



**ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY AND INSOLVENCY)**

THE HONOURABLE) FRIDAY, THE 23RD
)
JUSTICE CAVANAGH) DAY OF APRIL, 2021

**IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C, 1985, c. B-3,
AS AMENDED**

**AND IN THE MATTER OF A PROCEEDING IN THE UNITED KINGDOM OF TULLIS
RUSSELL PAPERMAKERS LIMITED (IN ADMINISTRATION)**

**APPLICATION OF BLAIR CARNEGIE NIMMO AND GERARD ANTHONY FRIAR
OF KPMG LLP UNDER SECTION 269 OF THE BANKRUPTCY AND INSOLVENCY
ACT, R.S.C., 1985, c. B-3, AS AMENDED.**

**ORDER
(Termination and Discharge)**

THIS MOTION, made by KPMG Inc. (“**KPMG**”) in its capacity as information officer (the “**Information Officer**”), pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “**BIA**”), for an order substantially in the form enclosed in the Motion Record, which, among other things,

- (i) approves the fees and disbursements of the Information Officer and its legal counsel;
- (ii) approves the first report of the Information Officer dated November 13, 2015 (the “**First Report**”), the second report of the Information Officer dated March 22, 2016 (the “**Second Report**”), the third report of the Information Officer dated February 20, 2018 (the “**Third Report**”) and the fourth report of the Information

Officer dated April 14, 2021 (the “**Fourth Report**” and collectively with the First Report, the Second Report and the Third Report, the “**Reports**”), and the Information Officer’s activities reported therein; and

- (iii) upon the filing of the Information Officer’s Certificate (defined below):
 - a. terminates the Stay Period (as defined in the Supplemental Order (Foreign Main Proceeding), dated July 14, 2015);
 - b. terminates these recognition proceedings pursuant to Part XIII of the BIA (the “**Canadian Recognition Proceedings**”);
 - c. discharges the Information Officer; and
 - d. grants certain releases in favour of the Information Officer and its counsel.

was heard this day by way of judicial video conference via Zoom in Toronto, Ontario due to the COVID-19 pandemic.

ON READING the Notice of Motion, the Fourth Report, the affidavit of Nicholas Brearton dated April 14, 2021 (the “**Brearton Affidavit**”) and the affidavit of James D. Gage dated April 14, 2021 (the “**Gage Affidavit**”), and upon hearing the submissions of counsel for the Information Officer, and such other counsel as were present.

SERVICE AND INTERPRETATION

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record of the Information Officer and the Fourth Report is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Fourth Report.

APPROVAL OF INFORMATION OFFICER'S ACTIVITIES AND REPORTS

3. **THIS COURT ORDERS** that the Reports and the activities of the Information Officer described therein be and are hereby approved; provided, however, that only the Information Officer, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

APPROVAL OF FEES

4. **THIS COURT ORDERS** that the fees and disbursements of the Information Officer as described in the Fourth Report and as set out in the Brearton Affidavit, including the estimated fees and disbursements of the Information Officer up to its date of discharge, be and are hereby approved.

5. **THIS COURT ORDERS** that the fees and disbursements of counsel to the Foreign Representatives and the Information Officer, McCarthy Tétrault LLP ("**McCarthy**"), as described in the Fourth Report and as set out in the Gage Affidavit, including the estimated fees and disbursements of McCarthy in connection with services to be provided to the Information Officer up to its date of discharge, be and are hereby approved.

TERMINATION OF CANADIAN RECOGNITION PROCEEDINGS

6. **THIS COURT ORDERS** that following receipt of the notice described in paragraph 7 below and provided that the Information Officer and McCarthy have been paid all amounts owing to them pursuant to the Supplemental Order, the Information Officer shall file a certificate substantially in the form attached hereto as **Schedule "A"** (the "**Information Officer's Certificate**") certifying that, to the best of the knowledge of the Information Officer, the Foreign Proceedings have been closed.

7. **THIS COURT ORDERS** that the Information Officer may rely on written notice (which, for greater certainty, may be provided by way of e-mail) from the Foreign Representatives, or either of them, advising that the Foreign Proceedings have been closed, and the Information Officer shall incur no liability with respect to the delivery or filing of the

Information Officer's Certificate, save and except for any gross negligence or willful misconduct on its part.

8. **THIS COURT ORDERS** that upon the filing of the Information Officer's Certificate with the Court: (i) the Stay Period shall be terminated; and (ii) the Canadian Recognition Proceedings shall be terminated.

DISCHARGE OF INFORMATION OFFICER AND RELEASE

9. **THIS COURT ORDERS** that upon the filing of the Information Officer's Certificate with the Court, the Information Officer shall be discharged as Information Officer, provided however that notwithstanding its discharge herein: (a) the Information Officer shall remain Information Officer for the performance of such incidental duties as may be required to complete the administration of these proceedings; and (b) the Information Officer shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of KPMG in its capacity as Information Officer.

10. **THIS COURT ORDERS** that, effective upon the filing of the Information Officer's Certificate with the Court, the Information Officer and McCarthy shall be released and discharged from any and all liability that they now have or may hereafter have by reason of, or in any way arising out of, any acts or omissions while acting in their capacity as Information Officer or counsel to the Information Officer, respectively, in these proceedings, save and except for any gross negligence or willful misconduct on their part. Without limiting the generality of the foregoing, the Information Officer and McCarthy shall be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within proceedings, save and except for any gross negligence or willful misconduct on their part.

11. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against the Information Officer or McCarthy in any way arising from or related to their capacity or conduct as Information Officer or counsel to the Information Officer, respectively, except with prior leave of this Honourable Court and on prior written notice to the Information Officer or McCarthy, as applicable.

GENERAL

12. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada, outside Canada and against all person against whom it may be enforceable.

13. **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.

14. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United Kingdom, to give effect to this Order and to assist Tullis Russell Papermakers Limited (the “**Debtor**”), the Foreign Representatives, the Information Officer, 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 Debtor, the Foreign Representatives, and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Debtor, the Foreign Representatives, and the Information Officer and their respective agents in carrying out the terms of this Order.

15. **THIS COURT ORDERS** that the Debtor, the Foreign Representatives and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

Schedule “A”

Form of Information Officer’s Certificate

**IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C, 1985, c. B-3,
AS AMENDED**

**AND IN THE MATTER OF A PROCEEDING IN THE UNITED KINGDOM OF TULLIS
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ACT, R.S.C., 1985, c. B-3, AS AMENDED.**

INFORMATION OFFICER’S CERTIFICATE

WHEREAS pursuant to the Supplemental Order (Foreign Main Proceeding) of the Honourable Mr. Justice Wilton-Siegel of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated July 14, 2015 (the “**Supplemental Order**”), KPMG Inc. was appointed as the information officer (the “**Information Officer**”) in respect of the administration proceedings of Tullis Russell Papermakers Limited in the United Kingdom pursuant to *The Insolvency Act 1986* (c. 45) (the “**Foreign Proceedings**”);

AND WHEREAS pursuant to the Order (Discharge and Termination) of the Honourable Mr. Justice Cavanagh of the Court dated April 23, 2021 (the “**Discharge and Termination Order**”), upon receipt of written notice from the Foreign Representatives, or either of them, advising that the Foreign Proceedings have been closed, and provided that the Information Officer and its counsel, McCarthy Tétrault LLP (“**McCarthy**”), have been paid all amounts owing to them pursuant to the Supplemental Order, the Information Officer is required to file a certificate certifying that, to the best of the knowledge of the Information Officer, the Foreign Proceedings have been closed;

AND WHEREAS the Foreign Representatives have notified the Information Officer in writing that the Foreign Proceedings have been closed;

AND WHEREAS the Information Officer and McCarthy have been paid all amounts owing to them pursuant to the Supplemental Order;

AND WHEREAS all capitalized terms used but not defined herein shall have the meanings given to them in the Discharge and Termination Order.

THE INFORMATION OFFICER HEREBY CERTIFIES the following:

1. the Foreign Proceedings have been closed;
2. upon the filing of this Information Officer's Certificate, among other things:
 - a. the Stay Period shall be terminated;
 - b. the Canadian Recognition Proceedings shall be terminated; and
 - c. the Information Officer shall be discharged as Information Officer and the Information Officer and McCarthy shall be released and discharged from any and all liability that they now have or may hereafter have by reason of, or in any way arising out of, any acts or omissions while acting in their capacity as Information Officer or counsel to the Information Officer, respectively, in these proceedings, save and except for any gross negligence or willful misconduct on their part; and
3. this Certificate is delivered by the Information Officer at _____ (*time*) on _____ (*date*).

KPMG INC., solely in its capacity as Information Officer, and not in its personal capacity or in any other capacity

Per:

Name: Nicholas Brearton
Title: Partner

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

Proceeding commenced at Toronto

**ORDER
(Termination and Discharge)**

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