

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR
ARRANGEMENT OF ROTHMANS, BENSON & HEDGES INC.

MOTION RECORD OF THE APPLICANT

(Motion for Stay Extension)
(Returnable September 27, 2021)

September 17, 2021

McCarthy Tétrault LLP
Suite 5300, TD Bank Tower
Toronto, ON M5K 1E6
Fax: 416-868-0673

R. Paul Steep LSO#: 21869L
Tel: 416-601-7998
Email: psteep@mccarthy.ca

James D. Gage LSO#: 34676I
Tel: 416-601-7539
Email: jgag@mccarthy.ca

Heather Meredith LSO#: 48354R
Tel: 416-601-8342
Email: hmeredith@mccarthy.ca

Natasha Rambaran LSO#: 80200N
Tel: 416-601-8110
Email: nrambaran@mccarthy.ca

Lawyers for the Applicant,
Rothmans, Benson & Hedges, Inc.

TO: THE SERVICE LIST

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**ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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**AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR
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MOTION RECORD OF THE APPLICANT

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2.	Affidavit of Peter Luongo, sworn September 17, 2021
3.	Draft Stay Extension Order

TAB 1

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR
ARRANGEMENT OF ROTHMANS, BENSON & HEDGES INC.**

**NOTICE OF MOTION
(Stay Extension Order)
(Returnable September 27, 2021)**

Rothmans, Benson & Hedges Inc. (the “**Applicant**” or “**RBH**”) will make a motion before the Honourable Justice McEwen of the Ontario Superior Court of Justice (Commercial List) on September 27, 2021 at 10:00 a.m., or as soon after that time as the motion can be heard, by judicial videoconference via Zoom at Toronto, Ontario due to the COVID-19 pandemic. Please refer to the virtual hearing protocol attached as Schedule “A” hereto in order to attend.

THE MOTION IS FOR:

- (a) an order extending the Stay Period, as defined in the order of Justice Pattillo dated March 22, 2019 (as amended and restated on April 5, 2019 and April 25, 2019, the “**Initial Order**”), up to and including March 31, 2022.
- (a) such other relief as this Honourable Court may allow.

THE GROUNDS FOR THE MOTION ARE:

1. The facts in support of this motion are as set out in the affidavit of Peter Luongo sworn September 17, 2021 (the “**Luongo Affidavit**”). Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Luongo Affidavit.

Background

2. On March 22, 2019, Justice Pattillo granted the Initial Order in these proceedings pursuant to the CCAA that, among other things, imposed a stay of proceedings with a Stay Period up to and including April 5, 2019. The Stay Period has since been extended up to and including September 30, 2021.

3. In the time since the Stay Period was last extended, RBH has acted in good faith and with due diligence. Among other things, RBH has:

- (a) continued to operate its cash flow positive business in the normal course in accordance with the Initial Order;
- (b) met with and provided business updates and information to the Monitor as requested;
- (c) actively engaged in the mediation process and participated in multiple discussions with the Court-Appointed Mediator;
- (d) continued to manage and populate the RBH Data Room to assist the Claimants in the mediation process; and
- (e) communicated with counsel for ITCAN and JTIM and their respective monitors,

where appropriate, to ensure the parties' respective CCAA proceedings are procedurally coordinated.

4. RBH is seeking an extension of the Stay Period up to and including March 31, 2022 to allow the multi-party mediation process directed by the Court-Appointed Mediator to continue, with the goal of negotiating a global resolution of the Tobacco Claims. An extension of the Stay Period up to and including March 31, 2022 would provide a reasonable period of time to allow for meaningful progress in the mediation, having regard to the complexity of issues subject to mediation and the number of parties.

5. RBH will continue to operate its cash flow positive business in the normal course and in accordance with the Initial Order, which will generate positive cash flow for the benefit of its stakeholders. RBH will have sufficient funds available to continue operations throughout the requested extension of the Stay Period.

6. The Monitor supports the requested extension of the Stay Period.

7. RBH also relies upon the following:

- (a) section 11.02 and other provisions of the CCAA and the inherent and equitable jurisdiction of this Court;
- (b) rules 2.03, 3.02, 16, 37 and 39 of the *Rules of Civil Procedure* (Ontario), as amended; and
- (c) such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (a) the Affidavit of Peter Luongo, sworn September 17, 2021;
- (b) the Eighth Report of the Monitor, to be filed; and
- (c) such further and other materials as counsel may advise and this Court may permit.

September 17, 2021

McCarthy Tétrault LLP
Suite 5300, Toronto Dominion Bank Tower
Toronto ON M5K 1E6

R. Paul Steep LSO#: 21869L
Tel: 416-601-7998
Email: psteep@mccarthy.ca

James D. Gage LSO#: 34676I
Tel: 416-601-7539
Email: jgage@mccarthy.ca

Heather Meredith LSO#: 48354R
Tel: 416-601-8342
Email: hmeredith@mccarthy.ca

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Tel: 416-601-8110
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Lawyers for the Applicants

TO: SERVICE LIST

Schedule “A” – Virtual Hearing Protocol

Please see attached.

PROTOCOL FOR MOTION BY ZOOM VIDEO CONFERENCE

Scheduling and Specific Requirements

1. Any person on the Service List that wishes to appear virtually on the motion, ("Participants") must register by 4:00 p.m. 2 business days in advance of the hearing (Thursday, September 23rd, 2021 for the motion scheduled September 27th, 2021), by emailing Veritext Litigation Solutions Canada, Inc. (scheduling@neesonsreporting.com) and copying each Monitor's counsel (mpercy@dwpv.com, msassi@casselsbrock.com, nancy.thompson@blakes.com) and also advise if they intend to make submissions. All Participants will provide contact information, including a name, who they are acting for, an email address and phone number for the counsel slip.
2. Subject to the Court's overriding discretion over all matters, Monitors' counsel will coordinate with Participants and the Court to develop an agenda for the hearing.
3. Participants will appear by video. Monitors' counsel will distribute the Zoom link and the sync.com link to Participants. Participants are not permitted to forward or share either the Zoom link or the sync.com link. No person should have access to the live video of the hearing other than Participants. If a Participant is unable to attend by video, they should contact Monitors' counsel.
4. Counsel is not required to gown for the hearing. Instead, business attire is required for all Participants appearing by video.
5. For access by the general public, a listen-only phone line will be posted on each of the Monitors' websites by 10:00 a.m. on not less than 2 business days prior to the hearing. The listen-only phone line will be muted and no submissions can be made over this listen-only phone line.
6. No recording of any part of the hearing (including audio) may be made unless authorized in advance by the Court.
7. For greater certainty, notice and service requirements are set out in the Rules of Civil Procedure, and the various orders and endorsements in the proceedings. For ease of reference, we have included paragraphs 58-63 of the Second Amended and Restated Initial Order dated March 8, 2019 in the JTIM proceedings, attached as Appendix "A. It should be noted that similar notice and service requirements have been set out in various orders and endorsements in the parallel proceedings of Imperial and RBH. Nothing in this protocol modifies or amends Orders of the Court related to service requirements, the Rules of Civil Procedure, any Commercial List Practice Direction or other applicable rules.
8. Participants will be placed into a virtual waiting room upon entering the Zoom meeting.

Technical Requirements

9. Participants will require a device with a working microphone and webcam. The device can be a computer (desktop or laptop), tablet or smartphone. The device must be connected to an internet connection that is sufficient to send and receive video and audio.

10. Each Participant is responsible for ensuring that they have suitable equipment to participate in the hearing and that such equipment works properly. Participants must test such equipment well in advance of the scheduled hearing to ensure:

- (a) that they are familiar with how to use such equipment;
- (b) the compatibility and functioning of such equipment; and
- (c) that the remote location has adequate internet bandwidth to support the use of the Zoom without interruption.

11. Each Participant is also responsible for ensuring that they are familiar with the features and operation of Zoom. Participants must ensure that they have downloaded any necessary software, and practiced using Zoom, well in advance of the scheduled hearing.

12. Participants should log on using the Zoom link provided approximately 30 minutes before the hearing is scheduled to begin. During this time, Participants should speak to each other to determine if there are any audio/visual/connection issues.

13. It is suggested that Participants use the “gallery view” mode, rather than the “active speaker” mode, available on Zoom.

14. Should a Participant become disconnected from Zoom or experience technical difficulties during the hearing, they should immediately inform the Court by sending an email to Veritext Litigation Solutions Canada, Inc. (scheduling@neesonsreporting.com).

APPENDIX "A"

58. **THIS COURT ORDERS** that, subject to paragraph 59, all motions in this proceeding are to be brought on not less than seven (7) calendar days' notice to all persons on the Service List. Each Notice of Motion shall specify a date (the "**Return Date**") and time for the hearing.

59. **THIS COURT ORDERS** that motions for relief on an urgent basis need not comply with the notice protocol described herein.

60. **THIS COURT ORDERS** that any interested Person wishing to object to the relief sought in a motion must serve responding motion material or, if they do not intend to file material, a notice in all cases stating the objection to the motion and the grounds for such objection in writing (the "**Responding Material**") to the moving party, the Applicant and the Monitor, with a copy to all Persons on the Service List, no later than 5 p.m. on the date that is four (4) calendar days prior to the Return Date (the "**Objection Deadline**").

61. **THIS COURT ORDERS** that, if no Responding Materials are served by the Objection Deadline, the judge having carriage of the motion (the "**Presiding Judge**") may determine:

- (a) whether a hearing is necessary;
- (b) whether such hearing will be in person, by telephone or by written submissions only; and
- (c) the parties from whom submissions are required

(collectively, the "**Hearing Details**"). In the absence of any such determination, a hearing will be held in the ordinary course.

62. **THIS COURT ORDERS** that, if no Responding Materials are served by the Objection Deadline, the Monitor shall communicate with the Presiding Judge regarding whether a determination has been made by the Presiding Judge concerning the Hearing Details. The Monitor shall thereafter advise the Service List of the Hearing Details and the Monitor shall report upon its dissemination of the Hearing Details to the Court in a timely manner, which may be contained in the Monitor's next report in the proceeding.

63. **THIS COURT ORDERS** that if any party objects to the motion proceeding on the Return Date or believes that the Objection Deadline does not provide sufficient time to respond to the motion, such objecting party shall, promptly upon receipt of the Notice of Motion and in any event prior to the Objection Deadline, contact the moving party and the Monitor (together with the objecting party and any other party who has served Responding Materials, the "**Interested Parties**") to advise of such objection and the reasons therefor. If the Interested Parties are unable to resolve the objection to the timing and schedule for the motion following good faith consultations, the Interested Parties may seek a scheduling appointment before the Presiding Judge to be held prior to the Return Date or on such other date as may be mutually agreed by the Interested Parties or as directed by the Presiding Judge to establish a schedule for the motion. At the scheduling appointment, the Presiding Judge may provide directions including a schedule for the delivery of any further materials and the hearing of the contested motion, and may address such other matters, including interim relief, as the Court may see fit. Notwithstanding the foregoing, the Presiding Judge may require the Interested Parties to proceed with the contested motion on the Return Date or on any other date as may be directed by the Presiding Judge or as may be mutually agreed by the Interested Parties, if otherwise satisfactory to the Presiding Judge.

APPENDIX "B"

1. All Participants will have their microphones muted and may only unmute their own microphones when they are addressing the Court. When parties are not muted, they must avoid making extraneous noise (including for example, typing and shuffling papers) as these noises may interfere with the hearing.
2. Participants must ensure that they participate in the Zoom hearing from a well-lit room so that they are easily visible.
3. Participants must ensure that they participate in the Zoom hearing from a quiet location where they (and the Court) will not be interrupted or disturbed during the hearing.
4. All mobile devices must be turned off or put on silent mode during the hearing.
5. Participants must refrain from speaking over other Participants.
6. Participants should make submissions in accordance with the order set out in the agenda. If there is a need to make submissions out of sequence, Participants should make a request in a manner directed by the Court. The Court may ask Participants to signal when they intend to address the Court by raising their hand (either by physically raising their hand or by using the virtual "raise hand" feature in Zoom).
7. Participants must state their name and who they represent before addressing the Court.
8. Upon entry into the virtual waiting room, each Participant joining by video should identify themselves, including any person off camera that may be viewing the video feed. This also allows any audio or visual issues to be identified. Each Participant is obligated to immediately notify the presiding judge if any additional person joins them in viewing the video feed.
9. If a Participant intends to rely on any documents, the materials you intend to rely on must be served and shared on the Monitors' sync.com link (or subsequent platform approved by the Court i.e. Case lines) and all references during the hearing should reference the folder structure uploaded to sync.com.
10. If a party wishes to share certain documents during the hearing, the documents should be provided to the Monitors in advance so that it can be added to the agenda and a method for sharing can be set up.

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 ROTHMANS, BENSON & HEDGES INC.

Court File No: CV-19-616779-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**NOTICE OF MOTION
(Stay Extension Order)
(Returnable September 27, 2021)**

McCarthy Tétrault LLP
Suite 5300, TD Bank Tower
Toronto ON M5K 1E6

R. Paul Steep LSO#: 21869L
Tel: 416-601-7998
Email: psteep@mccarthy.ca

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Tel: 416-601-7539
Email: jgage@mccarthy.ca

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Tel: 416-601-8342
Email: hmeredith@mccarthy.ca

Natasha Rambaran LSO#: 80200N
Tel: 416-601-8110
Email: nrambaran@mccarthy.ca

Lawyers for the Applicants

TAB 2

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR
ARRANGEMENT OF ROTHMANS, BENSON & HEDGES INC.**

Applicant

**AFFIDAVIT OF PETER LUONGO
(Sworn September 17, 2021)**

I, Peter Luongo, of the City of Toronto, in the Province of Ontario, MAKE OATH
AND SAY:

1. I am the Managing Director of Rothmans, Benson & Hedges Inc. ("**RBH**" or the "**Applicant**"). I have served in this capacity since December 1, 2016. I have been employed with the PMI group, which includes RBH's parent company, Philip Morris International Inc. ("**PMI**") and its affiliates including RBH (the "**PMI Group**"), for over eight years. Throughout this time, I have been employed by PMI Management S.A. Prior to my appointment as Managing Director, I served as Vice President, Treasury and Planning for PMI from June 2013 to November 2016. Prior to my employment with the PMI Group, I was a partner at Centerview Partners, an investment banking advisory firm.
2. Through my current role as Managing Director of RBH, I am familiar with RBH operations, financial results and strategies and, as such, have personal knowledge of the matters to which I depose in this affidavit. Where I do not possess personal knowledge, I have stated the source of my knowledge and believe it to be true.
3. I swear this affidavit in support of RBH's motion for an Order substantially in the form attached at Tab 3 of the Applicant's Motion Record:

- (a) extending the Stay Period (defined below) from September 30, 2021 up to and including March 31, 2022 (the “**Stay Extension Period**”); and
- (b) granting such further and other relief as counsel may request.

Background

4. On March 22, 2019, the Court granted an initial order (the “**Initial Order**”) pursuant to the *Companies’ Creditors Arrangement Act* (Canada) (the “**CCAA**”) that, among other things, (i) granted a stay of proceedings in favour of RBH with a stay period up to and including April 19, 2019 (the “**Stay Period**”); and (ii) appointed Ernst & Young Inc. as Monitor (the “**Monitor**”).

5. On April 5, 2019, the Court granted an amended and restated initial order (the “**First Amended and Restated Initial Order**”) which, among other things, extended the Stay Period up to and including June 28, 2019. The Initial Order was further amended and restated by a second amended and restated initial order (the “**Second Amended and Restated Initial Order**”) dated April 25, 2019.

6. The Stay Period was subsequently extended by orders dated June 26, 2019, October 2, 2019, February 20, 2020, September 29, 2020 and March 30, 2021. The Stay Period presently expires on September 30, 2021.

Engagement in Mediation Process

7. Pursuant to the First Amended and Restated Initial Order, an officer of the court was appointed to act as a neutral third party to mediate a global settlement of the Tobacco Claims (the “**Court-Appointed Mediator**”). Among other things, the Court-Appointed Mediator is empowered to:

- (a) adopt processes which, in his discretion, he considers appropriate to facilitate negotiation of a global settlement; and
- (b) consult with all Persons with Tobacco Claims, the Monitor, the Applicant, the Co-Defendants, other creditors and stakeholders of the Applicant and/or the Co-

Defendants and any other persons the Court-Appointed Mediator considers appropriate.

8. In this role, the Court-Appointed Mediator has established and is implementing a process to facilitate the resolution of issues in this complex case. To date, this has included asking the parties to submit mediation briefs, directing the creation of data rooms and directing individual, group and plenary meetings. RBH has actively engaged and complied with each of these steps, as directed.

9. Pursuant to the endorsement of Justice McEwen dated May 24, 2019, the mediation is confidential and all statements, discussions, offers made and documents produced by any of the parties in the course of the mediation process must not be disclosed. Accordingly, the description of the activities of RBH and the mediation process below is general in nature.

A. Mediation Briefs

10. In accordance with the procedure and timelines established by the Court-Appointed Mediator, RBH delivered its mediation brief on August 1, 2019. Mediation briefs were concurrently delivered by Imperial Tobacco Canada Limited (“**ITCAN**”), JTI-Macdonald Corp. (“**JTIM**”) and the various other parties that are participating in the mediation process (the “**Claimants**”).

11. The parties were provided with an opportunity to deliver reply briefs by September 12, 2019. Reply briefs were filed by certain Claimants.

B. Data Room and NDAs

12. Complying with the direction of the Court-Appointed Mediator, RBH worked cooperatively with the Monitor to establish a data room to assist the Claimants in the mediation process (the “**RBH Data Room**”). RBH worked with the Monitor to review information requests and compile numerous documents and other information to populate the RBH Data Room for its launch.

13. Similar data rooms were also established by the monitors of ITCAN and JTIM (collectively with the RBH Data Room, the “**Data Rooms**”).

14. Since the launch of the RBH Data Room, RBH has worked with the Monitor to supplement the original information in the RBH Data Room from time to time, as appropriate, in relation to the progress of the mediation.

15. The information in the Data Rooms is strictly confidential and is to be used solely for the purpose of the mediation process. As such, counsel for RBH participated in discussions with the Claimants that have expressed an interest in accessing the RBH Data Room, along with their legal and financial advisors, to establish the terms and conditions for access to the RBH Data Room in the form of Non-Disclosure Agreements (“NDAs”). On August 16, 2019, the RBH Data Room first went “live” and became accessible to parties who had executed NDAs. The Data Room continues to be used in the mediation process.

C. Mediation Sessions

16. The Court-Appointed Mediator directed a plenary session among RBH, ITCAN, JTIM, their respective monitors, and the Claimants on October 8, 2019, which RBH attended.

17. Since the October 8, 2019 plenary session, RBH has participated in numerous meetings with the Court-Appointed Mediator and others at the request of the Court-Appointed Mediator, including multiple meetings over the summer and early September. RBH has continued to prepare and provide information from time to time as part of the mediation process.

D. Ongoing Engagement with Court-Appointed Mediator and Monitor

18. In addition to the various mediation meetings that took place over the past few months, I am advised by R. Paul Steep of McCarthy Tétrault LLP that counsel for RBH has also been in contact with the Court-Appointed Mediator and the Monitor from time to time during that period.

E. Commitment to Mediation

19. RBH is committed to continue its efforts in the CCAA process and will continue to take meaningful steps towards developing and implementing a global resolution of the Tobacco Claims. RBH will continue to actively participate in the mediation sessions led by the Court-Appointed Mediator.

Extension of the Stay Period

20. In the time since the Stay Period was last extended, RBH has acted in good faith and with due diligence by, among other things:

- (a) continuing to operate its cash-flow positive business in the normal course and in accordance with the Initial Order;
- (b) meeting with and providing business updates and information to the Monitor at its request;
- (c) actively engaging in the mediation process, including participation in meetings and discussions with the Court-Appointed Mediator and the Monitor;
- (d) continuing to manage and populate the RBH Data Room to assist the Claimants in the mediation process; and
- (e) communicating with counsel for ITCAN and JTIM and their respective monitors, when appropriate, to ensure the parties' respective CCAA proceedings are procedurally coordinated.

21. The Stay Period presently expires on September 30, 2021.

22. Mediation sessions are ongoing and it is difficult to provide a precise estimate of the time needed to complete the mediation and to develop and implement a CCAA plan. Given the number of parties and scope of the issues, RBH anticipates that the ongoing mediation will require numerous additional meetings between the Court-Appointed Mediator, the monitors and the various parties to continue to explore positions, develop a resolution and create consensus in respect thereof.

23. While meaningful progress has been made to date, additional time is required to complete the mediation and to develop and implement a CCAA plan. Accordingly, RBH is seeking an extension of the Stay Period up to and including March 31, 2022.

24. The extension of the Stay Period is necessary for the multi-party mediation process

directed by the Court-Appointed Mediator to continue, with the goal of negotiating a global resolution of the Tobacco Claims. RBH believes that it is critical to give this process the time and attention required by the Court-Appointed Mediator to ensure the best chances of achieving a successful resolution.

25. A stay extension until March 31, 2022 would provide a reasonable period of time to allow for additional progress in the mediation, having regard to the complexity of issues subject to mediation and the number of parties involved. At the same time, RBH has and will continue to operate the business and generate positive cash flow for the benefit of its stakeholders.

26. The requested extension of the stay of proceedings is important to keep RBH's litigation creditors and contingent creditors on an equal footing while it explores a plan of compromise or arrangement with its creditors.

Business Updates

27. On November 9, 2021, the remaining measures of the *Tobacco Products Regulations (Plain and Standardized Appearance)* will come into force, requiring all cigarettes in Canada to be sold in slide-and-shell packaging. Retailers will be required to comply with all requirements for cigarettes by February 9, 2022. Production of slide-and-shell packaging will require specific machinery that is not presently used in any other facility operated by RBH or its affiliates. As a result, and in light of the continuing COVID-19 pandemic and the potential for further government-mandated facility closures, RBH is diversifying the production of conventional cigarettes for the Canadian market to reduce the risk of future supply disruptions. Some machinery required for slide-and-shell packaging has been installed at a facility in Mexico, which is operated by an affiliate of RBH. RBH will begin to source approximately 25% of conventional cigarettes for the Canadian market from this facility. This resourcing change has resulted in the reduction of 26 employees at RBH's facility in Québec City, resulting in severance costs of approximately \$4.4 million CAD. Aside from these severance costs, RBH estimates that this change will be relatively cost neutral to its business.

28. RBH has been appointed the limited risk distributor of reduced-risk products of Philip Morris Products S. A. ("PMP") in the territory of Canada. Under that agreement, RBH will

now distribute a vaping product, VEEV, starting in the fall and gradually rolling it out nationally, region by region. Compensation to RBH will be in accordance with the current RRP agreement wherein RBH will earn a profit margin based on a percentage of net sales.

29. RBH has sufficient funds to continue operating the business throughout the Stay Extension Period in accordance with the Second Amended and Restated Initial Order, as set out in the cash flow forecast to be delivered by the Monitor.

30. I also understand that the Monitor supports the extension of the Stay Period as requested and will provide further information in a report to the Court, to be filed.

Conclusion

31. For the reasons stated above, the relief requested in the Order substantially in the form attached at Tab 3 of the Applicant’s Motion Record is in the best interests of RBH and its stakeholders and is appropriate in the circumstances.

SWORN BEFORE ME over videoconference this 17th day of September, 2021 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely. The affiant was located in the City of Toronto, in the Province of Ontario and the Commissioner was located in the City of Toronto, in the Province of Ontario.

N Rambaran

A Commissioner for taking Affidavits, etc.
Natasha Rambaran | LSO #80200N

Peter Luongo
Peter Luongo

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 ROTHMANS, BENSON & HEDGES INC.

Court File No: CV-19-616779-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**AFFIDAVIT OF PETER LUONGO
(Sworn September 17, 2021)**

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Suite 5300, TD Bank Tower
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Lawyers for the Applicant

TAB 3

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE)	MONDAY, THE 27 th
)	
MR. JUSTICE MCEWEN)	DAY OF SEPTEMBER, 2021

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR
ARRANGEMENT OF ROTHMANS, BENSON & HEDGES INC.

Applicant

**ORDER
(Stay Extension)**

THIS MOTION, made by Rothmans, Benson & Hedges Inc. (the “**Applicant**”), pursuant to the *Companies' Creditors Arrangement Act* (Canada), as amended, for an order extending the Stay Period (as defined herein) up to and including March 31, 2022, was heard this day by judicial videoconference via Zoom in Toronto, Ontario due to the COVID-19 pandemic.

ON READING the Notice of Motion of the Applicant dated September 17, 2021, the Affidavit of Peter Luongo sworn September 17, 2021, the Eighth Report of Ernst & Young Inc. in its capacity as Monitor of the Applicant (the “**Monitor**”), and on hearing the submissions of counsel for the Applicant, the Monitor, and such other counsel as were present as listed on the participant sheet, no one else appearing although duly served as appears from the affidavit of service, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service and filing of the Motion Record of the Applicant herein and the Eighth Report is hereby abridged and validated such that this motion is properly returnable today and hereby dispenses with further service thereof.

EXTENSION OF STAY PERIOD

2. **THIS COURT ORDERS** that the Stay Period as defined in the Initial Order of Justice Pattillo dated March 22, 2019, as amended and restated, is hereby extended up to and including March 31, 2022.

GENERAL

3. **THIS COURT ORDERS** that this Order is effective from the date that it is made and is enforceable without any need for entry and filing.

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

5. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Applicant and the Monitor, and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

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 ROTHMANS, BENSON & HEDGES INC.

Court File No: CV-19-616779-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**ORDER
(Stay Extension)**

McCarthy Tétrault LLP
Suite 5300, TD Bank Tower
Toronto ON M5K 1E6

R. Paul Steep LSO#: 21869L
Tel: 416-601-7998
Email: psteep@mccarthy.ca

James D. Gage LSO#: 34676I
Tel: 416-601-7539
Email: jgage@mccarthy.ca

Heather Meredith LSO#: 48354R
Tel: 416-601-8342
Email: hmeredith@mccarthy.ca

Natasha Rambaran LSO#: 80200N
Tel: 416-601-8110
Email: nrambaran@mccarthy.ca

Lawyers for the Applicant

ONTARIO
SUPERIOR COURT OF JUSTICE -
COMMERCIAL LIST
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MOTION RECORD OF THE APPLICANT
(Motion For Stay Extension)
(Returnable September 27, 2021)

McCarthy Tétrault LLP
Suite 5300, TD Bank Tower
Toronto, ON M5K 1E6
Fax: 416-868-0673

R. Paul Steep LSO#: 21869L
Tel: 416-601-7998
Email: psteep@mccarthy.ca

James D. Gage LSO#: 34676I
Tel: 416-601-7539
Email: jgag@mccarthy.ca

Heather Meredith LSO#: 48354R
Tel: 416-601-8342
Email: hmeredith@mccarthy.ca

Natasha Rambaran LSO#: 80200N
Tel: 416-601-8110
Email: nrambaran@mccarthy.ca

Lawyers for the Applicant