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Capacity as Court Appointed Monitor and Authorized Foreign Representative for the Debtor*

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

In re:

IMPERIAL TOBACCO CANADA LIMITED,

Debtor in a Foreign Proceeding.¹

Chapter 15

Case No. 19-10771 (SCC)

**CERTIFICATE OF NO OBJECTION TO MONITOR’S
MOTION FOR RECOGNITION AND ENFORCEMENT OF THE ORDER OF THE
CANADIAN COURT APPROVING SETTLEMENT WITH THE RETIREE GROUP**

**TO THE HONORABLE SHELLEY C. CHAPMAN,
UNITED STATES BANKRUPTCY JUDGE:**

The undersigned counsel respectfully states that:

1. On June 19, 2019, FTI Consulting Canada Inc. (the “Monitor”), as the foreign representative of Imperial Tobacco Canada Limited (the “Debtor”) as defined by section 101(24) of title 11 of the United States Code (the “Bankruptcy Code”), filed and served the Monitor’s Motion for Recognition and Enforcement of the Order of the Canadian Court Approving Settlement with the Retiree Group (the “Motion,” Dkt. No. 44).

¹ The last four digits of the Debtor’s taxpayer identification number is 4374. The Debtor’s registered office is located at 30 Pedigree Court, Brampton (Ontario) Canada L6T 5T8.



2. On July 3, 2019, the Monitor filed and served the Declaration of Paul Bishop in Support of the Monitor's Motion for Recognition and Enforcement of the Order of the Canadian Court Approving Settlement with the Retiree Group (Dkt. No. 47), annexing the Canadian Court's order approving the settlement and related endorsement.

3. The deadline for filing a response to the Motion was set for July 10, 2019, at 4:00 p.m., prevailing Eastern Time, and a hearing on the Motion is scheduled for July 17, 2019 at 2:00 p.m., prevailing Eastern Time (the "Hearing").

4. The undersigned counsel hereby certifies that, as of the date hereof, no response or objection to the Motion has been received. The undersigned counsel further certifies that counsel has reviewed the docket in this case and no answer, objection or other response to the Motion appears thereon.

5. In accordance with Rule 9075-2 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, this certificate is being filed at least forty-eight (48) hours after expiration of the deadline for parties to file and serve any answer, objection or response to the Motion.

6. Due to the foregoing, it is respectfully requested that the Court enter the proposed Order, attached hereto as Exhibit A (which was also attached as Exhibit C to the Motion), granting the Motion and enter a notice indicating that the Hearing on the Motion is cancelled.

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Dated: July 12, 2019
New York, New York

By: /s/Jennifer Feldsher
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EXHIBIT A

Proposed Order

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

In re:

IMPERIAL TOBACCO CANADA
LIMITED,

Debtor in a Foreign Proceeding.¹

Chapter 15

Case No. 19-10771 (SCC)

**ORDER GRANTING MOTION FOR RECOGNITION AND
ENFORCEMENT OF THE ORDER OF THE CANADIAN
COURT APPROVING SETTLEMENT WITH THE RETIREE GROUP**

This matter was brought by FTI Consulting Canada Inc., in its capacity as the Court-appointed monitor² (the “Monitor”) and duly authorized foreign representative for Imperial Tobacco Canada Limited (the “Debtor”), upon its filing of the *Monitor’s Motion for Recognition and Enforcement of the Order of the Canadian Court Approving Settlement with the Retiree Group* (the “Motion”), pursuant to sections 363 and 1520 of title 11 of the United States Code (the

¹ The last four digits of the Debtor’s taxpayer identification number is 4374. The Debtor’s registered office is located at 30 Pedigree Court, Brampton (Ontario) Canada L6T 5T8.

² FTI was appointed as Monitor pursuant to Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, by order dated March 12, 2019.

“Bankruptcy Code”) and Rule 9019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

After due deliberation and sufficient cause appearing therefor:

THE COURT HEREBY MAKES THE FOLLOWING FINDINGS OF FACT AND CONCLUSIONS OF LAW:

A. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and section 1501 of the Bankruptcy Code.

B. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

C. Venue is proper before this Court pursuant to 28 U.S.C. § 1410.

D. Due and proper notice of the Motion was provided. No other or further notice need be provided.

E. The relief granted herein is necessary and appropriate, in the interests of public and international comity and consistent with the public policy of the United States.

F. The Settlement³ is fair, equitable, reasonable and appropriate, and consummation of the transactions contemplated by the Settlement is in the best interests of the Debtor and its estate and represents an exercise of the Debtor’s sound business judgment.

NOW THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

1. The Motion is hereby **GRANTED** as set forth herein.

2. The order of the Canadian Court approving the Settlement (the “Settlement Order”) is hereby recognized and given full force and effect in the United States and the Settlement Agreement is approved. The Debtor is hereby authorized, pursuant to section 363 of the Bankruptcy Code, as made applicable to this Chapter 15 case by section 1520(a)(2), to implement and fully perform any and all obligations and to take any and all actions reasonably necessary or

³ Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

appropriate to consummate the Settlement Agreement and perform any and all obligations contemplated therein in accordance with the Settlement Order.

3. The releases and injunctions set forth in Paragraphs 7 through 9 of the Settlement Order are hereby recognized and shall have full force and effect in the United States.

4. The requirements of Bankruptcy Rule 6004(h) are waived and the terms of this Order shall be effective and enforceable immediately upon entry.

5. This Court shall retain jurisdiction with respect to the enforcement, implementation or interpretation of this Order.

Dated: _____, 2019
New York, New York

UNITED STATES BANKRUPTCY JUDGE