

Madlyn Gleich Primoff, Esq.
Madlyn.primoff@freshfields.com
Alexander Adams Rich, Esq.
Alexander.rich@freshfields.com
Sarah R. Margolis, Esq.
Sarah.margolis@freshfields.com
FRESHFIELDS US LLP
3 World Trade Center
175 Greenwich Street
New York, New York 10007
Telephone: (212) 277-4000
Facsimile: (212) 277-4001

*Attorneys for William E. Aziz of BlueTree Advisors Inc.
In His Capacity as Foreign Representative*

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

)	
In re:)	
)	
JTI-MACDONALD CORP.,)	Chapter 15
)	
Debtor in a Foreign Proceeding.)	Case No. 25-11530 (JPM)
)	
)	

**APPLICATION FOR AN ORDER
SCHEDULING RECOGNITION HEARING AND
RELATED MATTERS PURSUANT TO LOCAL BANKRUPTCY RULE 2002-4**

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”) in proceedings (the “Canadian Proceedings”) under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, sanctioned by the Ontario Superior Court of Justice (Commercial List) in Toronto (the “Canadian Court”) by his undersigned counsel, hereby submits this application (the “Application”) for entry of an order (i) scheduling a hearing with respect to the relief requested in the Verified Petition for Recognition of Foreign Main Proceeding Under 11

U.S.C. §§ 1515 and 1517 and for Related Relief Pursuant to 11 U.S.C. §§ 105(a), 1507(a), 1520 and 1521 (the “Verified Petition”)¹ filed contemporaneously herewith, (ii) setting a deadline by which all objections to the Verified Petition must be filed and (iii) approving the form of notice of the Recognition Hearing (as defined below) and the manner of service described herein. In support of this Application, the Foreign Representative respectfully represents as follows:

Background

1. The Foreign Representative filed the Official Form 401 (the “Petition”) and the Verified Petition on July 9, 2025. Further background information is set forth in the Verified Petition.

Jurisdiction And Venue

2. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334.

3. Venue is proper before this court pursuant to section 28 U.S.C. § 1410(1).

Relief Requested

4. The Foreign Representative seeks the entry of an order (the “Order”) substantially in the form attached hereto as **Exhibit A** (i) setting August 7, 2025 10:00a.m. prevailing Eastern Time, or as soon thereafter as the Court’s calendar permits, as the date for a hearing (the “Recognition Hearing”) on the relief sought in the Verified Petition; (ii) setting July 31, 2025 as the date by which any responses or objections to such relief must be received (the “Objection Deadline”); (iii) approving the form of notice of the Recognition Hearing substantially in the form

¹ Any capitalized term used herein but not defined herein shall have the meaning ascribed to such term in the Verified Petition.

attached to the Order as **Exhibit A** (the “Notice”); (iv) approving the manner of service of the Notice described herein; and (v) granting related relief.

Basis for Relief

5. Rule 2002(q)(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) provides that “[t]he clerk, or some other person as the court may direct” shall provide 21 days’ notice by mail of the Recognition Hearing to the following parties: (i) the Debtor; (ii) persons or bodies authorized to administer foreign proceedings of the debtor; (iii) all entities against whom provisional relief is being sought under 11 U.S.C. § 1519; (iv) all parties to litigation pending in the United States in which the debtor is a party at the time of filing the petition; and (v) any other entity as the court may direct (together, the “Chapter 15 Notice Parties”). Fed. R. Bankr. P. 2002(q)(1). Local Bankruptcy Rule 2002-4 directs the Foreign Representative to provide the notice required by Bankruptcy Rule 2002(q)(1) and to file proof of service in accordance with Local Bankruptcy Rule 9078-1.

6. Bankruptcy Rule 2002(q)(1) does not specify the form and manner in which notice of the Recognition Hearing must be given. Instead, Bankruptcy Rules 2002(m) and 9007 allow the Court to designate an appropriate form and manner of notice. Fed. R. Bankr. P. 2002(m), 9007. Accordingly, the Foreign Representative requests that this Court approve the Notice and the form and manner of service of the Notice described herein as consistent with Bankruptcy Rules 2002(m), 2002(q) and 9007, and Local Bankruptcy Rule 2002-4.

7. The Foreign Representative respectfully submits that service of the (i) Notice; (ii) Verified Petition; (iii) the Aziz Declaration; and (iv) the Memorandum of Law (collectively, the “Notice Documents”) by United States mail, first class postage prepaid, upon the Chapter 15 Notice Parties constitutes adequate and sufficient notice of this Chapter 15 case, the relief sought in the Verified Petition, the time fixed for filing objections to the relief sought in the Verified

Petition, and the time, date, and place of the Recognition Hearing. The Foreign Representative shall then file proof of service in accordance with Local Bankruptcy Rule 9078-1 by the earlier of (i) three (3) days following the date of service, and (ii) the hearing date.

8. Bankruptcy Rule 1012(b) provides, among other things, that objections and responses to a petition for recognition of a foreign proceeding shall be presented no later than seven days before the date set for the hearing on the petition, unless the court prescribes some other time or manner for responses. Bankruptcy Rule 2002(q)(1) requires 21 days notice of the Recognition Hearing. The Foreign Representative submits that (i) scheduling the Recognition Hearing to be held on August 7, 2025 at 10:00 a.m. prevailing Eastern Time, or as soon thereafter as the Court's calendar permits, and (ii) setting July 31, 2025 as the Objection Deadline will comply with both applicable Bankruptcy Rules.

9. The Foreign Representative further respectfully requests that the Court waive the requirements set forth in section 1514(c) of the Bankruptcy Code that notification of the commencement of a case to foreign creditors include, among other things, the time period for filing proofs of claim, specify the place for filing such proofs of claim, and indicate whether secured creditors need to file proofs of claim. 11 U.S.C. § 1514(c). As a practical matter, it is not clear that section 1514 applies in the context of ancillary cases under Chapter 15. As explained in a leading treatise on bankruptcy law, section 1514(c) is the “last in a series of sections dealing with the international aspects of cases under *chapters other than chapter 15* that began with section 1511” 8 COLLIER ON BANKRUPTCY ¶ 1514.01 (Alan N. Resnick & Henry J. Sommer eds., 16th ed. 2013) (emphasis added), and the Foreign Representative has not sought to commence a case under any other chapter of the Bankruptcy Code. Therefore, the Foreign

Representative respectfully requests that the requirements of Section 1514(c) be waived in this instance.

Notice

10. Notice of this Application will be provided to the Chapter 15 Notice Parties.

No Prior Request

11. The Foreign Representative has not previously sought the relief requested herein from this or any other court.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the Foreign Representative respectfully requests (i) entry of an order in the form of the Proposed Order attached hereto, (a) setting a hearing date for the Recognition Hearing, (b) setting a deadline for filing objections to the relief requested in the Verified Petition and (c) approving the form of Notice and manner of service of the Notice and (ii) such other and further relief as may be just and proper.

Dated: July 9, 2025
New York, New York

By: /s/ Madlyn Gleich Primoff
Madlyn Gleich Primoff, Esq.
Alexander Adams Rich, Esq.
Sarah R. Margolis, Esq.
FRESHFIELDS US LLP
3 World Trade Center
175 Greenwich Street
New York, NY 10007
Telephone: (212) 277-4000
Facsimile: (212) 277-4001

*Attorneys for William E. Aziz of BlueTree
Advisors Inc. In His Capacity as Foreign
Representative*

Exhibit A

**Order Scheduling Recognition Hearing and
Related Matters Pursuant to Local Bankruptcy Rule 2002-4**

Madlyn Gleich Primoff, Esq.
Madlyn.primoff@freshfields.com
Alexander Adams Rich, Esq.
Alexander.rich@freshfields.com
Sarah R. Margolis, Esq.
Sarah.margolis@freshfields.com

FRESHFIELDS US LLP

3 World Trade Center
175 Greenwich Street
New York, New York 10007
Telephone: (212) 277-4000
Facsimile: (212) 277-4001

*Attorneys for William E. Aziz of BlueTree Advisors Inc.
In His Capacity as Foreign Representative*

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

)		
In re:)		
)		
)	Chapter 15	
JTI-MACDONALD CORP.,)		
)	Case No. 25-11530 (JPM)	
)		
Debtor in a Foreign Proceeding.)		
)		
)		

**ORDER SCHEDULING RECOGNITION HEARING
AND RELATED MATTERS PURSUANT TO LOCAL BANKRUPTCY RULE 2002-4**

Upon the application (the “Application”) of William E. Aziz of BlueTree Advisors Inc., in his capacity as the duly authorized foreign representative (the “Foreign Representative”) of JTI-Macdonald Corp. (“Debtor”), for an order (i) scheduling a hearing (the “Recognition Hearing”) with respect to the relief requested in the *Verified Petition for Recognition of Foreign Main Proceeding Under 11 U.S.C. §§ 1515 and 1517 and for Related Relief Pursuant To 11 U.S.C. §§ 105(a), 1507(a), 1520 And 1521* (the “Verified Petition”), (ii) setting July 31, 2025 as the

deadline by which all objections to the Verified Petition must be filed and (iii) approving the form of notice of the Recognition Hearing, it is hereby

ORDERED, that the Recognition Hearing shall be held before this Court in the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York, on August 7, 2025 at 10:00 a.m.; and it is further

ORDERED, that the form of notice of the Recognition Hearing annexed to this Order as **Exhibit A** (the “Notice”) is hereby approved; and it is further

ORDERED, that the notice requirements set forth in section 1514(c) of the Bankruptcy Code are inapplicable in the context of this Chapter 15 case or are hereby waived; and it is further

ORDERED, that copies of the Notice Documents shall be served by United States mail, first class postage prepaid, upon the Chapter 15 Notice Parties within three days of entry of this Order; and it is further

ORDERED, that any party in interest wishing to submit a response or objection to the Verified Petition or the relief requested therein must do so in writing, and in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules for the Bankruptcy Court for the Southern District of New York, setting forth the basis therefor, which response or objection must be filed electronically with the Court on the Court’s electronic case filing system in accordance with General Order M-399 and the Court’s Procedures for the Filing, Signing and Verification of Documents by Electronic Means (copies of which may be viewed on the Court’s website at www.nysb.uscourts.gov), and by all other parties in interest in searchable Portable Document Format (PDF) or any other Windows-based word processing format. A hard copy of such response or objection shall be sent to (i) the chambers of Judge John P. Mastando III, United States Bankruptcy Judge, (ii) Attn: Shara Cornell, Trial Attorney, Office of the United

States Trustee (shara.cornell@usdoj.gov), and (iii) served upon Freshfields US LLP, Attn: Madlyn Gleich Primoff (madlyn.primoff@freshfields.com), Alexander Adams Rich (alexander.rich@freshfields.com) and Sarah R. Margolis (sarah.margolis@freshfields.com), 3 World Trade Center, 175 Greenwich Street, New York, NY 10007, counsel to the Foreign Representative, **so as to be received no later than 5:00 p.m. (New York time), on July 31, 2025;** and it is further

ORDERED, that service pursuant to this Order shall be deemed good and sufficient service and adequate notice of the Recognition Hearing.

Dated: _____, 2025
New York, New York

UNITED STATES BANKRUPTCY JUDGE

Exhibit A

**Notice of Filing and Hearing on Petition for Recognition
Under Chapter 15 of the Bankruptcy Code and Motion for Related Relief**

Madlyn Gleich Primoff, Esq.
Madlyn.primoff@freshfields.com
Alexander Adams Rich, Esq.
Alexander.rich@freshfields.com
Sarah R. Margolis, Esq.
Sarah.margolis@freshfields.com

FRESHFIELDS US LLP

3 World Trade Center
175 Greenwich Street
New York, New York 10007
Telephone: (212) 277-4000
Facsimile: (212) 277-4001

*Attorneys for William E. Aziz of BlueTree Advisors Inc.
In His Capacity as Foreign Representative*

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

In re:

JTI-MACDONALD CORP.,

Debtor in a Foreign Proceeding.

)
)
) Chapter 15
)

) Case No. 25-11530 (JPM)
)
)
)
)
)

**NOTICE OF FILING OF AND HEARING ON
PETITION FOR RECOGNITION UNDER CHAPTER 15 OF THE
UNITED STATES BANKRUPTCY CODE AND MOTION FOR RELATED RELIEF**

1. **PLEASE TAKE NOTICE** that on July 9, 2025, 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”) in a proceeding (the “Canadian Proceeding”) under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Ontario Superior Court of Justice (Commercial List) in Toronto, commenced a Chapter 15 case ancillary to the Canadian Proceeding, seeking recognition of such

foreign proceeding as a “foreign main proceeding” and relief in aid of the Canadian Proceeding in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) with respect to the Debtor.

PLEASE TAKE FURTHER NOTICE that the Foreign Representative seeks entry of an order (i) recognizing the Canadian Proceeding as a foreign main proceeding; (ii) recognizing the Foreign Representative as a “foreign representative” within the meaning of Bankruptcy Code section 101(24); and (iii) enforcing the Sanction Order and the CCAA Plan, including the Releases of the Released Parties.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has scheduled a hearing to consider the relief requested by the Foreign Representative for August 7, 2025 (the “Recognition Hearing”). Copies of the Foreign Representative’s Verified Petition for Recognition of Foreign Main Proceeding and Related Relief (the “Verified Petition”) and all other accompanying documentation are available to parties-in-interest on the Bankruptcy Court’s Electronic Case Filing System, which can be accessed at the Bankruptcy Court’s web site at <http://nysb.uscourts.gov> (a PACER login and password is required to retrieve a document) or upon written request to the Foreign Representative’s counsel (including facsimile or email) addressed to:

Freshfields US LLP
Attn: Madlyn Gleich Primoff
Alexander Adams Rich
Sarah R. Margolis
3 World Trade Center
175 Greenwich Street
New York, New York 10007
Facsimile: (212) 277-4001
Email:
Madlyn.primoff@freshfields.com
Alexander.rich@freshfields.com
Sarah.margolis@freshfields.com

PLEASE TAKE FURTHER NOTICE that, at the hearing, the Court may order the scheduling of a case management conference to consider the efficient administration of the case.

PLEASE TAKE FURTHER NOTICE that any party in interest wishing to submit a response or objection to the Verified Petition or the relief requested therein must do so in writing, and in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules for the Bankruptcy Court for the Southern District of New York, setting forth the basis therefor, which response or objection must be filed electronically with the Court on the Court's electronic case filing system in accordance with General Order M-399 and the Court's Procedures for the Filing, Signing and Verification of Documents by Electronic Means (copies of which may be viewed on the Court's website at www.nysb.uscourts.gov), and by all other parties in searchable Portable Document Format (PDF) or any other Windows-based word processing format. A hard copy of such response or objection shall be sent to (i) the chambers of Judge John P. Mastando III, United States Bankruptcy Judge, (ii) Attn: Shara Cornell, Trial Attorney, Office of the United States Trustee (shara.cornell@usdoj.gov), and (iii) served upon Freshfields US LLP, Attn: Madlyn Gleich Primoff (madlyn.primoff@freshfields.com), Alexander Adams Rich (alexander.rich@freshfields.com) and Sarah R. Margolis (sarah.margolis@freshfields.com), 3 World Trade Center, 175 Greenwich Street, New York, NY 10007, counsel to the Foreign Representative, **so as to be received no later than 5:00 p.m. (New York time), on July 31, 2025.**

PLEASE TAKE FURTHER NOTICE that all parties in interest opposed to the Verified Petition or the relief requested therein must appear at the Recognition Hearing at the time and place set forth above.

PLEASE TAKE FURTHER NOTICE that if no response or objection is timely served as provided herein, the Court may grant the relief requested in the Verified Petition without further notice.

PLEASE TAKE FURTHER NOTICE that the Recognition Hearing may be adjourned from time to time without further notice other than an announcement in open court, or a notice of adjournment filed with the Court, of the adjourned date or dates at the hearing or any other further adjourned hearing.

Dated: July 9, 2025
New York, New York

By: /s/ Madlyn Gleich Primoff
Madlyn Gleich Primoff, Esq.
Alexander Adams Rich, Esq.
Sarah R. Margolis, Esq.
FRESHFIELDS US LLP
3 World Trade Center
175 Greenwich Street
New York, New York 10007
Telephone: (212) 277-4000
Facsimile: (212) 277-4001
Madlyn.primoff@freshfields.com
Alexander.rich@freshfields.com
Sarah.margolis@freshfields.com

*Attorneys for William E. Aziz of BlueTree Advisors Inc.
In His Capacity as Foreign Representative*