TAB 1 – Blackline of Notice of Application

Court File No. ~~———~~

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 LTL MANAGEMENT LLC

APPLICATION OF LTL MANAGEMENT LLC UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*

NOTICE OF APPLICATION

TO THE RESPONDENT

A LEGAL PROCEEDING HAS BEEN COMMENCED by the applicant. The claim made by the applicant appears on the following page.

THIS APPLICATION will come on for a hearing before a Judge presiding over the Commercial List:

- In person;
- By telephone conference;
- By video conference.

on **December 17, 2021 at 10:00 a.m.,** or as soon after that time as the application can be heard, at the following location:

Join Zoom Meeting
https://us02web.zoom.us/j/87961620898?pwd=cTN0bk5yeWpERUliczkzV3dKTjZkZz09

Please refer to the video conference details attached at Schedule "A" hereto in order to attend the application, and advise if you plan to attend the application by emailing Caitlin McIntyre at caitlin.mcintyre@blakes.com.

IF YOU WISH TO OPPOSE THIS APPLICATION, to receive notice of any step in the application or to be served with any documents in the application, you or an Ontario lawyer acting for you must forthwith prepare a notice of appearance in Form 38A prescribed by the *Rules of Civil Procedure*, serve it on the applicant's lawyer or, where the applicant does not have a lawyer, serve it on applicant, and file it, with proof of service, in this court office, and you or your lawyer must appear at the hearing.

IF YOU WISH TO PRESENT AFFIDAVIT OR OTHER DOCUMENTARY EVIDENCE TO THE COURT OR TO EXAMINE OR CROSS-EXAMINE WITNESSES

ON THE APPLICATION, you or your lawyer must, in addition to serving your notice of appearance, serve a copy of the evidence on the applicant's lawyer or, where the applicant does not have a lawyer, serve it on the applicant, and file it, with proof of service, in the court office where the application is to be heard as soon as possible, but at least four days before the hearing.

IF YOU FAIL TO APPEAR AT THE HEARING, JUDGMENT MAY BE GIVEN IN YOUR ABSENCE AND WITHOUT FURTHER NOTICE TO YOU. IF YOU WISH TO OPPOSE THIS APPLICATION BUT ARE UNABLE TO PAY LEGAL FEES, LEGAL AID MAY BE AVAILABLE TO YOU BY CONTACTING A LOCAL LEGAL AID OFFICE.

Date: Issued by: ____
Local Registrar

Address of Court Office: 330 University Avenue
Toronto, Ontario M5G 1R7

TO: SERVICE LIST

APPLICATION

1. ~~The applicant,~~ LTL Management LLC ("**LTL**" or the "**Debtor**") in its capacity as duly appointed and authorized foreign representative of itself (in such capacity, the "**Foreign Representative**"), makes this application pursuant to Section 46 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985 ("**CCAA**"), for:

   (a) an Initial Recognition Order (Foreign Main Proceeding) substantially in the form attached at Tab 3 of the ~~Applicant~~Foreign Representative's Application Record, *inter alia*:

      (i) abridging and validating the time for service;

      (ii) declaring that LTL is the "foreign representative" of the Debtor as defined in section 45 of the CCAA;

      (iii) declaring that the centre of main interest for the Debtor is the United States of America and recognizing the case (the "**Chapter 11 Case**") commenced by the Debtor under chapter 11 of title 11 of the United States Code (the "**US Bankruptcy Code**") commenced in the United States Bankruptcy Court of the Western District of North Carolina (the "**North Carolina Bankruptcy Court**") and continued in the United States Bankruptcy Court of the District of New Jersey (the "**New Jersey Bankruptcy Court**") as a "foreign main proceeding" as defined in section 45 of the CCAA;

      (iv) granting a stay of proceedings in respect of the Debtor and ordering the other mandatory relief set out in section 48(1) of the CCAA; and

(b) a Supplemental Order (Foreign Main Proceeding) substantially in the form attached at Tab ~~4~~5 of the ~~Applicant~~Foreign Representative's Application Record, *inter alia*:

~~(i) recognizing and enforcing the terms of the first day orders (the "**First Day Orders**") made by the North Carolina Bankruptcy Court;~~

(i) ~~(ii)~~ recognizing and enforcing the terms of the *Order Granting the Debtor's Request for Preliminary Injunctive Relief* ~~dated~~granted November 15, 2021 (the "**US Preliminary Injunction**"), ~~granted~~ by the North Carolina Bankruptcy Court;

(ii) ~~(iii)~~ recognizing and enforcing the terms of the *Order Authorizing the Debtor to Act as Foreign Representative on Behalf of the Debtor's Estate* ~~dated~~granted December 15, 2021 (the "**Foreign Representative Order**", together with the ~~First Day Orders and~~ US Preliminary Injunction, the "**US Orders**"), ~~granted~~ by the New Jersey Bankruptcy Court;

~~(iv) granting additional stays and protections in respect of the Debtor and the directors and officers of the Debtor consistent with the Model Supplemental Order in Ontario;~~

(iii) ~~(v)~~ appointing Ernst & Young Inc. as information officer (in such capacity, the "**Information Officer**") in respect of these proceedings; and

(iv) ~~(vi)~~ ordering that the Foreign Representative shall not be required to publish notice of this recognition proceeding pursuant to Section 53(b) of the CCAA in any newspaper in Canada; and

(c) such further and other relief as this Honourable Court deems just.

2. The grounds for the application are as follows.

Background

3. The Debtor in this proceeding is an indirect subsidiary of Johnson & Johnson ("**J&J**"). J&J is a global innovator and leader in public health that has been at the forefront of healthcare innovation for over 130 years since its incorporation in 1886.

4. The Debtor's roots can be traced back to Johnson & Johnson Baby Products Company ("**J&J Baby Products**") incorporated in 1970. Through a series of name changes and intercompany transactions, J&J Baby Products ultimately became known as Johnson and Johnson Consumer Companies, Inc. ("**J&J Consumer Companies**").

5. In 2015, J&J Consumer Companies merged with and into an affiliate resulting in an entity known as Johnson & Johnson Consumer Inc. (including all former names and corporate predecessors, "**Old JJCI**"). Old JJCI became responsible for all claims in respect of JOHNSON'S® Baby Powder and other talc-containing products.

6. In 2021, Old JJCI implemented a corporate restructuring (the "**2021 Corporate Restructuring**"), which was completed on October 12, 2021. The 2021 Corporate Restructuring occurred through a series of sequential corporate steps, including a divisional merger under the Texas Business Organizations Code.

7. Upon the effectiveness of the divisional merger, Old JJCI ceased to exist and two new entities were created which shared a newly formed direct parent: (a) the Debtor, and (b) another entity, which then changed its name to Johnson & Johnson Consumer Inc. ("**New JJCI**"). As a result of the 2021 Corporate Restructuring, the Debtor holds certain of Old JJCI's assets and is responsible for the all talc-related claims against Old JJCI (other than claims for which the exclusive remedy is provided under a workers' compensation statute or similar laws).

8. The ~~design of the~~ 2021 Corporate Restructuring was designed to ensure that the Debtor has the same, if not greater, ability to fund the costs of defending and resolving future and present talc-related claims as Old JJCI did before the 2021 Corporate Restructuring.

The Chapter 11 Case

9. The Chapter 11 Case was precipitated by the filing of thousands of talc-related lawsuits in the United States against, among others, Old JJCI and J&J, which allege that JOHNSON'S® Baby Powder purportedly causes ovarian cancer and mesothelioma.

10. In addition to the talc claims faced by Old JJCI in the United States, Old JJCI, J&J, Johnson & Johnson Inc. (subsidiary of J&J) ("**J&J Canada**") and Valeant Pharmaceuticals International, Inc. ("**Valeant**"), now Bausch Health Companies Inc. ("**Bausch**"), are named co-defendants (collectively, the "**Canadian Co-Defendants**") in some or all of the talc lawsuits commenced in Canada (collectively, the "**Canadian Actions**"). The Debtor is not, itself, a named Canadian Co-Defendant.

11. The Debtor is of the view that these claims have no valid scientific basis. Nevertheless, the number of claims has continued to increase. The Debtor anticipates that, absent finality reached through a global resolution, the talc claims and their associated burdens will continue for decades to come and grow, as will the extraordinary costs of defending and resolving tens of thousands of anticipated claims.

12. The Debtor therefore determined that the filing of the Chapter 11 Case in the North Carolina Bankruptcy Court was prudent and necessary. On October 14, 2021 (the "**Petition Date**"), LTL commenced the Chapter 11 Case by filing a voluntary petition for relief under US Bankruptcy Code with the North Carolina Bankruptcy Court. The Debtor's goal in the Chapter 11 Case is to pursue a global resolution to all current and former talc-related claims.

Recognition of the Chapter 11 Case

13. The Chapter 11 Case is a judicial proceeding that deals with creditors' collective interests generally under a law relating to bankruptcy or insolvency in which the relevant Debtor's business and financial affairs are subject to control or supervision by a court for the purpose of reorganization. Accordingly, the Chapter 11 Case constitutes a "foreign proceeding" under section 45(1) of the CCAA.

14. The Debtor's centre of main interest is the located in the United States and, as such, the Chapter 11 Case constitutes a "foreign main proceeding" under section 45(1) of the CCAA.

15. ~~The Applicant~~LTL has been appointed as the "foreign representative" of the Debtor in the Chapter 11 Case pursuant to the Foreign Representative Order and, as such, falls within the definition of "foreign representative" under section 45(1) of the CCAA.

16. Pursuant to section 46(1) of the CCAA, the ~~Applicant~~Foreign Representative may apply to this Court for recognition of the Chapter 11 Case.

17. Pursuant to subsection 47(1) of the CCAA, this Court shall make an order recognizing the Chapter 11 Case if it is satisfied that the application relates to a "foreign proceeding" and the applicant is a "foreign representative".

The Requested Stay is Required and Appropriate

18. Under section 48 of the CCAA, this Court shall, in the case of a foreign main proceeding, exercise its jurisdiction to prohibit the commencement or furtherance of any action, suit or proceedings against the Debtor, subject to any terms and conditions it considers appropriate.

~~19. The proposed Supplemental Order includes the standard supplemental stay of proceedings consistent with the Model Supplemental Order in Ontario.~~

Recognition of the US Orders is Appropriate

19. ~~20.~~ For the purposes of ensuring that all interested parties cooperate in the efforts of the Debtors, the ~~Applicant~~Foreign Representative requests that the terms of the US Orders be recognized by this Court pursuant to section 49 of the CCAA.

20. ~~21.~~ The ~~Applicant~~Foreign Representative also requests recognition of the US Orders to bring symmetry between neighbouring jurisdictions.

21. ~~22.~~ Pursuant to the US Preliminary Injunction, the Debtor obtained a preliminary ruling in effect for 60 days, subject to modification or extension by court order, staying and enjoining commencement or continuation of any action by the plaintiffs, including the plaintiffs in the Canadian Actions, seeking to hold the following entities liable for Debtor Talc Claims[1]:

(a) the Debtor

(b) Old JJCI;

(c) certain of the Debtor's non-debtor affiliates~~ set forth specifically on an Appendix (the "**Protected Party Appendix**")~~, including New JJCI, J&J and J&J Canada;

(d) certain third -party retailers who sold Old JJCI's talc-containing products and other third parties, including Valeant and Bausch, whom the Debtor has indemnified contractually~~, also set forth on the Protected Party Appendix~~; and

(e) certain insurance entities~~ set forth on the Protected Party Appendix~~.

(collectively, the "**Protected Parties**").

22. ~~23.~~ The Canadian Co-Defendants therefore benefit from the US Preliminary Injunction. Absent recognition and enforcement of the US Preliminary Injunction in Canada, talc claimants in the Canadian Actions could pursue the Canadian Co-Defendants and Old JJCI while talc

[1] "Debtor Talc Claims" means, collectively, any talc-related claims against the Debtor, including all claims relating in any way to talc or talc containing materials that were formerly asserted (or that could have been asserted) against Old JJCI on any theory of liability.

claimants in the US are stayed and enjoined from pursuing the Protected Parties, resulting in disparate treatment. In addition, the Debtor may then be forced to participate in the Canadian Actions to protect its interests.

23. ~~24.~~ The fundamental purpose of the Chapter 11 Case is to implement a global resolution of the Debtor's talc liability. In the Debtor's view, in order to pursue the proposed global resolution and to maximize the benefit of the resolution for stakeholders, it is necessary to pause the Canadian Actions. The Foreign Representative is therefore requesting that the relief provided to Old JJCI and the Protected Parties in the US Preliminary Injunction be recognized and enforced in Canada in respect of the Canadian Actions to allow the parties to explore whether a global resolution that includes the Canadian Actions can be accomplished.

Appointment of the Information Officer is Appropriate

24. ~~25.~~ Ernst & Young Inc. ("**EY**") is qualified to act as Information Officer and has consented to act as the Information Officer in the within proceeding.

Dispensing with Notice in Canada

25. ~~26.~~ An order dispensing with the notice requirement under Section 53(b) of the CCAA is appropriate in the circumstances as (a) plaintiffs' counsel in the Canadian Actions ~~have been~~were provided with notice of this application on December 3, 2021 by way of letter enclosing the Foreign Representative's draft Application Record (Canadian counsel to the Official Committee of Talc Claimants was provided with the draft Application Record on December 10, 2021), and (b) with the exception of the plaintiffs in the Canadian Actions, creditors, suppliers, customers, employees and other stakeholders in Canada are not affected by the Chapter 11 Case.

26. ~~27.~~ Such further and other grounds as counsel for the Foreign Representative may advise.

27. ~~28.~~ The following documentary evidence will be used at the hearing of the application:

Material or evidence to be relied upon:

(a) The Affidavit of John K. Kim to be sworn ~~December [•], 20121~~, and the exhibits thereto;

(b) The ~~Pre-filing Report of the proposed Information Officer to be filed;~~

~~(c) The~~ consent of ~~PwC~~EY to act as Information Officer; and

(c) ~~(d)~~ Such further and other evidence and material as counsel for the Foreign Representative may advise and his Honourable Court may permit.

Applicable acts, regulations and rules:

(d) ~~(e)~~ The provisions of the CCAA and the statutory, inherent and equitable jurisdiction of this Honourable Court;

(e) ~~(f)~~ Rules 2.03, 3.02, 14.05(2) and 16 of the *Rules of Civil Procedure*, R.R.O. 1990 Reg. 194, as amended; and

(f) ~~(g)~~ Such further acts, regulations and rules as counsel for the Foreign Representative may advise and this Court may permit.

December ~~[•]~~15, 2021

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Lawyers for LTL Management, LLC, in its capacity as Foreign Representative

SCHEDULE "A"

Join Zoom Meeting
https://us02web.zoom.us/j/87961620898?pwd=cTN0bk5yeWpERUliczkzV3dKTjZkZz09

Meeting ID: 879 6162 0898
Passcode: 973160
One tap mobile
+16132093054,,87961620898#,,,,*973160# Canada
+16473744685,,87961620898#,,,,*973160# Canada

Dial by your location
+1 613 209 3054 Canada
+1 647 374 4685 Canada
+1 647 558 0588 Canada
+1 778 907 2071 Canada
+1 438 809 7799 Canada
+1 587 328 1099 Canada
+1 470 381 2552 US (Atlanta)
+1 602 753 0140 US (Phoenix)
+1 646 518 9805 US (New York)
+1 651 372 8299 US (Minnesota)
+1 669 219 2599 US (San Jose)
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+1 720 928 9299 US (Denver)
+1 786 635 1003 US (Miami)
+1 929 205 6099 US (New York)
+1 971 247 1195 US (Portland)
+1 206 337 9723 US (Seattle)
+1 213 338 8477 US (Los Angeles)
+1 253 215 8782 US (Tacoma)
+1 267 831 0333 US (Philadelphia)
+1 301 715 8592 US (Washington DC)
+1 312 626 6799 US (Chicago)
+1 346 248 7799 US (Houston)
+1 470 250 9358 US (Atlanta)
Meeting ID: 879 6162 0898
Passcode: 973160
Find your local number: https://us02web.zoom.us/u/kbVeqzefKA

Join by SIP
87961620898@zoomcrc.com

Join by H.323
162.255.37.11 (US West)
162.255.36.11 (US East)
213.19.144.110 (Amsterdam Netherlands)
213.244.140.110 (Germany)
69.174.57.160 (Canada Toronto)
65.39.152.160 (Canada Vancouver)
Meeting ID: 879 6162 0898
Passcode: 973160

Court File No.:

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding Commenced at Toronto

NOTICE OF APPLICATION

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Lawyers for LTL Management, LLC, in its capacity as Foreign Representative

Document comparison by Workshare 10.0 on Wednesday, December 15, 2021 3:59:33 PM

Input:	
Document 1 ID	PowerDocs://TOR_2528/24264408/2
Description	TOR_2528-#24264408-v2-Notice_of_Application_re_Initial_Recognition
Document 2 ID	PowerDocs://TOR_2528/24264408/3
Description	TOR_2528-#24264408-v3-Notice_of_Application_re_Initial_Recognition
Rendering set	Standard

Legend:	
Insertion	
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Padding cell	

Statistics:

	Count
Insertions	46
Deletions	57
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	103

TAB 2 – Blackline of Affidavit of John K. Kim

Court File No. CV-21-00673856-00CL

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 LTL MANAGEMENT LLC

APPLICATION OF LTL MANAGEMENT LLC
UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT

AFFIDAVIT OF JOHN K. KIM
(Sworn December ~~[~~16~~]~~, 2021)

I, John K. Kim, of the city of Princeton in the State of New Jersey, United States, **MAKE OATH AND SAY**:

1. I am employed by Johnson & Johnson Services, Inc. ("**J&J Services**"), a non-debtor affiliate of LTL Management LLC ("**LTL**" or the "**Debtor**") and a subsidiary of the Debtor's ultimate non-debtor parent company, Johnson & Johnson ("**J&J**"). I have been seconded to LTL by J&J Services, as described in greater detail below, to act as its Chief Legal Officer. I have held this position with LTL since its formation on October 12, 2021.

2. Prior to beginning my role as Chief Legal Officer of the Debtor, I was J&J's Assistant General Counsel, Practice Group Lead for the Product Liability Litigation Group. In that role, I was responsible for product liability litigation globally, including in Canada. I began my employment with J&J and its affiliates in 2001 as a Senior Counsel in the Litigation Group.

3. On October 14, 2021 (the "**Petition Date**"), LTL commenced a case (the "**Chapter 11 Case**") by filing a voluntary petition (the "**Petition**") for relief under chapter 11 of title 11 of the United States Code (the "**US Bankruptcy Code**") with the United States Bankruptcy Court for

the Western District of North Carolina (the "**North Carolina Bankruptcy Court**"). A certified copy of the Petition is attached as **Exhibit "A"** to my affidavit. I am not aware of any other foreign insolvency proceedings in respect of the Debtor.

4. I submitted a declaration (the "**Declaration**") that was filed on the Petition Date in the Chapter 11 Case and provides further background on the Debtor and outlines the various types of relief sought from the North Carolina Bankruptcy Court in certain first day pleadings~~ (collectively, the "**First Day Motions**")~~. A copy of my Declaration without exhibits is attached as **Exhibit "B"** to my affidavit.

I. INTRODUCTION

5. The Chapter 11 Case commenced by the Debtor was precipitated by the commencement and continuation of numerous lawsuits against the predecessor entity of LTL, Old JJCI (defined below) in relation to the use of JOHNSON'S® Baby Powder and its disputed role in the development of certain health issues, including ovarian cancer and mesothelioma.

6. While Old JJCI vigorously denied liability for talc claims, the number of claims have continued to increase and the anticipated cost of litigation and its associated burdens became untenable. The Debtor was formed pursuant to Texas law and was allocated responsibility for Old JJCI's liabilities arising from talc-related claims against it (other than claims for which the exclusive remedy is provided under a workers' compensation statute or similar laws). The Debtor has access to the funding needed to place it in the same or better financial position as its predecessor.

7. The Debtor has commenced the Chapter 11 Case in order to equitably and permanently resolve all current and future talc-related claims against it. The Debtor's goal in the Chapter 11 Case is to negotiate, obtain approval of and ultimately consummate a plan of reorganization that will, among other things, (a) establish and fund a trust to resolve and pay current and future talc-related claims, and (b) provide for the issuance of an injunction that will permanently protect the Debtor, its affiliates and certain other parties from further talc-related claims arising from products manufactured and/or sold by Old JJCI, or for which Old JJCI may otherwise have had legal responsibility. The Debtor seeks to engage in good faith negotiations to reach a consensual resolution of the Chapter 11 Case with representatives for current and future claimants as soon as possible.

8. At the first day hearings held on October 20, 2021 (the "**First Day Hearings**"), the Debtor asserted that the automatic stay that arose on the filing of the Petition applied to the Debtor, Old JJCI, Johnson & Johnson, other of the Debtor's corporate affiliates, certain identified retailers, insurance companies and certain other indemnified parties. The North Carolina Bankruptcy Court did not make a final determination at the First Day Hearings with respect to the application of the automatic stay. Instead, the North Carolina Bankruptcy Court issued a temporary restraining order ("**TRO**") in respect of the Debtor and Old JJCI, enjoining certain litigation as against those parties.

9. On November 10, 2021, the North Carolina Bankruptcy Court made an interim ruling (i) declaring that the automatic stay applies to prohibit, and (ii) preliminarily enjoining, the commencement or continuation of ~~Debtor~~Enjoined Talc Claims[1] against Protected Parties

[1] ~~"Debtor~~Enjoined Talc Claims" means, collectively, any talc-related claims against the Debtor, including all claims relating in any way to talc or talc containing materials that were formerly asserted (or that could have been asserted) against Old JJCI on any theory of liability.

(defined below) for 60 days (i.e. until January 14, 2022), subject to modification or extension by an order of a court. On this same date, the North Carolina Bankruptcy Court transferred the Chapter 11 Case to the District of New Jersey.

10. On December 15, 2021, the United States Bankruptcy Court of the District of New Jersey (the "**New Jersey Bankruptcy Court**") ~~issued~~granted an order authorizing the Debtor to act as foreign representative (in such capacity, the "**Foreign Representative**") on behalf of its estate.

11. The Foreign Representative seeks recognition of the Chapter 11 Case in Canada in order to (a) obtain the benefit of a stay of proceedings for itself and the Canadian Co-Defendants (as defined below), and (b) provide a venue to ultimately seek recognition in Canada of an order confirming a plan of reorganization to facilitate a global resolution to talc-related claims against the Debtor.

12. Accordingly, I swear this affidavit in support of the application by the Foreign Representative under Part IV of the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**") seeking recognition of the Chapter 11 Case as a "foreign main proceeding" under the CCAA and various supplemental relief in respect of the Chapter 11 Case, including:

(a) Recognizing and giving full force and effect in all provinces and territories of Canada to~~ the First Day Orders,~~ the US Preliminary Injunction and Foreign Representative Order (each as defined below); and

(b) Appointing Ernst & Young Inc. ("**E&Y**") as information officer in connection with this proceeding.

13. The various matters described in summary manner above are discussed in greater detail below.

II. JOHNSON & JOHNSON GROUP OF COMPANIES

14. The Debtor in this proceeding is an indirect subsidiary of J&J. J&J is a global innovator and leader in public health that has been at the forefront of healthcare innovation for over 130 years since its incorporation in 1886. That innovation includes novel oncology, immunology and vaccine products, including its COVID-19 vaccine and the development of medical devices, pharmaceuticals and consumer goods for household sale.

15. The J&J group of companies (the "**J&J Group**") includes approximately 250 subsidiary companies with operations in 60 countries and products sold in over 175 countries, including Canada. One of the Canadian subsidiaries, Johnson & Johnson Inc. ("**J&J Canada**") which is also a Canadian Co-Defendant, is discussed in greater detail below.

16. Attached hereto as **Exhibit "C"** is a copy of the simplified organizational chart illustrating the corporate relationship between J&J, the Debtor and J&J Canada.

III. LTL MANAGEMENT LLC

17. The Debtor's roots can be traced back to Johnson & Johnson Baby Products Company ("**J&J Baby Products**"), a New Jersey company incorporated in 1970 as a wholly-owned subsidiary of J&J. In 1979, J&J transferred all its assets associated with its baby products division to J&J Baby Products. In connection with this transfer, J&J Baby Products assumed all liabilities associated with the baby products division, including those related to JOHNSON'S®

Baby Powder. Following this transaction, J&J no longer manufactured or sold baby products, including JOHNSON'S® Baby Powder.

18. Through a series of name changes and intercompany transactions occurring between 1981 and 1997, J&J Baby Products ultimately became known as Johnson and Johnson Consumer Companies, Inc. ("**J&J Consumer Companies**").

19. In 2015, J&J Consumer Companies merged with and into an affiliate resulting in an entity known as Johnson & Johnson Consumer Inc. (including all former names and corporate predecessors, "**Old JJCI**").

20. Following this series of intercompany transactions, Old JJCI became responsible for all claims in respect of JOHNSON'S® Baby Powder and other talc-containing products.

21. In 2021, Old JJCI implemented a corporate restructuring (the "**2021 Corporate Restructuring**"), which was completed on October 12, 2021. The 2021 Corporate Restructuring occurred through a series of sequential corporate steps, including a divisional merger under Chapter 10, Subchapter A of the Texas Business Organizations Code. The divisional merger was conducted in accordance with the laws of the State of Texas, which laws make it possible to divide a single corporation into two or more entities and to allocate the liabilities of the divided entity among those multiple entities. Other companies, including Bestwall LLC, DBMP LLC, Aldrich Pump LLC and Murray Boiler LLC, were involved in a divisional merger under Texas law prior to commencing a chapter 11 case in order to resolve current and future personal injury claims pursuant to the US Bankruptcy Code.

22. Upon the effectiveness of the divisional merger, Old JJCI ceased to exist and two new entities were created which shared a newly formed direct parent: (a) the Debtor, which was initially formed as a Texas limited liability company and then converted into a North Carolina limited liability company; and (b) another entity, which was initially formed as a Texas limited liability company and then merged into the direct parent, a New Jersey corporation. This entity then changed its name to Johnson & Johnson Consumer Inc. ("**New JJCI**"). As a result of the 2021 Corporate Restructuring, the Debtor holds certain of Old JJCI's assets and is responsible for all talc-related claims against Old JJCI (other than claims for which the exclusive remedy is provided under a workers' compensation statute or similar laws), as discussed in more detail below. New JJCI holds all other assets of Old JJCI and is solely responsible for all other liabilities of Old JJCI. New JJCI is now the direct parent of the ~~Chapter 11~~ Debtor.

23. The Debtor maintains its registered head office in New Jersey.

24. All members of the board of directors and all ~~senior~~ management of the Debtor reside in the United States.

25. To ensure that the Debtor has access to the services it needs to effectively operate its business in connection with the 2021 Corporate Restructuring, the Debtor entered into a services agreement (the "**Services Agreement**") with J&J Services, a non-debtor affiliate of the Debtor and a US-based subsidiary of the Debtor's ultimate non-debtor parent company, J&J.

26. Pursuant to the Services Agreement, J&J Services has agreed to provide the Debtor with certain corporate and administrative services, including treasury and procurement, corporate finance, accounting, human resources, information technology, legal, risk management, tax and other support services. These services are all provided out of the United States. In addition, the

Debtor and J&J Services entered into a secondment agreement pursuant to which J&J Services has agreed to second to the Debtor certain of its employees, including myself, the Debtor's Chief Legal Officer, on a full-time basis.

27. In connection with the commencement of the Chapter 11 Case, the Debtor filed an Informational Brief, which provides a more detailed overview of the talc litigation in the United States, related costs, and the proposed path forward in the Chapter 11 Case (the "**Informational Brief**"). A copy of the Informational Brief is attached hereto as **Exhibit "D"**.

Assets and Liabilities of the Debtor

28. As noted above, as part of the 2021 Corporate Restructuring, the Debtor became responsible for all talc-related claims against Old JJCI (other than claims for which the exclusive remedy is provided under a workers' compensation statute or similar laws).

29. The ~~design of the~~ 2021 Corporate Restructuring was designed to ensure that the Debtor has the same, if not greater, ability to fund the costs of defending and resolving future and present talc-related claims as Old JJCI did before the 2021 Corporate Restructuring. To that end, the Debtor received the following assets as part of the 2021 Corporate Restructuring:

(a) all equity interests in Royalty A&M LLC ("**Royalty**"), a North Carolina limited liability company and wholly owned subsidiary of the Debtor. Royalty owns a portfolio of royalty revenue streams, including revenue streams based on third-party sales. It plans to review royalty monetization opportunities in the healthcare industry and grow its business. Such opportunities include reinvesting the income from existing royalty revenue streams into the acquisition of additional external royalty revenue streams and providing financing to third parties, which financing would be secured by similar royalty streams. The Debtor estimates that the fair market value of the equity interest was approximately $367.1 million as of the Petition Date. Royalty is expected generate more than $50 million in revenue over the next five years as well as certain additional revenue thereafter;

(b) a bank account with approximately $6 million in cash;

(c) a funding agreement (the "**Funding Agreement**") between the Debtor, on the one hand, and J&J and New JJCI on the other;

(d) all contracts of Old JJCI related to talc-related litigation, including settlement agreements, interests in qualified settlement trusts, indemnity rights, service contracts and engagement and retention contracts, if any;

(e) causes of action that relate to the assets and liabilities allocated to the Debtor;

(f) privileges that relate to the assets and liabilities allocated to the Debtor; and

(g) records that relate to the assets and liabilities allocated to the Debtor.

30. The Funding Agreement imposes no repayment obligation on the Debtor. It obligates New JJCI and J&J (on a joint and several basis) to provide funding, up to the full value of New JJCI, to pay for costs and expenses of the Debtor incurred in the normal course of its business (a) at any time when there is no bankruptcy case and (b) during the pendency of any chapter 11 case, including the costs of administering a chapter 11 case, in both situations to the extent that cash distributions received by the Debtor from Royalty are insufficient to pay such costs and expenses.

31. In addition, the Funding Agreement requires New JJCI and J&J to, up to the full value of New JJCI, fund amounts necessary to (a) satisfy the Debtor's talc-related liabilities at any time when there is no bankruptcy case and (b) in the event of a chapter 11 filing, to provide funding for a trust, in both situations to the extent that any cash distributions received by the Debtor from Royalty are insufficient to pay such costs and expenses or funding (in the case of funding a trust) and further, in the case of the funding of a trust, the Debtor's other assets are insufficient to provide that funding..

32. The only asset ~~of~~that the Debtor ~~located~~will have in Canada ~~is a legal retainer paid~~are funds to be held by the Toronto office of Blake, Cassels & Graydon LLP, Canadian counsel to the Debtor. Such funds have been wired but not yet received at the time of swearing of this affidavit. I am informed by counsel that it will undertake to advise the Court when such funds are received.

IV. J&J CANADA

33. As set out in the organizational chart, J&J Canada, like the Debtor in the Chapter 11 Case, is a subsidiary of J&J.

34. J&J Canada is a federal corporation incorporated under the laws of Canada. Its principal place of business currently is in Markham, Ontario. J&J Canada engages in the business of importing, marketing, promoting, selling and/or distributing JOHNSON & JOHNSON® products in Canada. One of the products J&J Canada has marketed in Canada is JOHNSON'S® Baby Powder, which is the subject of the talc litigation.

35. J&J Canada is not a debtor in the Chapter 11 Case and is not named in any of the US talc litigation. J&J Canada is however, a Canadian Co-Defendant in the Canadian Actions (defined below).

V. FINANCIAL CHALLENGES & TALC CLAIMS

Talc Claims in the United States

36. As described above, the Debtor traces its history back to J&J's Baby Products business that was acquired by Old JJCI from J&J in 1979. Old JJCI continued to sell these talc-based products following this acquisition. On May 19, 2020, Old JJCI announced that it would permanently discontinue its line of talc-based JOHNSON'S® Baby Powder in the US and Canada. The decision was based on business considerations, including lack of sales due to misinformation about the safety of JOHNSON'S® Baby Powder.

37. The Chapter 11 Case was precipitated by the filings of thousands of talc-related lawsuits in the United States against, among others, Old JJCI and J&J, which allege that JOHNSON'S® Baby Powder purportedly causes ovarian cancer and mesothelioma. The Debtor is of the view that these claims have no valid scientific basis. Nevertheless, the number of claims has continued to increase and the Debtor anticipates that, absent finality reached through a global resolution, the talc claims and their associated burdens will continue for decades to come.

38. As of the Petition Date, there were approximately 38,000 ovarian cancer cases pending against Old JJCI in the United States, including approximately 35,000 cases pending in federal

multi-district litigation in New Jersey, and approximately 3,300 cases in multiple state court jurisdictions across the United States.

39. In addition to the ovarian claims, more than 430 mesothelioma cases were pending against Old JJCI on the Petition Date in the United States.

Talc Claims in Canada

40. In addition to the talc claims faced by Old JJCI in the United States, Old JJCI, J&J, J&J Canada and Valeant Pharmaceuticals International, Inc. (“**Valeant**”), now Bausch Health Companies Inc. (“**Bausch**”), are named co-defendants (collectively, the “**Canadian Co-Defendants**”) in some or all of the talc lawsuits commenced in Canada (collectively, the “**Canadian Actions**”).

41. Unlike J&J, J&J Canada and Old JJCI, the Canadian Co-Defendant Bausch is not now, nor was it previously, a member of the J&J Group. Bausch is a multinational, specialty pharmaceutical and medical device company that develops, manufactures and markets a broad range of pharmaceuticals, over-the-counter products and medical devices. Bausch is headquartered in Laval, Quebec and, in 2013, was continued under the British Columbia *Business Corporations Act*.

42. Effective July 2018, Valeant changed its name to Bausch. On or about September 28, ~~2021~~2012, Valeant acquired certain assets from Old JJCI, including the rights in the brand Shower to Shower®, an absorbent body powder.

43. The Debtor, as successor to Old JJCI, has indemnified Bausch with respect to talc-related liabilities.

44. The Canadian Actions are set out in more detail below together with the current status of each action:

Date, Jurisdiction and Case Number	Type of Proceeding and Status	Plaintiff(s)	Defendants
March 24, 2016 **British Columbia (New Westminster), No. 179011**	Proposed Class Action. certification application dismissed against Valeant and adjourned with leave to amend and file additional evidence as against J&J Group entities.	Linda Williamson	Johnson & Johnson, Johnson & Johnson Consumer Companies Inc., Johnson & Johnson, Inc. and Valeant Pharmaceuticals International
April 12, 2016 **Quebec (Montreal), No. 500-06-000787-164**	Authorized (certified) as class action.	Rosemary Kramar	Johnson & Johnson, Johnson & Johnson Consumer Inc., Johnson & Johnson Inc., and Valeant Pharmaceuticals International Inc.
May 18, 2016 **Ontario (Toronto), CV-16-553046**	Proposed class action (certification motion has not been heard or decided).	Cindy Lou Strathdee, Mario Nunziato, Matthew Strathdee, Shaeda Begum Farroqi-Willison, Gerald Douglas Willison, Theres Bernier, by her estate representative Marilyne Bernier, Marilyne Bernier, Janet Heaton and Barry Heaton	Johnson & Johnson Inc., Johnson & Johnson, and Johnson & Johnson Consumer Companies Inc.
August 22, 2019 **Alberta (Calgary), No.**	Proposed class action (currently	Diane DiSanto	Johnson & Johnson, Johnson

1901-11748	inactive).		& Johnson Consumer Companies, Inc., and Johnson & Johnson Inc.
October 26, 2020 **British Columbia (Vancouver Registry), VLC-S-S-2011369**	Individual action (at pleadings stage).	Amanda Lorraine Lee	Johnson & Johnson, Johnson & Johnson Consumer Companies Inc., Johnson & Johnson Inc.

45. As set out in the above chart, the Debtor is not, itself, a named defendant in any of the Canadian Actions, but, Old JJCI is a named defendant in all of the Canadian Actions.

46. On November 16, 2021, I swore an affidavit attesting that any liabilities for the claims that are the subject of the Ontario Strathdee class action were transmitted (allocated) from Old JJCI to LTL, and that Old JJCI no longer exists. This affidavit was sworn in support of an order to continue that action against LTL rather than Old JJCI pursuant to Rule 11 of the *Ontario Rules of Civil Procedure*. A requisition has since been filed with Registrar, along with the affidavit, for the order to continue.

47. Similarly, a Notice of Continuance was filed in the Quebec Kramar class action on December 3, 2021 advising that the Old JJCI no longer exists, that any liabilities for the claims that are the subject of that action were transmitted (allocated) to a LTL and that it is continuing as the defendant in place of Old JJCI. The Notice of Continuance was not contested and was deemed admitted on December 13, 2021.

Financial Challenges Resulting from Talc Litigation

48. ~~47.~~ Prior to the Petition Date, roughly 1,300 ovarian cancer and over 250 mesothelioma cases were dismissed in the United States without payment and Old JJCI had achieved 16 key defense verdicts, including four trial decisions in 2021 alone. Old JJCI also succeeded in obtaining reversals of many plaintiff verdicts on appeal. Despite these results, Old JJCI was also subject to a number of plaintiff verdicts involving divergent compensatory and punitive damage awards.

49. ~~48.~~ All ovarian cancer plaintiff verdicts to date have been reversed on appeal with the exception of the *Ingham* case in St. Louis, Missouri. Although the verdict in *Ingham* was reversed in part and reduced, total damages in the amount of approximately $2.243 billion were awarded.

50. ~~49.~~ Prior to the commencement of the Chapter 11 Case, Old JJCI incurred nearly $1 billion in costs to defend personal injury lawsuits relating to alleged talc exposure, nearly all of which was spent in the last five years. In the months prior to the Petition Date, Old JJCI was paying defense costs in the range of $10 million to $20 million a month. In addition to these costs, Old JJCI has made approximately $3.5 billion in indemnity payments in connection with settlements and verdicts (all amounts in USD).

51. ~~50.~~ Prior to the 2021 Corporate Restructuring, the talc claims against Old JJCI were anticipated to continue for decades more and grow, as were extraordinary costs of defending and resolving tens of thousands of anticipated claims. In addition to the influx of ovarian cancer claims, plaintiffs have also filed mesothelioma claims. Plaintiff experts estimate that the latency period for mesothelioma can be as long as 60 years and have begun to allege latency periods for

ovarian cancer allegedly caused by asbestos exposure in talc products. As a result, even though Old JJCI stopped selling its talc-based JOHNSON'S® Baby Powder in North America in 2020, individuals who develop mesothelioma in 2080 and beyond could sue the Debtor (as successor to Old JJCI), potentially drawing out litigation beyond the end of this century.

52. ~~51.~~ The Debtor asserts that it has insurance coverage for its talc-related liabilities. In particular, the Debtor has access to certain primary and excess liability insurance policies that cover, among other things, the defense and/or indemnity costs related to talc bodily injury claims, subject to the terms of the policies.[2] In total, the limits of solvent primary and excess insurance policies issued to J&J by third-party insurers that potentially cover talc-related liabilities are in excess of $1.95 billion. J&J and Old JJCI have tendered talc-related claims to their third-party insurers. To date, none of those insurers has acknowledged its coverage obligations, defended Old JJCI or J&J, paid its costs of defense, or indemnified J&J or Old JJCI for settlements or judgments. Instead, the third-party insurers have asserted coverage defenses.

VI. THE CHAPTER 11 PROCEEDINGS

53. ~~52.~~ As described above, Old JJCI was subject to a deluge of talc-related claims during the last 5 years and the significant number of claims being filed against it were expected to continue unabated, if not increase, for decades more. In addition, the inconsistent results of the litigation created substantial uncertainty and inhibited Old JJCI's ability to focus on its business operations. After consideration of the cost, burden, uncertainty and anticipated duration of the talc litigation, the Debtor determined that the filing of the Chapter 11 Case in the North Carolina Bankruptcy

[2] The policies that cover the Debtor were issued to J&J as Named Insured. Those policies cover the period when Old JJCI was operated as a business unit of J&J, as well as during the period when Old JJCI was a subsidiary of J&J. Old JJCI's rights to coverage were allocated to the Debtor in connection with the 2021 Corporate Restructuring.

Court was prudent and necessary. The Debtor further concluded that the Chapter 11 Case offered the only alternative for equitably and permanently resolving all current and future talc-related claims against it.

~~53. On the Petition Date, the Debtor filed the following First Day Motions in the North Carolina Bankruptcy Court, copies of which are included in the Compendium of US Materials filed with the Foreign Representative's Application Record:~~

~~(a) *Debtor's Application for an Order Authorizing the Retention and Employment of Epiq Corporate Restructuring, LLC as Claims, Noticing and Ballot Agent;*~~

~~(b) *Debtor's Motion for an Order: (I) Authorizing it to File a List of the Top Law Firms with Talc Cases Against the Debtor in Lieu of the List of 20 Largest Unsecured Creditors; (II) Approving Certain Notice Procedures for Talc Claimants; and (III) Approving the Form and Manner of Notice of Commencement of This Case;*~~

~~(c) *Debtor's Motion for Entry of an Order Establishing Certain Notice, Cash Management and Administrative Procedures;* and~~

~~(d) *Debtor's Motion for an Order: (I) Approving the Continued Use of Its Bank Account and Business Forms; (II) Granting a Waiver of the Requirements of Section 345(b) of the Bankruptcy Code; and (III) Authorizing the Debtor's Bank to Charge Certain Fees and Other Amounts.*~~

54. The ~~Foreign Representative is seeking recognition of each of the orders made in respect of the First Day Motions (the "**First Day Orders**"). Copies of the First Day Orders entered by the~~ North Carolina Bankruptcy Court entered the following first day orders in respect of the Chapter

11 Case (the "**First Day Orders**") on November 4, 2021 and November 12, 2021, respectively~~, are included in the Compendium of US Materials as follows~~:

(a) *Order Authorizing the Retention and Employment of Epiq Corporate Restructuring, LLC as Claims, Noticing and Ballot Agent;*

(b) *Order: (I) Authorizing it to File a List of the Top Law Firms with Talc Cases Against the Debtor in Lieu of the List of 20 Largest Unsecured Creditors; (II) Approving Certain Notice Procedures for Talc Claimants; and (III) Approving the Form and Manner of Notice of Commencement of This Case;*

(c) *Order Establishing Certain Notice, Case Management and Administrative Procedures;* and

(d) *Order: (I) Approving the Continued Use of Its Bank Account and Business Forms; (II) Granting a Waiver of the Requirements of Section 345(b) of the Bankruptcy Code; and (III) Authorizing the Debtor's Bank to Charge Certain Fees and Other Amounts.*

55. An executive summary of each of the First Day Orders, prepared by counsel, is attached hereto as **Exhibit "E"**.

The US Preliminary Injunction and Change of Venue

56. As noted above, at the First Day Hearing, the North Carolina Bankruptcy Court issued a TRO in favour of the Debtor and Old JJCI, but did not reach a final decision regarding whether a stay order should be extended to the other Protected Parties.

57. On October 21, 2021, the Debtor filed a complaint commencing an adversary proceeding against the plaintiffs in pending talc-related lawsuits against Old JJCI (the "**Complaint**"). The purpose of the Complaint was to obtain (a) a declaration that the automatic stay in place in respect of the Debtor by virtue of the filing of the Petition also applies stay the commencement or continuation of talc-related claims against the Protected Parties; (b) a preliminary injunction enjoining such actions; and (c) a TRO in respect of such actions pending a final hearing. Consistent with US bankruptcy practice, contemporaneously, the Debtor filed a motion in the Chapter 11 Case seeking the same relief requested in the Complaint. Copies of the Complaint and related motion are ~~included in the Compendium of US Materials~~attached hereto as **Exhibits "F"** and **"G"** respectively.

58. The Debtor argued that the requested relief was both appropriate and necessary. It was the Debtor's position before the North Carolina Bankruptcy Court that to permit the claimants to continue or commence talc-related lawsuits against the Protected Parties while the Debtor simultaneously works to reorganize by resolving the same claims in its Chapter 11 Case pursuant to the US Bankruptcy Code would (a) defeat the purpose of the Debtor's bankruptcy case, (b) result in irreparable harm to the Debtor's estate due to indemnification obligations in favour of certain of the Protected Parties, (c) undermine and circumvent the purposes and spirit of the automatic stay, and (d) divert the Debtor from its reorganization efforts.

59. The matter was heard on November 4 and 5, 2021. On November 10, 2021, by which time the original TRO in respect of the Debtor and Old JJCI had expired, the North Carolina Bankruptcy Court issued an interim ruling embodied in the *Order Granting the Debtor's Request for Preliminary Injunctive Relief* dated November 15, 2021 (the "**US Preliminary Injunction**").

A copy of the US Preliminary Injunction is ~~included in the Compendium of US Materials~~attached hereto as **Exhibit "H"**.

60. Pursuant to the US Preliminary Injunction, the Debtor obtained a preliminary ruling in effect for 60 days, subject to modification or extension by court order, staying and enjoining commencement or continuation of any action by the plaintiffs, including the plaintiffs in the Canadian Actions, seeking to hold the following entities liable for ~~Debtor~~Enjoined Talc Claims:

(a) the Debtor

(b) Old JJCI;

(c) the Debtor's non-debtor affiliates set forth specifically on an Appendix ~~A~~B to the Complaint (the "**Protected Party Appendix**"), including J&J, New JJCI and J&J Canada;

(d) third party retailers who sold Old JJCI's talc-containing products and other third parties, including Valeant and Bausch, whom the Debtor has indemnified contractually, also set forth on the Protected Party Appendix; and

(e) insurance entities set forth on the Protected Party Appendix.

(collectively, the "**Protected Parties**").

61. Also on November 10, 2021, the North Carolina Bankruptcy Court made a ruling directing that the Chapter 11 Case be transferred to the District of New Jersey. This ruling is embodied in the *Order Transferring Case to District of New Jersey* dated November 16, 2021 (the "**Transfer of Venue Order**"). A copy of the Transfer of Venue Order is ~~included in the Compendium of US Materials~~attached hereto as **Exhibit "I"**.

62. The North Carolina Bankruptcy Court considered that New Jersey was the more appropriate forum to hear the Chapter 11 Case. The Court considered various factors, including that certain multi-district litigation in the federal court is pending in New Jersey.

63. Following transfer of the Chapter 11 Case to the New Jersey Bankruptcy Court, a status conference was held before Judge Michael B. Kaplan (the "**Status Conference**"). At the Status Conference, the New Jersey Bankruptcy Court scheduled a hearing for January 11, 2022 to determine whether a more permanent injunction should be put in place. The US Preliminary Injunction currently expires on January 14, 2022.

The Foreign Representative Order

64. At the Status Conference, a hearing was also scheduled for December 15, 2021 to hear the *Debtor's Motion Pursuant to U.S.C. §1505 for an Order Authorizing it to Act as Foreign Representative on Behalf of the Debtor's Estate* (the "**Foreign Representative Motion**"). A copy of the Foreign Representative Motion is ~~included in the Compendium of US Materials~~attached hereto as **Exhibit "J"**.

65. Pursuant to the Foreign Representative Motion, the Debtor sought authorization to act as the Foreign Representative on behalf of its estate in any judicial or other proceedings in Canada.

66. On December 8, 2021, the Official Committee of Talc Claimants (the "**Claimant Committee**") filed a limited objection in the Chapter 11 Case to the Foreign Representative Motion on the basis that the role of the foreign recognition proceeding should solely be to enforce the US Preliminary Injunction.

67. ~~66. On~~This objection was ultimately resolved and on December 15, 2021, the New Jersey Bankruptcy Court granted the *Order Authorizing the Debtor to Act as Foreign Representative on Behalf of the Debtor's Estate* (the "**Foreign Representative Order**"). ~~A copy of~~At the time of swearing of this affidavit, a certified copy of the entered order is not yet available. I am informed by counsel that it will undertake to deliver such certified copy to this Court as soon as it becomes available. The Debtor has submitted the Foreign Representative Order ~~is included in the Compendium of US Materials~~to the New Jersey Bankruptcy Court in the form attached as **Exhibit "K"**to be issued and entered.

68. The Foreign Representative Order expressly authorizes the Debtor, in its capacity as Foreign Representative, to (a) seek recognition of the Chapter 11 Case in Canada, (b) request that the Canadian Court (as defined therein) grant comity to the Foreign Representative and the Chapter 11 Case, (c) seek any other appropriate relief from the Canadian Court that is just and proper in furtherance of the protection of the Debtor's estate, and (d) consistent with any orders of the Canadian Court, pay the costs of the Information Officer (defined below) and its counsel, each without further order of the New Jersey Bankruptcy Court.

69. ~~67.~~ Accordingly, the Foreign Representative is before this Court seeking to have the ~~First Day Orders,~~ US Preliminary Injunction and Foreign Representative Order~~ (collectively, the "**Foreign Orders**")~~ recognized in Canada.

Motion to Dismiss

70. ~~68.~~ On December 1, 2021, the ~~Official Committee of Talc Claimants (the "~~Claimant Committee~~")~~ in the Chapter 11 Case filed a motion to dismiss the Chapter 11 Case (the "**Motion to Dismiss**"). The Claimant Committee asserts that the 2021 Corporate Restructuring was

improper and that the Chapter 11 Case should be dismissed "for cause". The Debtor strongly disputes this position and maintains that 2021 Corporate Restructuring was proper and that the Chapter 11 Case was filed in good faith and should not be dismissed.

71. ~~69.~~ The New Jersey Bankruptcy Court is scheduled to hear the Motion to Dismiss on February 15, 2022.

VII. RECOGNITION

72. ~~70.~~ The Debtor requests Canadian recognition of the Chapter 11 Case as a "foreign main proceeding" and related relief, including a stay of proceedings.

73. ~~71. The~~While the Debtor is responsible for the talc related claims against Old JJCI, the Debtor is not itself a named Canadian Co-Defendant in all of the Canadian Actions and has no material assets in Canada. Thus, the stay arising upon recognition of the Chapter 11 Case in respect of the Debtor ~~would be of limited utility~~does not adequately protect the Debtor's estate. Absent ~~the~~ recognition of the US Preliminary Injunction as well, the Canadian Actions may be able to proceed, resulting in unequal treatment as between US and Canadian plaintiffs, as plaintiffs in the US actions are currently stayed as a result of the Chapter 11 Case and the US Preliminary Injunction.

74. ~~72.~~ It is for this reason - to bring symmetry between the two neighbouring jurisdictions - that the Foreign Representative seeks recognition of the US Preliminary Injunction

75. ~~73.~~ In addition, if the requested relief is not granted, the Debtor may then be forced to participate in the Canadian Actions to protect its interests. The Debtor may also be subject to

various discovery requests if the Canadian Actions proceed in respect of Old JJCI and the Canadian Co-Defendants, consuming funds and internal human resources of the Debtor.

76. ~~74.~~ The fundamental purpose of the Chapter 11 Case is to implement a global resolution of the Debtor's talc liability. In the Foreign Representative's view, in order to pursue ~~the proposed~~a global resolution ~~and to maximize~~for the benefit of ~~the resolution for~~all its stakeholders, it is necessary and appropriate to pause the Canadian Actions.

77. ~~75.~~ In this regard, the Foreign Representative notes that:

(a) the plaintiffs in the Canadian Actions were named in the Complaint and the Canadian Co-Defendants were included as Protected Parties;

(b) the plaintiffs in the Canadian Actions have~~, in most cases,~~ asserted claims which are intended to be resolved as part of the Chapter 11 Case;

(c) the unliquidated claims in the US against the Debtor, as successor to Old JJCI, have significant overlapping ~~legal and economic~~ issues with the claims asserted in the Canadian Actions; and

(d) the Chapter 11 Case presents a unique opportunity for the parties to explore resolution of the claims instead of the current litigious path, which is costly and time consuming~~; and~~

~~(e) if no resolution can be negotiated with respect to the Canadian Actions, there is little prejudice to the plaintiffs as the proceedings can be continued after the pause imposed by the stay~~.

78. ~~76.~~ Accordingly, in addition to seeking recognition of the Chapter 11 Case as a foreign-main proceeding, the Foreign Representative is seeking, among other things, recognition and enforcement of the US Preliminary Injunction in Canada.

VIII. INFORMATION OFFICER

79. ~~77.~~ The Foreign Representative, is also requesting that the Court appoint E&Y as the information officer (in such capacity, the "**Information Officer**") to ensure that this Court is kept apprised of the status of the Chapter 11 Case by an independent third-party licensed insolvency professional and to assist in providing information to and responding to inquiries from interested parties in Canada.

80. ~~78.~~ E&Y has consented to this appointment. A copy of E&Y's consent to act is attached hereto as **Exhibit "~~F~~L"**.

IX. NOTICE

81. ~~79.~~ The proposed Initial Recognition Order provides that no notice will be required to be published in any newspaper in Canada.

82. ~~80.~~ I believe that an order dispensing with the requirement under section 53(b) of the CCAA is appropriate in the circumstances as (a) plaintiffs' counsel in the Canadian Actions were provided with notice of this application on December 3, 2021 by way of letter enclosing the Foreign Representative's draft Application Record (Canadian counsel to the Official Committee of Talc Claimants was provided with the draft Application Record on December 10, 2021), which included a draft of this affidavit in substantially the same form sworn by me today, and (b)

with the exception of the plaintiffs in the Canadian Actions, creditors, suppliers, customers, employees and other stakeholders in Canada are not affected by the Chapter 11 Case.

83. ~~81.~~ Additionally, all documents related to the Chapter 11 Case are available to ~~creditors~~the public on a website that has been established by the Claims, Noticing and Ballot Agent, Epiq Corporate Restructuring LLC at the following URL: https://dm.epiq11.com/case/ltl/info ~~and~~. All documents related to the within recognition proceeding will be available to the public on a website established by the Information Officer at the following URL: ~~[•]~~www.ey.com/ca/ltlmanagement.

X. CONCLUSION

84. ~~82.~~ The Chapter 11 Case presents the only alternative for the Debtor to resolve the current and future talc-related claims it faces equitably and permanently. Recognition of the Chapter 11 Case in Canada is a vital step in the Debtor achieving a permanent and complete resolution of its liabilities.

85. ~~83.~~ Similarly, absent recognition of the US Preliminary Injunction, the Canadian Actions ~~will~~may continue to progress, serving as a distraction and demand on the Debtor's resources for the duration of the Chapter 11 Case.

86. ~~84.~~ Recognition of the Chapter 11 Case will facilitate the Debtor's progression towards a plan of reorganization. If a plan is filed and approved by the requisite majorities of creditors and the New Jersey Bankruptcy Court, the Foreign Representative intends to return to this Court to seek recognition of the plan confirmation order.

SWORN remotely by ~~______________~~John K. Kim at the City of ~~______________~~Princeton in the State of ~~_____________~~New Jersey, before me at the City of ~~_________~~Burlington, in the ~~State~~Province of ~~_____________~~Ontario, on ~~November _____~~December 16, 2021, in accordance with O.Reg.431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits

JOHN K. KIM

EXHIBIT "E"

SUMMARY OF FIRST DAY ORDERS

Name of Order	Date Granted	Summary
Order Establishing Certain Notice, Case Management and Administrative Procedures	11/4/2021	This order approves case management procedures, including procedures regarding omnibus hearings, filings, service, notice, and various other case management procedures.
Order (A) Authorizing the Debtor to File a List of the Top Law Firms with Talc Cases Against the Debtor in Lieu of the List of the 20 Largest Unsecured Creditors; (B) Approving Certain Notice Procedures for Talc Claimants; and (C) Approving the Form and Manner of Notice of Commencement of this Case	11/4/2021	This order authorizes the Debtor to file a list of top law firms with the most significant representation of parties with talc claims against the Debtor in lieu of a list of the 20 largest unsecured creditors; approves notice procedures that allow, among other things, materials to be delivered to claimants' counsel, rather than to the individual claimants; and approves the form and manner of the case commencement notice.
Order Authorizing the Retention and Employment of Epiq Corporate Restructuring, LLC as Claims, Noticing and Ballot Agent Professional	11/4/2021	This order authorizes the retention and employment of Epiq as Debtor's claims, noticing and ballot agent.
Order (I) Approving the Continued Use of Its Bank Account and Business Forms; (II) Granting a Waiver of the Requirements of Section 345(b) of the Bankruptcy Code; and (III) Authorizing the Debtor's Bank to Charge Certain Fees and Other Amounts	11/12/2021	This order authorizes the Debtor's continued use of its existing bank account and business forms and authorizes the Debtor to open and close bank accounts, as necessary or appropriate. This order also grants the Debtor a waiver of the requirements of section 345(b) of the US Bankruptcy to the extent the funds maintained in its bank account exceed the amount insured by the Federal Deposit Insurance Corporation or Federal Savings & Loan Insurance Corporation. Section 345(b) requires an entity with which funds are deposited to provide a bond or deposit

		of certain securities where funds are not insured or guaranteed by the United States. Lastly, this Order authorizes, but does not direct, any bank of the Debtor to honour certain transfers, provided that sufficient funds are available int eh applicable accounts to cover such transfers and charge bank fees.

Court File No.: CV-21-00673856-00CL

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding Commenced at Toronto

AFFIDAVIT OF JOHN K. KIM
Sworn December ~~●~~ 16, 2021

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Lawyers for LTL Management~~,~~ LLC, in its

~~24219497.10~~

capacity as Foreign Representative

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Moved cell	
Split/Merged cell	
Padding cell	

Statistics:

	Count
Insertions	82
Deletions	92
Moved from	1
Moved to	1
Style change	0
Format changed	0
Total changes	176

TAB 3 – Blackline of Draft Initial Recognition Order

Court File No.

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.	)	~~THURSDAY~~FRIDAY, THE 17TH
	)	
JUSTICE PATTILLO	)	DAY OF DECEMBER, 2021

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

AND IN THE MATTER OF LTL MANAGEMENT LLC

APPLICATION OF LTL MANAGEMENT LLC
UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT

INITIAL RECOGNITION ORDER
(FOREIGN MAIN PROCEEDING)

THIS APPLICATION, made by LTL Management LLC (the "**Debtor**"), in its capacity as the foreign representative (in such capacity, the "**Foreign Representative**") of the Debtor, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form included in the Application Record, was heard this day by video conference.

ON READING the Notice of Application and the affidavit of John K. Kim sworn December ~~[•]~~16, 2021, filed, and upon being provided with copies of the documents required by section 46 of the CCAA,

AND UPON BEING ADVISED by counsel for the Foreign Representative that in addition to this Initial Recognition Order, a Supplemental Order (Foreign Main Proceeding) is being sought,

AND UPON HEARING the submissions of counsel for the Foreign Representative and counsel for Ernst & Young Inc., in its capacity as proposed information officer (the "**Information Officer**"), counsel for the Official Committee of Talc Claimants (the "**Official Committee**"), no one else appearing although properly served as appears from the Affidavit of Service of Caitlin McIntyre sworn December ~~[•]~~16, 2021, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

FOREIGN REPRESENTATIVE

2. **THIS COURT ORDERS AND DECLARES** that the Foreign Representative is the "foreign representative", as defined in section 45 of the CCAA, of the Debtor in respect of the case commenced by the Debtor in the United States Bankruptcy Court of North Carolina – Western District pursuant to chapter 11 of title 11 of the United States Bankruptcy Code which has been transferred to the United States Bankruptcy Court of the District of New Jersey (the "**Foreign Proceeding**").

CENTRE OF MAIN INTEREST AND RECOGNITION OF FOREIGN PROCEEDING

3. **THIS COURT DECLARES** that the centre of its main interests for the Debtor is the United States of America and that the Foreign Proceeding is hereby recognized as a "foreign main proceeding" as defined in section 45 of the CCAA.

STAY OF PROCEEDINGS

4. **THIS COURT ORDERS** that until otherwise ordered by this Court:

(a) all proceedings taken or that might be taken against the Debtor under the

Bankruptcy and Insolvency Act or the *Winding-up and Restructuring Act* are stayed;

(b) further proceedings in any action, suit or proceeding against the Debtor are restrained; and

(c) the commencement of any action, suit or proceeding against the Debtor is prohibited.

NO SALE OF PROPERTY

5. **THIS COURT ORDERS** that, except with leave of this Court, the Debtor is prohibited from selling or otherwise disposing of:

(a) outside the ordinary course of its business, any of its property in Canada that relates to the business; and

(b) any of its other property in Canada.

GENERAL

6. **THIS COURT ORDERS** that the Foreign Representative shall not be required to publish notice pursuant to Section 53(b) of the CCAA in any newspaper in Canada.

7. **THIS COURT ORDERS AND DECLARES** that this Order shall be effective as of 12:01 a.m. on the date of this Order.

8. **THIS COURT ORDERS** that each of the Foreign Representative and the Information Officer shall 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

9. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, to give effect to this Order and

to assist the Debtor and the Foreign Representative and their respective counsel and 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 Representative, 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 Representative, and the Information Officer and their respective agents in carrying out the terms of this Order.

10. **THIS COURT ORDERS** that this Court is seized of these proceedings and any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days notice to the Foreign Representative and its counsel, the Information Officer and its counsel, and to any other party or parties likely to be affected by the Order sought, or upon such other notice, if any, as this Court may order.

Court File No.:

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

AND IN THE MATTER OF LTL MANAGEMENT LLC

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding Commenced at Toronto

INITIAL RECOGNITION ORDER
(FOREIGN MAIN PROCEEDING)

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Lawyers for ~~the~~LTL Management, LLC, in its capacity as Foreign Representative

Document comparison by Workshare 10.0 on Thursday, December 16, 2021 11:40:18 AM

Input:	
Document 1 ID	PowerDocs://TOR_2528/24241184/2
Description	TOR_2528-#24241184-v2-Draft_Initial_Recognition_Order
Document 2 ID	PowerDocs://TOR_2528/24241184/3
Description	TOR_2528-#24241184-v3-Draft_Initial_Recognition_Order
Rendering set	Standard

Legend:	
Insertion	
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Format change	
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Split/Merged cell	
Padding cell	

Statistics:	
	Count

Insertions	23
Deletions	12
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	35

TAB 4 – Blackline of Draft Supplemental Order

Court File No. ~~——~~CV-21-00673856-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.	)	~~THURSDAY~~FRIDAY, THE 17TH
	)	
JUSTICE PATTILLO	)	DAY OF DECEMBER, 2021

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

AND IN THE MATTER OF LTL MANAGEMENT LLC

APPLICATION OF LTL MANAGEMENT LLC UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*

SUPPLEMENTAL ORDER
(FOREIGN MAIN PROCEEDING)

THIS APPLICATION, made by LTL Management LLC (the "**Debtor**"), in its capacity as the foreign representative (in such capacity, the "**Foreign Representative**") of the Debtor, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form included in the Application Record, was heard this day by video conference.

ON READING the Notice of Application and the affidavit of John K. Kim sworn December ~~[•]~~16, 2021, filed, and upon being provided with copies of the documents required by section 46 of the CCAA,

AND UPON HEARING the submissions of counsel for the Foreign Representative and counsel for Ernst & Young Inc., in its capacity as proposed information officer (the "**Information Officer**"), counsel for the Official Committee of Talc Claimants (the "**Official Committee**"), no one else appearing although properly served as appears from the Affidavit of Service of Caitlin McIntyre sworn December ~~[•]~~16, 2021, filed, and on reading the consent of the proposed Information Officer to act as the information officer, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

INITIAL RECOGNITION ORDER

2. **THIS COURT ORDERS** that any capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Initial Recognition Order (Foreign Main Proceeding) dated December 17, 2021 (the "**Recognition Order**").

3. **THIS COURT ORDERS** that the provisions of this Supplemental Order shall be interpreted in a manner complementary and supplementary to the provisions of the Recognition Order, provided that in the event of a conflict between the provisions of this Supplemental Order and the provisions of the Recognition Order, the provisions of the Recognition Order shall govern.

RECOGNITION OF FOREIGN ORDERS

4. **THIS COURT ORDERS** that the following ~~orders (collectively, the "**Foreign Orders**")~~order of the United States Bankruptcy Court for the Western District of North Carolina made in the Foreign Proceeding ~~(as defined in the Recognition Order) are~~is hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA:

~~(a) *Order Authorizing the Retention and Employment of Epiq Corporate Restructuring, LLC as Claims, Noticing and Ballot Agent;*~~

~~(b) *Order: (I) Authorizing it to File a List of the Top Law Firms with Talc Cases Against the Debtor in Lieu of the List of 20 Largest Unsecured Creditors; (II) Approving Certain Notice Procedures for Talc Claimants; and (III) Approving the Form and Manner of Notice of Commencement of This Case;*~~

~~(c) *Order Establishing Certain Notice, Case Management and Administrative Procedures;*~~

~~(d) *Order: (I) Approving the Continued Use of Its Bank Account and Business Forms; (II) Granting a Waiver of the Requirements of Section 345(b) of the Bankruptcy Code; and (III) Authorizing the Debtor's Bank to Charge Certain Fees and Other Amounts;* and~~

(a) ~~(e)~~ *Order Granting the Debtor's Request for Preliminary Injunctive Relief* (the "**US Preliminary Injunction**"),

~~(copies~~ a copy of ~~each such Foreign Orders are~~which is attached as ~~Schedules~~Schedule "A" ~~to "E"~~ hereto~~)~~,

provided, however, that in the event of any conflict between the terms of the ~~Foreign Orders~~US Preliminary Injunction and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to the applicability of the US Preliminary Injunction in Canada and with respect to Property (~~as~~ defined below) in Canada.

5. **THIS COURT ORDERS** that the following order of the United States Bankruptcy Court of the District of New Jersey (the "**New Jersey Bankruptcy Court**") made in the Foreign Proceeding ~~(as defined in the Recognition Order) are~~is hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA:

(a) *Order Authorizing LTL Management LLC to Act as Foreign Representative Pursuant to Section 1505 of the Bankruptcy Code*~~,~~ (the "**Foreign Representative**

Order") a copy of which is attached Schedule "~~F~~B" hereto ~~(the "**Foreign Representative Order**")~~,

provided, however, that in the event of any conflict between the terms of the Foreign Representative Order and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to the applicability of the Foreign Representative Order in Canada and with respect to Property ~~(as defined below)~~ in Canada.

APPOINTMENT OF INFORMATION OFFICER

6. **THIS COURT ORDERS** that the Information Officer is hereby appointed as an officer of this Court, with the powers and duties set out herein and in any other Order made in these proceedings.

~~**NO PROCEEDINGS AGAINST THE DEBTOR OR THE PROPERTY**~~

~~7. **THIS COURT ORDERS** that until such date as this Court may order (the "**Stay Period**") no proceeding or enforcement process in any court or tribunal in Canada (each, a "**Proceeding**") shall be commenced or continued against or in respect of the Debtor or affecting its business (the "**Business**") or its current and future assets, undertakings and properties of every nature and kind whatsoever, situate in Canada, including all proceeds thereof (the "**Property**"), except with the written consent of the Foreign Representative after consultation with the Information Officer or leave of this Court, and any and all Proceedings currently under way against or in respect of the Debtor or affecting the Business or the Property, including but not limited to the actions set out on Schedule "G" hereto (collectively, the "**Canadian Litigation**") are hereby stayed and suspended pending further Order of this Court. All counterclaims, cross-claims and third party claims of, against, or in respect of the Debtor in the Canadian Litigation are likewise subject to this stay of Proceedings during the Stay Period.~~

~~**NO EXERCISE OF RIGHTS OR REMEDIES**~~

~~8. **THIS COURT ORDERS** that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities (all of the~~

~~foregoing, collectively being "**Persons**" and each being a "**Person**") against or in respect of the Debtor or the Foreign Representative, or affecting the Business or the Property, are hereby stayed and suspended except with leave of this Court, provided that nothing in this Order shall (i) prevent the assertion of or the exercise of rights and remedies outside of Canada, (ii) empower the Debtor to carry on any business in Canada which the Debtor is not lawfully entitled to carry on, (iii) affect such investigations or Proceedings by a regulatory body as are permitted by section 11.1 of the CCAA, (iv) prevent the filing of any registration to preserve or perfect a security interest, or (v) prevent the registration of a claim for lien.~~

~~NO INTERFERENCE WITH RIGHTS~~

~~9. **THIS COURT ORDERS** that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Debtor and affecting the Business in Canada, except with the written consent of the Foreign Representative after consultation with the Information Officer or leave of this Court.~~

ADDITIONAL ~~PROTECTIONS~~

~~10. **THIS COURT ORDERS** that during the Stay Period, all Persons having oral or written agreements with the Debtor or statutory or regulatory mandates for the supply of goods and/or services in Canada, including without limitation all computer software, communication, web hosting and other data services, centralized banking or payment processing services, payroll services, insurance, storage, transportation, delivery or logistics services, utility or other services provided in respect of the Property or Business of the Debtor, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Debtor, and that the Debtor shall be entitled to the continued use in Canada of its current premises, telephone numbers, facsimile numbers, internet addresses and domain names.~~

~~11. **THIS COURT ORDERS** that during the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any~~

~~of the former, current or future directors or officers of the Debtor with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of the Debtor whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations.~~

PROVISIONS RE: US PRELIMINARY INJUNCTION

7. ~~12.~~ **THIS COURT ORDERS** that in ~~furtherance of the US Preliminary Injunction and to give greater effect to~~connection with the recognition of the US Preliminary Injunction, the ~~Debtor~~Enjoined Talc Claims[1] set out in Schedule "~~G~~C" hereto are hereby stayed as to the Defendants (as defined in the US Preliminary Injunction), including in respect of Johnson & Johnson Consumer Inc. (including all former names and corporate predecessors, including Johnson & Johnson Consumer Companies, Inc.), Johnson & Johnson, Johnson & Johnson Inc., Valeant Pharmaceuticals International, Inc. and Bausch Health Companies Inc. until the expiry of the US Preliminary Injunction, ~~as may be~~by its terms, unless extended by further order of the New Jersey Bankruptcy Court or the United States District Court for the District of New Jersey.

8. ~~13.~~ **THIS COURT ORDERS** that no Proceeding shall be commenced or continued against or in respect of the Information Officer, except with leave of this Court. In addition to the rights and protections afforded to the Information Officer herein, or as an officer of this Court, the Information Officer shall have the benefit of all of the rights and protections afforded to a Monitor under the CCAA and shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part.

OTHER PROVISIONS RELATING TO INFORMATION OFFICER

9. ~~14.~~ **THIS COURT ORDERS** that the Information Officer:

[1] "~~Debtor~~Enjoined Talc Claims" means, collectively, any talc-related claims against the Debtor, including all claims relating in any way to talc or talc containing materials that were formerly asserted (or that could have been asserted) against Old JJCI on any theory of liability.

(a) is hereby authorized to provide such assistance to the Foreign Representative in the performance of its duties as the Foreign Representative may reasonably request;

(b) shall consult with and respond to reasonable inquiries or information requests made by the Official Committee, subject to the protections in favour of the Information Officer set out in paragraph 12 of this Order;

(c) ~~(b)~~ shall report to this Court periodically with respect to the status of these proceedings and the status of the Foreign Proceedings, which reports may include information relating to the business of the Debtor (the "**Business**") or its current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof (the "**Property**~~, the Business~~") or such other matters as may be relevant to the proceedings herein;

(d) ~~(c)~~ shall have full and complete access to the Property, including the ~~premises,~~ books, records, data, including in electronic form, and other financial documents of the Debtor, to the extent that is necessary to perform its duties arising under this Order; and

(e) ~~(d)~~ shall be at liberty to engage independent legal counsel or such other persons as the Information Officer deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order.

10. ~~15.~~ **THIS COURT ORDERS** that the Debtor and the Foreign Representative shall (i) advise the Information Officer of all material steps taken by the Debtor or the Foreign Representative in these proceedings or in the Foreign Proceedings, (ii) co-operate fully with the Information Officer in the exercise of its powers and discharge of its obligations, and (iii)

provide the Information Officer with the assistance that is necessary to enable the Information Officer to adequately carry out its functions.

11. ~~16.~~ **THIS COURT ORDERS** that the Information Officer shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Business and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Business or Property, or any part thereof.

12. ~~17.~~ **THIS COURT ORDERS** that the Information Officer may provide any creditor of the Debtor with information provided by the Debtor in response to reasonable requests for information made in writing by such creditor addressed to the Information Officer. The Information Officer shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Information Officer has been advised by the Debtor is privileged or confidential, the Information Officer shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Information Officer, the Foreign Representative and the Debtor may agree.

13. ~~18.~~ **THIS COURT ORDERS** that ~~Canadian counsel to the Debtor,~~ the Information Officer and counsel to the Information Officer shall be paid by the Debtor their reasonable fees and disbursements incurred in respect of these proceedings, both before and after the making of this Order, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts. The Debtor is hereby authorized and directed to pay or cause the payment of the accounts of ~~Canadian counsel to the Debtor,~~ the Information Officer and counsel for the Information Officer forthwith upon receipt. In addition, the Debtor is hereby authorized to pay the Information Officer and counsel to the Information Officer retainers in the amounts of

$75,000, to be held by them as security for payment of their respective fees and disbursements outstanding from time to time.

14. ~~19.~~ **THIS COURT ORDERS** that the Information Officer and its legal counsel shall pass their accounts from time to time and for this purpose the accounts of the Information Officer and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice, and the accounts of the Information Officer and its counsel shall not be subject to approval in the Foreign Proceeding.

SERVICE AND NOTICE

15. ~~20.~~ **THIS COURT ORDERS** that that the E-Service Guide of the Commercial List (the "**Guide**") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Guide (which can be found on the Commercial List website at https://www.ontariocourts.ca/scj/practice/practice-directions/toronto/eservice-commercial/) shall be valid and effective service. Subject to Rule 17.05, this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the *Rules of Civil Procedure*. Subject to Rule 3.01(d) of the *Rules of Civil Procedure* and paragraph 21 of the Guide, service of documents in accordance with the Guide will be effective on transmission. This Court further orders that a case website shall be established in accordance with the Guide with the following URL: ~~[•]~~www.ey.com/ca/ltlmanagement (the "**Case Website**").

16. ~~21.~~ **THIS COURT ORDERS** that the Information Officer (i) shall post on the Case Website all Orders of this Court made in these proceedings, all reports of the Information Officer filed herein, and such other materials as this Court may order from time to time, and (ii) may post on its website any other materials that the Information Officer deems appropriate.

17. ~~22.~~ **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Guide is not practicable, the Debtor, the Foreign Representative and the Information Officer are at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the Debtor's creditors or other interested parties at their respective addresses as last shown on the records of the Debtor and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

18. ~~23.~~ **THIS COURT ORDERS** that the Foreign Representative, the Information Officer and their respective counsel are at liberty to serve or distribute this Order, the Recognition Order, any other materials and Orders as may be reasonably required in these proceedings, including any notices, or other correspondence, by forwarding true copies thereof by electronic message to the Debtor's creditors or other interested parties and their advisors. For greater certainty, any such distribution or service shall be deemed to be in satisfaction of a legal or juridical obligation, and notice requirements within the meaning of clause 3(c) of the *Electronic Commerce Protection Regulations*, Reg. 81000-2-175 (SOR/DORS).

GENERAL

19. ~~24.~~ **THIS COURT ORDERS** that the Information Officer may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

20. ~~25.~~ **THIS COURT ORDERS** that nothing in this Order shall prevent the Information Officer from acting as an interim receiver, a receiver, a receiver and manager, a monitor, a proposal trustee, or a trustee in bankruptcy of ~~any~~the Debtor, the Business or the Property.

21. ~~26.~~ **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, to give effect to this Order and to assist the Debtor, the Foreign Representative, the Information Officer and their respective counsel and 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 Representative, 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 Representative, and the Information Officer and their respective agents in carrying out the terms of this Order.

22. ~~27.~~ **THIS COURT ORDERS** that each of the Debtor, the Foreign Representative 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.

23. ~~28.~~ **THIS COURT ORDERS** that the Guidelines for Communication and Cooperation between Courts in Cross-Border Insolvency Matters issued by the Judicial Insolvency Network and adopted by this Court and attached as Schedule "~~H~~D" hereto are hereby adopted by this Court for the purposes of these recognition proceedings.

24. ~~29.~~ **THIS COURT ORDERS** that this Court is seized of these proceedings and any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days notice to the Foreign Representative and its counsel, the Information Officer and its counsel, and to any other party or parties likely to be affected by the Order sought, or upon such other notice, if any, as this Court may order.

25. ~~30.~~ **THIS COURT ORDERS AND DECLARES** that this Order shall be effective as of 12:01 a.m. on the date of this Order.

SCHEDULE "~~G~~A" – US PRELIMINARY INJUNCTION ORDER

[Attached]

SCHEDULE "B"– FOREIGN REPRESENTATIVE ORDER

[Attached]

SCHEDULE "C"- CANADIAN LITIGATION

Date, Jurisdiction and Case Number	Plaintiff(s)	Defendants
March 24, 2016 **British Columbia (New Westminster), No. 179011**	Linda Williamson	Johnson & Johnson, Johnson & Johnson Consumer Companies Inc., Johnson & Johnson, Inc. and Valeant Pharmaceuticals International
April 12, 2016 **Quebec (Montreal), No. 500-06-000787-164**	Rosemary Kramar	Johnson & Johnson, Johnson & Johnson Consumer Inc., Johnson & Johnson Inc., and Valeant Pharmaceuticals International Inc.
May 18, 2016 **Ontario (Toronto), CV-16-553046**	Cindy Lou Strathdee, Mario Nunziato, Matthew Strathdee, Shaeda Begum Farroqi-Willison, Gerald Douglas Willison, Theres Bernier, by her estate representative Marilyne Bernier, Marilyne Bernier, Janet Heaton and Barry Heaton	Johnson & Johnson Inc., Johnson & Johnson, and Johnson & Johnson Consumer Companies Inc.
August 22, 2019 **Alberta (Calgary), No. 1901-11748**	Diane DiSanto	Johnson & Johnson, Johnson & Johnson Consumer Companies, Inc., and Johnson & Johnson Inc.
October 26, 2020 **British Columbia (Vancouver Registry), VLC-S-S-2011369**	Amanda Lorraine Lee	Johnson & Johnson, Johnson & Johnson Consumer Companies Inc., Johnson & Johnson Inc.

SCHEDULE "D"– JIN GUIDELINES

[Attached]

Court File No.: CV-21-00673856-00CL

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

ONTARIO
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Proceeding Commenced at Toronto

SUPPLEMENTAL ORDER
(FOREIGN MAIN PROCEEDING)

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