgment, wherever and whenever obtained, to the extent such judgment is a determination of a liability of the Debtor with respect to any debt or liability cancelled, discharged, or restructured under the CCAA Plan or as a result of Canadian law, is unenforceable in the United States;
- (vi) commencing or continuing any act or Action to create, perfect or enforce any lien, set-off or other claim against the Debtor or the Property, including, without limitation, rights under any contracts with the Debtor; *provided, however,* that no Action described in sections 555, 556, 557, 559, 560, 561, 562 and 1519(d) and (f) of the Bankruptcy Code shall be enjoined by such injunction;
- (vii) commencing any suit, Action, or proceeding in the territorial jurisdiction of the United States against the Debtor, the Foreign Representative, or any of their respective successors, directors, officers, agents, employees, representatives, advisors, or attorneys in respect of any claim or cause of Action, in law or in equity, arising out of relating to any action taken or omitted to be taken in connection with this Chapter 15 case, the CCAA Plan, or to resolve any dispute arising out of any provision of the CCAA Plan, or Canadian law relating to the CCAA Plan, including the Releases;
- (viii) declaring or considering the filing of the Canadian Proceeding or this Chapter 15 case a default or event of default under any agreement, contract or arrangement; and

- (ix) taking any Action in contravention of or inconsistent with the CCAA Plan, including, without limitation, against the Debtor, or any of the Property within the territorial jurisdiction of the United States.

9. Notwithstanding anything to the contrary contained herein, nothing in this Order shall in any respect enjoin any police or regulatory act of a governmental unit, including a criminal action or proceeding.

10. The administration or realization of all or part of the assets of the Debtor within the territorial jurisdiction of the United States is entrusted to the Foreign Representative, and the Foreign Representative is established as the exclusive representative of the Debtor in the United States.

11. The Foreign Representative, the Debtor and their respective agents are authorized to serve or provide any notices required under the Bankruptcy Rules or local rules or orders of this Court.

12. No action taken by the Foreign Representative, the Debtor, or their respective successors, agents, representatives, advisors, or counsel in preparing, disseminating, applying for, implementing, or otherwise acting in furtherance of or in connection with the Canadian Proceeding, this Order, this Chapter 15 case, or any adversary proceeding herein, or any further proceeding commenced hereunder, shall be deemed to constitute a waiver of the rights or benefits afforded such persons under sections 306 and 1510 of the Bankruptcy Code.

13. This Order shall be served by electronic mail on all of the Chapter 15 Notice Parties (as defined in the *Application for an Order Scheduling Recognition Hearing and Related Matters Pursuant to Local Bankruptcy Rule 2002-4* filed contemporaneously herewith) and the office of

the United States Trustee. Such service and notice is good and sufficient service and adequate notice for all purposes.

14. This Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to implementation of this Order, including, but not limited to: (a) the enforcement, amendment or modification of this Order; (b) any requests for additional relief or any adversary proceeding brought in or through this Chapter 15 case; and (c) any request by an entity for relief from the provisions of this Order, for cause shown, as to any of the foregoing, and provided the same is properly commenced and within the jurisdiction of this Court.

15. This Order is without prejudice to the Foreign Representative requesting any additional relief in the Chapter 15 case, including seeking recognition and enforcement in the United States of any further orders issued by the Canadian Court.

16. The Foreign Representative is authorized to take all actions necessary to effectuate the relief granted by this Order.

17. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry and shall constitute a final order within the meaning of 28 U.S.C. § 158(a). The Clerk is hereby directed to enter this Order on the docket for this Chapter 15 case.

Dated: New York, New York
August 5, 2025

/s/ John P. Mastando III
HONORABLE JOHN P. MASTANDO III
UNITED STATES BANKRUPTCY JUDGE